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

2010

Department of the Treasury
Internal Revenue Service

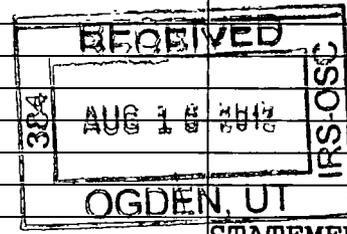
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning **OCT 1, 2010**, and ending **SEP 30, 2011**

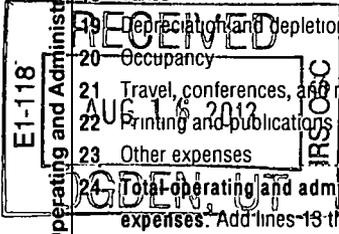
G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL MANAGEMENT, LLC		A Employer identification number 77-0559600
Number and street (or P O box number if mail is not delivered to street address) 1157 COAST VILLAGE ROAD SUITE A	Room/suite	B Telephone number (805)965-1329
City or town, state, and ZIP code SANTA BARBARA, CA 93108		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 45,591,578. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		285,631.		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		187,269.	187,269.		STATEMENT 1
4 Dividends and interest from securities		841,037.	841,037.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		7,678,412.			
b Gross sales price for all assets on line 6a 31,698,232.					
7 Capital gain net income (from Part IV, line 2)			7,678,412.		
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		<5,940.>	<5,940.>		STATEMENT 3
12 Total. Add lines 1 through 11		8,986,409.	8,700,778.		
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 STMT 4		34,650.	8,663.		0.
c Other professional fees STMT 5		244,922.	169,291.		75,631.
17 Interest					
18 Taxes STMT 6		248,987.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		136,114.	70.		136,044.
24 Total operating and administrative expenses. Add lines 13 through 23		664,673.	178,024.		211,675.
25 Contributions, gifts, grants paid		2,190,600.			2,190,600.
26 Total expenses and disbursements. Add lines 24 and 25		2,855,273.	178,024.		2,402,275.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6,131,136.			
b Net investment income (if negative, enter -0-)			8,522,754.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED AUG 21 2012



Part II Balance Sheets		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		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,508,967.	3,197,100.	3,197,100.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶ <u>1,250,000.</u>				
		Less: allowance for doubtful accounts ▶ <u>0.</u>		1,250,000.	1,250,000.	1,278,906.
	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 <u>STMT 8</u>		33,327,297.	37,771,332.	41,049,070.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ <u>STATEMENT 9</u>)		221,739.	66,502.	66,502.	
16	Total assets (to be completed by all filers)		36,308,003.	42,284,934.	45,591,578.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		150,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ <u>STATEMENT 10</u>)		10,568.	6,363.	
23	Total liabilities (add lines 17 through 22)		160,568.	6,363.		
Net Assets or Fund Balances	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		36,147,435.	42,278,571.		
30	Total net assets or fund balances		36,147,435.	42,278,571.		
31	Total liabilities and net assets/fund balances		36,308,003.	42,284,934.		

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	36,147,435.
2	Enter amount from Part I, line 27a	2	6,131,136.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	42,278,571.
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	42,278,571.

THE SWIFT FOUNDATION

Form 990-PF (2010)

C/O MANCHESTER CAPITAL MANAGEMENT, LLC

77-0559600

Page 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			
b SEE ATTACHED STATEMENT			
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 31,698,232.		24,019,820.	7,678,412.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			7,678,412.

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	7,678,412.
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))
2009	1,297,576.	40,624,202.	.031941
2008	671,493.	15,827,487.	.042426
2007	386,086.	13,177,305.	.029299
2006	1,059,260.	9,882,144.	.107189
2005	867,481.	9,019,171.	.096182

2 Total of line 1, column (d)	2	.307037
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	.061407
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	50,237,297.
5 Multiply line 4 by line 3	5	3,084,922.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	85,228.
7 Add lines 5 and 6	7	3,170,150.
8 Enter qualifying distributions from Part XII, line 4	8	3,402,275.

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.

THE SWIFT FOUNDATION

Form 990-PF (2010)

C/O MANCHESTER CAPITAL MANAGEMENT, LLC

77-0559600

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	85,228.
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	85,228.
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	85,228.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	85,489.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	160,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	245,489.	
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	160,261.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 160,261. Refunded <input checked="" type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

STMT 11

Form 990-PF (2010)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MANCHESTER CAPITAL MANAGEMENT, LLC Telephone no. ► (805)969-5670 Located at ► 1157 COAST VILLAGE RD, SUITE A, SANTA BARBARA, 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			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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.) 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. ► _____, _____, _____		
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 2010 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 2010.) N/A	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 2010?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** **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? **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 "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(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 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	DIRECTOR/PRESIDENT 0.00	0.	0.	0.
KIRSTEN SWIFT 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	DIRECTOR/VICE PRESIDENT/SECRETARY 0.00	0.	0.	0.
KAREN SWIFT 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	TREASURER 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MANCHESTER CAPITAL MANAGEMENT, LLC - 1157 COAST VILLAGE RD, STE A, SANTA BARBARA, CA	INVESTMENT MANAGEMENT	169,291.
JENNIFER ASTONE 308 COATES DRIVE, APTOS, CA 95003	CONSULTING	60,500.

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 E+CO	
	1,000,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	1,000,000.

Form **990-PF** (2010)

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	41,719,400.
b	Average of monthly cash balances	1b	3,980,712.
c	Fair market value of all other assets	1c	5,302,220.
d	Total (add lines 1a, b, and c)	1d	51,002,332.
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	51,002,332.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	765,035.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,237,297.
6	Minimum investment return Enter 5% of line 5	6	2,511,865.

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	2,511,865.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	85,228.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	85,228.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,426,637.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,426,637.
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	2,426,637.

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	2,402,275.
b	Program-related investments - total from Part IX-B	1b	1,000,000.
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	3,402,275.
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	85,228.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	3,317,047.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,426,637.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	69,725.			
b From 2006	364,218.			
c From 2007				
d From 2008	119,408.			
e From 2009	431,539.			
f Total of lines 3a through e	984,890.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	3,402,275.			
a Applied to 2009, 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) **	1,960,528.			
d Applied to 2010 distributable amount				1,441,747.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	984,890.			984,890.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,960,528.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,960,528.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	1,960,528.			

** SEE STATEMENT 12

Form 990-PF (2010)

THE SWIFT FOUNDATION

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 2010, 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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	
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 13

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
1157 COAST VILLAGE RD., STE A, 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)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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)				
a Paid during the year				
SEE STATEMENT 14				
Total			▶ 3a	2,190,600.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

THE SWIFT FOUNDATION
C/O MANCHESTER CAPITAL MANAGEMENT, LLC

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 foundationCheck 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, \$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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL MANAGEMENT, LLC	Employer identification number 77-0559600
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JOHN SWIFT 1157 COAST VILLAGE RD., STE A SANTA BARBARA, CA 93108	\$ 317.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MST 2000 CHARITABLE LEAD TRUST 74-900 HIGHWAY 111, STE 127 INDIAN WELLS, CA 92210	\$ 285,314.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash 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 THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL MANAGEMENT, LLC	Employer identification number 77-0559600
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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	63,430 SHARES OF UNITED PARCEL SERVICES, INC. <hr/> <hr/> <hr/>	\$ 4,631,659.	12/21/10
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL MANAGEMENT, LLC	Employer identification number 77-0559600
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. 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.) ▶ \$

(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 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 SHORT TERM GAIN ON STOCK SALES - SEE ATTACHED STA	P	VARIOUS	VARIOUS
b LONG TERM GAIN ON STOCK SALES - SEE ATTACHED STAT	P	VARIOUS	VARIOUS
c SHORT TERM GAIN ON STOCK SALES - SEE ATTACHED STA	P	VARIOUS	VARIOUS
d LOSS ON DISSOLUTION OF FORES TRADE INVESTMENT	P	09/15/05	02/28/11
e CAPITAL GAINS DIVIDENDS			
f			
g			
h			
i			
j			
k			
l			
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 14,585,294.		14,795,674.	<210,380.>
b 16,896,866.		8,972,154.	7,924,712.
c 49,170.		51,992.	<2,822.>
d		200,000.	<200,000.>
e 166,902.			166,902.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			<210,380.>
b			7,924,712.
c			<2,822.>
d			<200,000.>
e			166,902.
f			
g			
h			
i			
j			
k			
l			
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	7,678,412.
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

Realized Gains and Losses

From 10/01/2010 to 09/30/2011

		Swift, John - Swift Foundation		Swift Foundation		Acct #: 87045211			
<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Realized Gains and Losses									
Absolute Strategies	87045211	08/12/2011	08/31/2011	201,095	2,200,000	2,201,971	1,971		1,971
Brandes Intl	87045211	07/13/2009	06/23/2011	107,311	1,365,000	1,623,620		258,620	258,620
Brandes Intl	87045211	12/30/2009	06/23/2011	1,894	28,095	28,664		568	568
Brandes Intl	87045211	12/31/2010	06/23/2011	2,489	37,886	37,662	-224		-224
				111,695	1,430,981	1,689,946	-224	259,189	258,965
Calvert Comm Note	87045211	12/31/2009	12/31/2010	425,000	425,000	425,000	0		0
Calvert Comm Note	87045211	06/15/2010	06/15/2011	450,000	450,000	450,000	0		0
Cohen & Steers Realty	87045211	07/13/2009	05/03/2011	22,400	693,041	1,460,000		766,959	766,959
Domini Social Equity	87045211	04/29/2008	03/31/2011	22,764	696,578	719,114		22,536	22,536
Domini Social Equity	87045211	06/11/2008	03/31/2011	297	8,705	9,369		664	664
Domini Social Equity	87045211	11/25/2008	03/31/2011	348	6,372	10,993		4,621	4,621
Domini Social Equity	87045211	03/11/2009	03/31/2011	242	3,813	7,658		3,845	3,845
Domini Social Equity	87045211	07/14/2009	03/31/2011	95,694	2,000,000	3,022,967		1,022,967	1,022,967
Domini Social Equity	87045211	09/16/2009	03/31/2011	123	3,069	3,897		828	828
Domini Social Equity	87045211	03/24/2010	03/31/2011	235	6,395	7,422	1,720		1,027
Domini Social Equity	87045211	06/23/2010	03/31/2011	300	7,745	9,465		1,720	1,720
Domini Social Equity	87045211	09/22/2010	03/31/2011	140	3,721	4,417	696		696
Domini Social Equity	87045211	03/23/2011	03/31/2011	315	9,740	9,941	201		201
				120,457	2,746,138	3,805,243	2,618	1,056,488	1,059,105
Eagle Small Cap Cr	87045211	07/13/2009	09/01/2011	47,844	1,065,000	1,752,035		687,035	687,035
Fidelity Floating Rate	87045211	03/31/2011	09/30/2011	121,579	1,200,000	1,150,113	-49,887		-49,887
Fidelity Floating Rate	87045211	04/29/2011	09/30/2011	255	2,528	2,415	-112		-112
Fidelity Floating Rate	87045211	05/31/2011	09/30/2011	275	2,716	2,603	-113		-113
Fidelity Floating Rate	87045211	06/30/2011	09/30/2011	274	2,685	2,589	-96		-96
Fidelity Floating Rate	87045211	07/29/2011	09/30/2011	286	2,802	2,704	-97		-97

Realized Gains and Losses
From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation Acct # 87045211

Realized Gains and Losses

<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Fidelity Floating Rate	87045211	08/31/2011	09/30/2011	325	3,076	3,079	3		3
				122,994	1,213,806	1,163,504	-50,302		-50,302
Gateway Y	87045211	09/30/2010	08/12/2011	86,648	2,200,000	2,195,648	-4,352		-4,352
Gateway Y	87045211	12/21/2010	08/12/2011	451	11,724	11,421	-302		-302
Gateway Y	87045211	03/24/2011	08/12/2011	382	10,103	9,690	-413		-413
Gateway Y	87045211	06/23/2011	08/12/2011	400	10,524	10,140	-384		-384
				87,882	2,232,351	2,226,899	-5,452		-5,452
Harbor Intl	87045211	07/13/2009	10/14/2010	29,889	1,250,000	1,790,357		540,357	540,357
Harbor Intl	87045211	12/18/2009	10/14/2010	394	21,067	23,596	2,529		2,529
				30,283	1,271,067	1,813,953	2,529	540,357	542,886
iShares MSCI Japan	87045211	11/16/2010	09/30/2011	89,800	904,061	853,075	-50,987		-50,987
Keeley Small Cap Val	87045211	03/19/2008	09/30/2011	16,045	400,000	327,950		-72,050	-72,050
Keeley Small Cap Val	87045211	09/30/2009	09/30/2011	23,962	460,000	489,767		29,767	29,767
Keeley Small Cap Val	87045211	12/29/2009	09/30/2011	73	1,485	1,501		15	15
Keeley Small Cap Val	87045211	03/31/2011	09/30/2011	18,221	500,000	372,428	-127,572		-127,572
				58,301	1,361,485	1,191,646	-127,572	-42,268	-169,840
Pimco Low Duration	87045211	08/12/2010	03/31/2011	118,369	1,250,000	1,235,756	-14,244		-14,244
Pimco Low Duration	87045211	08/31/2010	03/31/2011	139	1,473	1,454	-18		-18
Pimco Low Duration	87045211	09/30/2010	03/31/2011	218	2,322	2,281	-42		-42
Pimco Low Duration	87045211	10/29/2010	03/31/2011	243	2,604	2,539	-66		-66
Pimco Low Duration	87045211	11/30/2010	03/31/2011	266	2,819	2,774	-45		-45
Pimco Low Duration	87045211	12/08/2010	03/31/2011	365	3,776	3,809	33		33
Pimco Low Duration	87045211	12/08/2010	03/31/2011	1,830	18,943	19,107	164		164
Pimco Low Duration	87045211	12/31/2010	03/31/2011	288	2,996	3,010	14		14
Pimco Low Duration	87045211	01/31/2011	03/31/2011	261	2,719	2,727	8		8
Pimco Low Duration	87045211	02/28/2011	03/31/2011	261	2,718	2,723	5		5
				122,241	1,290,370	1,276,180	-14,190		-14,190

Realized Gains and Losses
From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation Acct # 87045211

Realized Gains and Losses

Description	Account Number	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
Pimco Low Duration	87045211	03/31/2011	04/12/2011	248	2,591	2,598	7		7
				122,490	1,292,961	1,278,779	-14,182		-14,182
Pimco Short Term	87045211	01/22/2010	08/12/2011	40,478	399,123	398,303		-821	-821
Pimco Short Term	87045211	01/29/2010	08/12/2011	25	246	246		-1	-1
Pimco Short Term	87045211	02/26/2010	08/12/2011	109	1,072	1,069		-2	-2
Pimco Short Term	87045211	03/31/2010	08/12/2011	96	951	948		-3	-3
Pimco Short Term	87045211	04/30/2010	08/12/2011	100	990	985		-5	-5
Pimco Short Term	87045211	05/28/2010	08/12/2011	93	912	911		-1	-1
Pimco Short Term	87045211	06/30/2010	08/12/2011	61	601	600		-1	-1
Pimco Short Term	87045211	07/30/2010	08/12/2011	40	394	392		-2	-2
Pimco Short Term	87045211	08/31/2010	08/12/2011	35	342	340	-2		-2
Pimco Short Term	87045211	09/29/2010	08/12/2011	88,708	880,000	872,873	-7,127		-7,127
Pimco Short Term	87045211	09/30/2010	08/12/2011	34	334	331	-3		-3
Pimco Short Term	87045211	10/29/2010	08/12/2011	100	994	984	-10		-10
Pimco Short Term	87045211	11/30/2010	08/12/2011	103	1,022	1,013	-9		-9
Pimco Short Term	87045211	12/08/2010	08/12/2011	306	3,016	3,009	-6		-6
Pimco Short Term	87045211	12/08/2010	08/12/2011	391	3,854	3,846	-8		-8
Pimco Short Term	87045211	12/31/2010	08/12/2011	116	1,142	1,140	-2		-2
Pimco Short Term	87045211	01/31/2011	08/12/2011	112	1,106	1,101	-4		-4
Pimco Short Term	87045211	02/28/2011	08/12/2011	129	1,276	1,270	-6		-6
Pimco Short Term	87045211	03/31/2011	08/12/2011	134	1,330	1,323	-7		-7
Pimco Short Term	87045211	03/31/2011	08/12/2011	45,498	450,000	447,700	-2,300		-2,300
Pimco Short Term	87045211	04/29/2011	08/12/2011	189	1,876	1,861	-15		-15
Pimco Short Term	87045211	05/31/2011	08/12/2011	182	1,805	1,792	-13		-13
Pimco Short Term	87045211	06/30/2011	08/12/2011	187	1,848	1,837	-11		-11
Pimco Short Term	87045211	07/29/2011	08/12/2011	171	1,695	1,687	-9		-9
				177,396	1,755,930	1,745,561	-9,533	-835	-10,368
Sentinel Short Maturity	87045211	03/31/2011	08/12/2011	189,674	1,745,000	1,760,174	15,174		15,174
Sentinel Short Maturity	87045211	04/20/2011	08/12/2011	350	3,224	3,249	25		25
Sentinel Short Maturity	87045211	05/24/2011	08/12/2011	349	3,230	3,237	7		7
Sentinel Short Maturity	87045211	06/23/2011	08/12/2011	349	3,236	3,236	0		0

Realized Gains and Losses
From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation Acct # 87045211

Realized Gains and Losses

<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Sentinel Short Maturity	87045211	07/21/2011	08/12/2011	351	3,242	3,253	11		11
				191,072	1,757,933	1,773,149	15,216		15,216
SPARX Japan Fund	87045211	09/30/2009	11/12/2010	48,412	580,000	631,767		51,767	51,767
SPARX Japan Fund	87045211	12/29/2009	11/12/2010	100	1,171	1,300	128		128
SPARX Japan Fund	87045211	01/22/2010	11/12/2010	49,300	600,000	643,354	43,354		43,354
				97,812	1,181,171	1,276,421	43,482	51,767	95,249
United Parcel Service	87045211	07/10/2006	12/28/2010	28,885	144	2,106,608		2,106,463	2,106,463
United Parcel Service	87045211	07/10/2006	02/01/2011	5,855	29	437,741		437,712	437,712
United Parcel Service	87045211	12/15/2006	02/01/2011	4,300	22	321,484		321,462	321,462
United Parcel Service	87045211	12/16/2006	02/01/2011	6,120	31	457,554		457,523	457,523
United Parcel Service	87045211	12/21/2006	02/01/2011	17,160	86	1,282,945		1,282,859	1,282,859
				33,435	167	2,499,724		2,499,557	2,499,557
				62,320	312	4,606,332		4,606,020	4,606,020
Vanguard Short Term	87045211	09/29/2010	08/31/2011	117,293	1,275,000	1,257,372	-17,628		-17,628
Vanguard Short Term	87045211	09/30/2010	08/31/2011	11	117	115	-2		-2
Vanguard Short Term	87045211	10/29/2010	08/31/2011	330	3,592	3,533	-59		-59
Vanguard Short Term	87045211	11/30/2010	08/31/2011	311	3,370	3,336	-34		-34
Vanguard Short Term	87045211	12/30/2010	08/31/2011	66	708	705	-3		-3
Vanguard Short Term	87045211	12/31/2010	08/31/2011	316	3,406	3,390	-16		-16
Vanguard Short Term	87045211	01/31/2011	08/31/2011	317	3,422	3,397	-25		-25
Vanguard Short Term	87045211	02/28/2011	08/31/2011	279	3,007	2,987	-20		-20
Vanguard Short Term	87045211	03/22/2011	08/31/2011	111	1,189	1,186	-3		-3
Vanguard Short Term	87045211	03/22/2011	08/31/2011	321	3,449	3,439	-10		-10
Vanguard Short Term	87045211	03/31/2011	08/31/2011	302	3,237	3,237	0		0
Vanguard Short Term	87045211	03/31/2011	08/31/2011	43,375	465,000	464,975	-25		-25
Vanguard Short Term	87045211	04/29/2011	08/31/2011	399	4,300	4,276	-24		-24
Vanguard Short Term	87045211	05/31/2011	08/31/2011	400	4,320	4,288	-32		-32
Vanguard Short Term	87045211	06/30/2011	08/31/2011	382	4,106	4,095	-12		-12

Realized Gains and Losses
From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation Acct # 87045211

Realized Gains and Losses

<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Vanguard Short Term	87045211	07/29/2011	08/31/2011	390	4,210	4,183	-27		-27
				164,602	1,782,434	1,764,514	-17,920		-17,920
Vanguard Short Term	87045211	08/31/2011	09/29/2011	388	4,156	4,133	-23		-23
				164,990	1,786,590	1,768,646	-17,943		-17,943
Short Term Gains						14,585,294	-210,380		
Total Long Gains						16,896,866		7,924,712	
Total (Sales)						31,482,160	-210,380	7,924,712	7,714,332
Total Gains							-210,380	7,924,712	7,714,332

*All figures are unaudited
Cost basis data prior to inception is based on information provided by the client
Carrying values of investments not publicly-traded may lag more than one quarter*

Realized Gains and Losses
From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation - Walden Acct # 24862820

Realized Gains and Losses

<u>Description</u>	<u>Account Number</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Cost</u>	<u>Net Proceeds</u>	<u>Short Term Gains</u>	<u>Total Long Gains</u>	<u>Total Gains</u>
Ambassadors Group In	24862820	09/01/2011	09/21/2011	125	952	749	-203		-203
Ambassadors Group In	24862820	09/01/2011	09/22/2011	725	5,520	3,988	-1,532		-1,532
Ambassadors Group In	24862820	09/01/2011	09/28/2011	50	381	289	-92		-92
				<u>900</u>	<u>6,853</u>	<u>5,026</u>	<u>-1,827</u>		<u>-1,827</u>
Carbo Ceramics	24862820	09/01/2011	09/27/2011	25	3,907	3,312	-595		-595
John Wiley & Sons	24862820	09/01/2011	09/13/2011	6	295	273	-21		-21
John Wiley & Sons	24862820	09/01/2011	09/13/2011	6	295	273	-21		-21
John Wiley & Sons	24862820	09/01/2011	09/13/2011	63	3,097	2,871	-227		-227
John Wiley & Sons	24862820	09/01/2011	09/13/2011	100	4,916	4,557	-360		-360
				<u>175</u>	<u>8,603</u>	<u>7,974</u>	<u>-629</u>		<u>-629</u>
Lkq Corp	24862820	09/01/2011	09/16/2011	75	1,904	1,980	76		76
Lkq Corp	24862820	09/01/2011	09/16/2011	100	2,539	2,639	101		101
Lkq Corp	24862820	09/01/2011	09/16/2011	150	3,808	3,959	152		152
				<u>325</u>	<u>8,250</u>	<u>8,578</u>	<u>328</u>		<u>328</u>
Lkq Corp	24862820	09/01/2011	09/19/2011	150	3,808	3,921	113		113
Lkq Corp	24862820	09/01/2011	09/19/2011	350	8,884	9,149	265		265
				<u>500</u>	<u>12,692</u>	<u>13,070</u>	<u>378</u>		<u>378</u>
Lkq Corp	24862820	09/01/2011	09/20/2011	75	1,904	1,935	31		31
				<u>900</u>	<u>22,845</u>	<u>23,583</u>	<u>738</u>		<u>738</u>
Met-Pro Corp	24862820	09/01/2011	09/13/2011	9	86	83	-3		-3
Met-Pro Corp	24862820	09/01/2011	09/13/2011	34	326	313	-13		-13
Met-Pro Corp	24862820	09/01/2011	09/13/2011	66	633	607	-26		-26

Realized Gains and Losses

From 10/01/2010 to 09/30/2011

Swift, John - Swift Foundation Swift Foundation - Walden Acct # 24862820

Realized Gains and Losses

Description	Account Number	Date Acquired	Date Sold	Quantity	Cost	Net Proceeds	Short Term Gains	Total Long Gains	Total Gains
Met-Pro Corp	24862820	09/01/2011	09/13/2011	66	633	607	-26		-26
				175	1,677	1,610	-67		-67
Met-Pro Corp	24862820	09/01/2011	09/28/2011	9	86	81	-5		-5
Met-Pro Corp	24862820	09/01/2011	09/28/2011	91	866	819	-47		-47
Met-Pro Corp	24862820	09/01/2011	09/28/2011	100	952	900	-52		-52
Met-Pro Corp	24862820	09/01/2011	09/28/2011	100	951	900	-52		-52
Met-Pro Corp	24862820	09/01/2011	09/28/2011	100	951	900	-52		-52
				400	3,806	3,599	-207		-207
Met-Pro Corp	24862820	09/01/2011	09/29/2011	150	1,427	1,355	-72		-72
Met-Pro Corp	24862820	09/01/2011	09/29/2011	300	2,873	2,710	-163		-163
				450	4,300	4,065	-235		-235
				1,025	9,783	9,274	-509		-509
Short Term Gains					51,992	49,170	-2,822		
Total Long Gains						49,170	-2,822		-2,822
Total (Sales)					51,992	49,170	-2,822		-2,822
Total Gains							-2,822		-2,822

*All figures are unaudited
 Cost basis data prior to inception is based on information provided by the client
 Carrying values of investments not publicly-traded may lag more than one quarter*

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

SOURCE	AMOUNT
CHARLES SCHWAB X5211	172,240.
COMMUNITY BANK OF THE BAY	1,942.
GREEN CHOICE BANK	178.
LATINO COMMUNITY CREDIT UNION	3,251.
LEGACY 13, LLC - SCHWAB MONEY MARKET FUND	7.
NEW RESOURCE BANK	456.
ONE PACIFIC COAST BANK	1,118.
RSF - INVESTMENT FUND	3,676.
RSF - PRI FUND	3,002.
URBAN PARTNERSHIP BANK	1,399.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	187,269.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB X2820	414.	0.	414.
CHARLES SCHWAB X5211	1,007,525.	166,902.	840,623.
TOTAL TO FM 990-PF, PART I, LN 4	1,007,939.	166,902.	841,037.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	45.	45.	
CANYON-JOHNSON URBAN FUND III, LP	<5,985.>	<5,985.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<5,940.>	<5,940.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	34,650.	8,663.		0.
TO FORM 990-PF, PG 1, LN 16B	34,650.	8,663.		0.

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	169,291.	169,291.		0.
CONSULTING FEES	75,631.	0.		75,631.
TO FORM 990-PF, PG 1, LN 16C	244,922.	169,291.		75,631.

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	248,987.	0.		0.
TO FORM 990-PF, PG 1, LN 18	248,987.	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	130,800.	0.		130,800.
MISCELLANEOUS INVESTMENT COSTS	70.	70.		0.
LEGACY 13, LLC EXPENSES	5,244.	0.		5,244.
TO FORM 990-PF, PG 1, LN 23	136,114.	70.		136,044.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB X5211	COST	29,686,921.	33,270,286.
CHARLES SCHWAB X2820	COST	4,140,546.	3,755,470.
CANYON JOHNSON URBANK FUND III, LP	COST	467,983.	485,624.
IMPAX NEF II, LP	COST	75,882.	75,882.
ROOT CAPITAL	COST	800,000.	816,613.
E + CO	COST	1,000,000.	1,017,455.
MICRO ENERGY CREDITS	COST	100,000.	100,000.
MICROVEST SHORT DURATION FUND, LP	COST	1,500,000.	1,527,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,771,332.	41,049,070.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LEGACY 13, LLC	71,739.	66,502.	66,502.
CONTRA - GRANTS PAYABLE	150,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	221,739.	66,502.	66,502.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CAPITAL ONE CARD PAYABLE	10,568.	6,363.	
TOTAL TO FORM 990-PF, PART II, LINE 22	10,568.	6,363.	

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

JOHN SWIFT

1050 PACIFIC AVE
CAYUCOS, CA 93430

MSST FOUNDATION

74-900 HIGHWAY 111, STE 127
INDIAN WELLS, CA 92210

MST 2000 CHARITABLE LEAD TRUST

74-900 HIGHWAY 111, STE 127
INDIAN WELLS, CA 92210

MARILYN S. TENNITY

74-900 HIGHWAY 111, STE 127
INDIAN WELLS, CA 92210

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

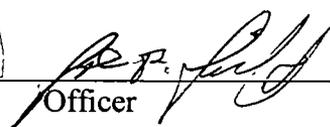
STATEMENT 12

SEE ELECTION STATEMENT ATTACHED.

The Swift Foundation
EIN: 77-0559600
FYE 9/30/2011
Form 990-PF, Part XIII, Line 4c

Election Pursuant to Internal Revenue Code Regulation §53-4942(a)-3(d)(2)

The Swift Foundation hereby elects to treat a portion of the current year's qualifying distributions in excess of the immediately preceding year's undistributed income as made out of corpus.

Signed: X  _____
Officer

Excess Distribution Carryover Calculation

4:	2010 Qualifying Distributions	-	\$3,402,275
4(c):	2010 Qualifying Distributions treated as distributions out of corpus	-	\$1,960,528
4(d):	2010 Qualifying Distributions applied to 2010 distributable amount	-	\$1,441,747

5: Excess Distributions Carryover:

From 2005:	-	\$69,725
From 2006:	-	\$364,218
From 2007:	-	\$0
From 2008:	-	\$119,408
From 2009:	-	\$431,539

Excess Distributions Carryover Applied to 2010 - \$984,890

2010 Qualifying Distributions applied against current year Distributable Amount	-	\$1,441,747
Total 2010 Excess Distributions Carryover	-	\$1,960,528
2010 Undistributed Income	-	NONE

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

JOHN SWIFT
KIRSTEN SWIFT

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AIDA 426 17TH STREET OAKLAND, CA 94612	NONE CLIMATE ADVOCACY	OTHER PUBLIC CHARITY	30,000.
CIVIL SOCIETY INSTITUTE 1 BRIDGE STREET, SUITE 200 NEWTON, MA 02458	NONE CLIMATE ADVOCACY	OTHER PUBLIC CHARITY	7,500.
COMMUNITY ENVIRONMENTAL LEGAL DEFENSE FUND 675 MOWER ROAD CHAMBERSBURG, PA 17202	NONE CLIMATE ADVOCACY	OTHER PUBLIC CHARITY	20,000.
CONFLUENCE PHILANTHROPY 23 BLACK BROOK ROAD POUND RIDGE, NY 10576	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	15,000.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	100,000.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129	NONE SUPPORT ENVIRONMENTAL MISSION	OTHER PUBLIC CHARITY	2,000.

CROSS-CULTURAL THRESHOLDS 43 WINDING RIDGE ROAD WHITE PLAINS, NY 10603	NONE CLIMATE ADVOCACY	OTHER PUBLIC CHARITY	5,000.
CULTURAL SURVIVAL 215 PROSPECT STREET CAMBRIDGE, MA 02139	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	18,000.
ENVIRONMENTAL AMERICA RESEARCH & POLICY CENTER 44 WINTER ST, 4TH FLOOR BOSTON, MA 02108	NONE SUPPORT ENVIRONMENTAL MISSION	OTHER PUBLIC CHARITY	100,000.
FUNDACION GAIA AMAZONAS CARRERA 4 NO. 26D-31 BOGOTA, COLOMBIA	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	EXPENDITUR	80,000.
GAIA FOUNDATION 6 HEATHGATE PLACE, AGINCOURT ROAD LONDON, UNITED KINGDOM	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	EXPENDITUR	100,000.
GLOBAL GREENGRANTS 2840 WILDERNESS PLACE, SUITE E BOULDER, CO 80301	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	325,000.
GROUNDSWELL INTERNATIONAL 1215 KEARNEY STREET NE WASHINGTON, DC 20013	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	105,000.
IDEA WILD 420 RIDDLE DRIVE FORT COLLINS, CO 80521	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	35,000.
INTERNATIONAL FORUM ON GLOBALIZATION 1009 GENERAL KENNEDY AVENUE #2 SAN FRANCISCO, CA 94129	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	20,000.
INTERNATIONAL FUNDERS FOR INDIGENOUS PEOPLES PO BOX 1040 AKWESASNE, NY 13655	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	22,000.

INTERNATIONAL LEAGUE OF CONSERVATION PHOTOGRAPHERS 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	25,000.
MAYA FOREST, INC. 9204 ODYSSEY LAKE CIRCLE N BRUNSWICK, GA 31525	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	31,500.
MICROCREDIT ENTERPRISES 5758 GEARY BLVD #261 SAN FRANCISCO, CA 94121	NONE RESILIENT LOCAL ECONOMIES	OTHER PUBLIC CHARITY	7,600.
NEW ECONOMICS INSTITUTE 140 JUG END ROAD GREAT BARRINGTON, MA 01230	NONE RESILIENT LOCAL ECONOMIES	OTHER PUBLIC CHARITY	5,000.
PATHFINDER INTERNATIONAL 9 GALEN STREET WATERTOWN, MA 02472	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	190,000.
PESTICIDE ACTION NETWORK 49 POWELL, SUITE 500 SAN FRANCISCO, CA 94102	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	10,000.
SUSTAINABLE AGRICULTURE AND FOOD SYSTEMS FUNDERS 16 W. MISSION STREET, SUITE R SANTA BARBARA, CA 93101	NONE GLOBAL NETWORKS AND COLLABORATIONS	OTHER PUBLIC CHARITY	1,000.
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	25,000.
SUSTAINABLE MARKETS FOUNDATION 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	50,000.
TIDES FOUNDATION PO BOX 29903 SAN FRANCISCO, CA 94129	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	646,000.

UCLA FOUNDATION 10945 LE CONTE AVENUE, SUITE 3132 LOS ANGELES, CA 90095	NONE SUPPORT HEALTH AND MEDICAL RESEARCH	OTHER PUBLIC CHARITY	125,000.
WASTE VENTURES CHARITIES 224 CASTRO LANE FREMONT, CA 94539	NONE RESILIENT LOCAL ECONOMIES	OTHER PUBLIC CHARITY	50,000.
WILD AID 744 MONTGOMERY STREET, SUITE 300 SAN FRANCISCO, CA 94111	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	25,000.
WORKING VILLAGES INTERNATIONAL 40 MAIN STREET TOPSHAM, ME 04086	NONE LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	OTHER PUBLIC CHARITY	15,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,190,600.

AMENDED AND RESTATED BY-LAWS OF
SWIFT FOUNDATION
(A California Nonprofit Public Benefit Corporation)

May 9, 2012
ARTICLE I

NAME

The name of this corporation is the SWIFT FOUNDATION (the "Corporation").

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal office shall initially be located at 1157 Coast Village Road, Suite A, City of Santa Barbara, County of Santa Barbara, and State of California. The Directors may change the principal office from one location to another, and the Directors may at anytime establish branch offices at any place where the Corporation is qualified to do business.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 1. OBJECTIVES AND PURPOSES. The specific and primary purpose for which the Corporation is formed is *to support local stewards and their allies who are dedicated to protecting biological and cultural diversity, building resilience amidst climate change and restoring the health and dignity of communities globally*. In addition, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purpose, whether as principal, agent or otherwise, and whether alone or with others.

The Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purpose of the Corporation. In no event shall the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (the "Code").

SECTION 2. NONPARTISAN ACTIVITIES. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the objectives and purposes described in this Article III.

SECTION 3. DEDICATION OF ASSETS. The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of this Corporation. On liquidation or dissolution, all assets, properties and obligations of the Corporation shall be distributed and paid over to an organization or organizations dedicated to similar charitable purposes, provided such organizations have established tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE IV

MEMBERSHIP

This Corporation shall have no voting members as defined within Section 5056 of the California Corporation Code. Any action which would otherwise under law require approval by the members shall only require the approval of the Board of Directors, and all rights which would otherwise vest in the members under law shall vest in the Directors of this Corporation.

The Board of Directors may, by resolution, establish such categories of nonvoting memberships as it deems advisable and useful in pursuit of its charitable activities.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. NUMBER. The authorized number of Directors of the Corporation shall not be fewer than two (2) nor more than ten (10), unless changed by amendment of these Bylaws. The Board of Directors may fix the exact number of Directors from time to time, within these limits. Until changed by the Board by resolution, the authorized number of Directors initially shall be five (5). The Board of Directors may select such additional persons to serve on an honorary or advisory council as it seems appropriate.

SECTION 2. POWERS. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations in the Articles of Incorporation and of these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES. Without prejudice to these general powers, but subject to the same limitations, it shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, and by the Bylaws;

- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed to or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Change the principal office of the Corporation in the State of California from one location to another; and designate any place for the holding of any meetings;
- (g) Adopt, make and use a corporate seal, and alter the form of the seal;
- (h) Invest, or cause to be invested, assets of the Corporation in accounts, properties and other capital assets;
- (i) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 4. COMPENSATION. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable, is allowable under these Bylaws or other applicable laws, and is approved by a majority of the Directors at a meeting where quorum is established (excluding the vote of the Director seeking compensation).

SECTION 5. APPOINTMENT AND ELECTION OF DIRECTORS AND TERM OF OFFICE.

The appointment of Directors shall be made as follows:

- (a) John F. Swift and/or Kirsten B. Swift ("Swift Unit") shall have the right to appoint two (2) Directors in the Swift Unit's discretion, provided that the Director so appointed be at least eighteen (18) years of age. In the event of the death or adjudication of incompetency of both John F. Swift and Kirsten B. Swift, the Swift Unit shall no longer be entitled to appoint any Directors, and any Director(s) then serving who had been appointed with respect to said Unit shall immediately cease to be a member(s) of the Board of Directors.
- (b) Sonja M. Swift and her lineal descendants ("Sonja Unit"), Karen A. Swift and her lineal descendants ("Karen Unit"), and Sean F. Swift and his lineal descendants ("Sean Unit") shall each

have the right to appoint one (1) Director on behalf of each respective Unit. Each Director so appointed must be at least eighteen (18) years of age and must be a blood descendant of John F. Swift and Kirsten B. Swift. The determination of the Director appointee with respect to each particular Unit shall be made by Sonja, Sean, and Karen, respectively. In the event of the death or adjudication of incompetency of any of them, the determination of the Director appointed with respect to each particular Unit shall be made by majority vote of all lineal descendants in the next successor generation of Sonja, Sean or Karen (whoever may have died or been adjudged incompetent) (e.g., first grandchildren of John F. Swift and Kirsten B. Swift who are lineal descendants of Sonja, Sean or Karen, whoever may have died or been adjudged incompetent; and if there are none, then great-grandchildren of John F. Swift and Kirsten B. Swift who are lineal descendants of Sonja, Sean or Karen, as the case may be; and if there are none, then the great-great-grandchildren etc.) If at any time there are no longer any lineal descendants of Sonja, Sean and Karen, then that respective Unit shall no longer appoint a Director, and any member then serving on the Board of Directors who had been appointed with respect to said Unit shall immediately cease to be a Director and the authorized number of Directors shall thereupon be reduced by one with no further action on the part of the Directors.

The Board of Directors may elect additional Directors at any Board of Directors meeting at which there is a quorum.

Except as otherwise provided for in Section 5(a) and (b) of this Article, each Director, whether appointed or elected, shall continue in his or her office, until the death, resignation, or removal of the Director.

SECTION 6. RESIGNATION. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for effectiveness for such resignation. No Director may resign if the Corporation would then be left without a duly appointed Director or Directors in charge of its affairs, except upon notice to the Attorney General.

SECTION 7. REMOVAL. A Director may be removed from the Board of Directors with or without cause only by an affirmative vote of a majority of all of the members of the Board of Directors or by the written consent thereof (excluding the vote of the Director sought to be removed), provided, however that the majority voting in favor of removal must include a Director appointed by the Swift Unit.

SECTION 8. VACANCIES. If a vacancy shall occur as a result of Section 6 or Section 7 of this Article or by reason of death or otherwise, the Unit that appointed the position being vacated shall appoint a replacement Director who is otherwise eligible in accordance with Section 5(a) or Section 5(b) of this Article, as applicable; provided, however, that any removed Director shall not be eligible to fill a vacated position on the Board of Directors. All vacancies shall be filled without undue delay.

ARTICLE VI

BOARD OF DIRECTORS MEETINGS

SECTION 1. PLACE OF MEETINGS. Regular meetings of the Board of Directors may be held at any place that has been designated by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

SECTION 2. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Directors of the Corporation shall be held on such date and time and as designated by the President of the Corporation.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Board may be held at any place that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Special meetings of the Board of Directors may be called by the President or Secretary of the Corporation or by any two (2) Directors and notice of the time and place thereof shall be given in person, by telephone, or by written communication such as electronic mail at least forty-eight (48) hours before the time set for such meeting. The purpose of said meeting shall be set forth in said notice, and no other business shall be conducted at any special meeting other than as stated in said notice.

SECTION 4. MEETINGS BY CONFERENCE TELEPHONE. Notwithstanding the above provisions, any regular or special meeting of the Board of Directors may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, or as otherwise provided by California Corporation Code Section 5211, as such may be amended from time to time, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 5. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 6. QUORUM. A majority of the Directors then in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation, or Bylaws of this Corporation.

SECTION 7. CONDUCT OF MEETING. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 8. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect

as the unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII

COMMITTEES

SECTION 1. DESIGNATION OF COMMITTEES. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors except as otherwise set forth herein, to serve at the pleasure of the Board of Directors. All committees, with the exception of the Executive Committee, shall serve only in an advisory capacity to the Board of Directors and shall not be empowered to take final action on matters within their jurisdiction. The Executive Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of the Board resolution may:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also require the approval of the Board of Directors;
- (b) Fill vacancies on the Board of Directors or on any committee;
- (c) Fix compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not amendable or repealable;
- (f) Appoint any other committees of the Board of Directors or the members of these committees;
- (g) Expend corporate funds to support a nominee for Director; or
- (h) Approve any transaction (1) to which the Corporation is a party and one or more Directors have a material financial interest; or (2) between the Corporation and one or more of its Directors or between the Corporation and any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of committees shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of these Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. The

Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions or these Bylaws.

SECTION 3. AUDIT COMMITTEE. The Corporation shall have an Audit Committee comprised of at least one Director, and may include nonvoting advisors. A majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee. The Audit Committee shall have the following roles and responsibilities:

- (a) annually arrange for, and review, an audit of the assets, liabilities, income and expenses of the Corporation by an independent Certified Public Accountant (CPA) and meet with the Board of Directors to report on such an audit;
- (b) negotiate the independent CPA's compensation, including any fees and expenses, to perform the annual audit;
- (c) make recommendations to the Board of Directors on the hiring and firing of the CPA(s) performing the annual audit;
- (d) approve non-audit services by the independent CPA's accounting firm, and ensure such services conform to generally accepted accounting principles and standards.

ARTICLE VIII

OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and other such officers as the Board of Directors may provide for, including a Board Chair and Chief Financial Officer. No officer of this Corporation, with the exception of an Executive Director/Manager, shall receive any compensation for his or her services in such capacity. Any number of offices may be held by the same person, except that neither the Secretary nor a Chief Financial Officer may serve concurrently as either the President or Board Chair.

SECTION 2. ELECTION OF OFFICERS. The officers of the Corporation shall be elected by the Board of Directors. Elections shall be held at the Annual Meeting. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board of Directors at any time, excluding the vote of the Director / Officer sought to be removed), provided, however that the majority voting in favor of removal must include a Director appointed by the Swift Unit. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a

contract which has been approved or ratified by the Board of Directors relating to the employment of any officer in the Corporation.

SECTION 4. VACANCIES. In the case of death, resignation or removal from office of any officer of the Corporation, the President shall appoint that officer's successor, subject to confirmation by the Board of Directors at its next regular meeting. In the event of a vacancy in the office of President, such vacancy shall be filled by the Board of Directors. Persons appointed to fill vacancies shall hold office for the unexpired term and until their successors are appointed.

SECTION 5. DUTIES OF BOARD CHAIR. If a Board Chair is elected, he or she shall preside at meetings of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors and/or President may assign from time to time.

SECTION 6. DUTIES OF PRESIDENT. The President shall be Chief Executive Officer of the Corporation and shall, in the absence of a Board Chair, preside at all meetings of the Board of Directors. Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and officers of the Corporation. The President shall be *ex officio* a non-voting member of all the Corporation's standing committees, if any. The President shall have the authority to sign and execute on behalf of the Corporation, and shall have the general powers and duties of management usually vested in the office of president of a corporation

SECTION 7. DUTIES OF VICE PRESIDENT(S). The Vice President(s), if any, in the absence of or disability of the President, in the order of their rank as fixed by the Board of Directors shall perform the duties and exercise the powers of the President. He, she or they shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY. The Secretary shall keep and maintain, or cause to be kept and maintained, the Book of Minutes and be the custodian of the official records of the Corporation, and attend all sessions of the Board of Directors and record all votes and minutes for all proceedings in the book of minutes. He or she shall give, or cause to be given, notice of all special meetings of the Directors, and shall have such other power and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

SECTION 9. DUTIES OF TREASURER. The Treasurer, who need not necessarily be a member of the Board of Directors, shall have such powers as are usually vested in the Chief Financial Officer of a Corporation. He or she shall keep and maintain, or cause to be kept and maintained, the financial books and accounts of the Corporation and provide such financial statements as are required by law or by the Board of Directors. He or she shall deposit and disburse, or cause to be deposited and disbursed, funds of the Corporation as the Board of Directors may order, and shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

SECTION 10. DUTIES OF EXECUTIVE DIRECTOR/MANAGER. If an Executive Director/Manager is elected, he or she shall have such powers and perform such duties as the Board of Directors may assign from time to time.

SECTION 11. ABSENCES. In the event of an absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the President may delegate for the time being the

powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board of Directors votes in favor of such delegation of power.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND OTHER AGENTS

SECTION 1. DEFINITIONS. For purposes of this Article IX,

(a) "Agent" means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor association or corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

(c) "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article IX.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article IX, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 of this Article IX shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION. Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

**SECTION 4. ACTIONS BROUGHT BY OR ON BEHALF OF THE CORPORATION;
CLAIMS SETTLED OUT OF COURT.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent

shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

SECTION 5. CLAIMS AND SUITS AWARDED AGAINST AGENT. This Corporation shall indemnify any person who is, or was, a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action provided that (i) the determination of good faith conduct required by Section 6 of this Article IX is met, and (ii) upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred, in which case, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 6. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) **Required Standard of Conduct.** The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interests of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) **Manner of Determination of Good Faith Conduct.** The determination that the agent did act in a manner complying with Section 6(a), above, shall be made by either (i) the affirmative vote (or written consent) of a majority of the votes represented and voting at a duly held meeting of the Board of Directors at which a quorum of Directors who are not parties to the proceeding is present (which affirmative votes also constitute a majority of the required quorum); or (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application the agent, attorney or other person is opposed by this Corporation.

SECTION 7. LIMITATIONS. No indemnification or advance shall be made under this Article IX, except as provided in Sections 2 or 6(b)(ii), in any circumstance when it appears that either the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or that the indemnification would be inconsistent with any condition expressly imposed by a court in approving indemnification.

SECTION 8. ADVANCE OF EXPENSES. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by the person seeking indemnification in defending any proceeding referred to in this Section shall be advanced by the Corporation before final disposition of the proceeding upon receipt by the Corporation of an undertaking

by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 9. INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation, including a Director, officer or employee, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under law

ARTICLE X

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS. The accounting books, records and minutes of proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

SECTION 2. INSPECTION. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts of documents.

SECTION 3. ANNUAL REPORT. The annual report referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports as they consider appropriate. However, the Corporation shall provide to the Directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any other information required by law.

ARTICLE VI

ACCOUNTING YEAR

The accounting year of the Corporation shall be on a fiscal year basis, beginning on the 1st day of October and ending on the 30th day of September.

ARTICLE XII

AMENDMENTS

Subject only to the requirements of the California Nonprofit Corporation Law, these Bylaws may be altered, amended or repealed by action of the Board of Directors.

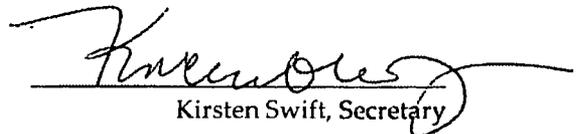
ARTICLE XIII

PRIVATE FOUNDATION RESTRICTIONS

The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject it to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

CERTIFICATE OF SECRETARY

I hereby certify that I am the presently elected and acting Secretary of the SWIFT FOUNDATION, a California Nonprofit Corporation, and the above Amended and Restated Bylaws, consisting of twelve (12) pages, including this page, are the Bylaws of this Corporation as adopted by resolution of the Board of Directors dated May 9, 2012.


Kirsten Swift, Secretary