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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE SWINERTON FOUNDATION		A Employer identification number 03-0490864
Number and street (or P O box number if mail is not delivered to street address) 260 TOWNSEND STREET, 5TH FL	Room/suite	B Telephone number (see instructions) (415) 984-1248
City or town, state, and ZIP code SAN FRANCISCO, CA 94107		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 814,853.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B	491,352.			
	2 Interest on savings and temporary cash investments	91.	91.		
	3 Dividends and interest from securities	11,390.	11,390.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	502,833.	11,481.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	2,750.			2,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	289.			85.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	121,240.			
	24 Total operating and administrative expenses. Add lines 13 through 23	124,279.			2,835.
	25 Contributions, gifts, grants paid	301,575.			301,575.
26 Total expenses and disbursements. Add lines 24 and 25	425,854.	0	0	304,410.	
27 Subtract line 26 from line 12	76,979.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		11,481.			
c Adjusted net income (if negative, enter -0-)					

Paperwork Reduction Act Notice, see instructions

JSA ** ATCH 2

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,410.	140,908.	140,908.
	2 Savings and temporary cash investments	270,598.	146,997.	146,997.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 4	336,321.	396,457.	396,457.
	c Investments - corporate bonds (attach schedule) ATCH 5	129,753.	130,491.	130,491.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	752,082.	814,853.	814,853.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	752,082.	814,853.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	752,082.	814,853.	
31 Total liabilities and net assets/fund balances (see instructions)	752,082.	814,853.		

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	752,082.
2 Enter amount from Part I, line 27a	2	76,979.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	829,061.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 6	5	14,208.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	814,853.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b					
c					
d					
e					

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

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	336,372.	837,796.	0.401496
2009	452,996.	722,543.	0.626947
2008	421,162.	855,011.	0.492581
2007	427,473.	670,690.	0.637363
2006	424,990.	400,220.	1.061891

2 Total of line 1, column (d)	2	3.220278
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.644056
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	851,254.
5 Multiply line 4 by line 3	5	548,255.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	115.
7 Add lines 5 and 6	7	548,370.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	304,410.

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

1 a 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)		1	230.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	230.
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	230.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
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		230.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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?		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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 2011 or the taxable year beginning in 2011 (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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.SWINERTON.COM/FOUNDATION/INDEX.HTML	13	X	
14	The books are in care of LINDA SCHOWALTER Telephone no 415-984-1248 Located at 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA ZIP + 4 94107			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, 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 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	

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 instructions)? <input type="checkbox"/> 1b		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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 2011 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 2011) 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 2011? 4b		X

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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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	534,244.
b	Average of monthly cash balances	1b	329,973.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	864,217.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	864,217.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	12,963.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	851,254.
6	Minimum investment return. Enter 5% of line 5	6	42,563.

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	42,563.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	230.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	230.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	42,333.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,333.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	42,333.

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	304,410.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	304,410.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	304,410.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				42,333.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	405,119.			
b From 2007	394,150.			
c From 2008	378,628.			
d From 2009	417,053.			
e From 2010	294,686.			
f Total of lines 3a through e	1,889,636.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 304,410.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				42,333.
e Remaining amount distributed out of corpus	262,077.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,151,713.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	405,119.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,746,594.			
10 Analysis of line 9				
a Excess from 2007	394,150.			
b Excess from 2008	378,628.			
c Excess from 2009	417,053.			
d Excess from 2010	294,686.			
e Excess from 2011	262,077.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a 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) 2011	(b) 2010	(c) 2009	(d) 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 instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				301,575.
Total			▶ 3a	301,575.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	91.	
4	Dividends and interest from securities			14	11,390.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				11,481.	
13	Total Add line 12, columns (b), (d), and (e)					11,481.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

THE SWINERTON FOUNDATION

Employer identification number

03-0490864

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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, total 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 total 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 Part I, 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).

Name of organization THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SWINERTON INCORPORATED 260 TOWNSEND STREET SAN FRANCISCO, CA 94107	\$ 60,600.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SWINERTON BUILDERS 260 TOWNSEND STREET SAN FRANCISCO, CA 94107	\$ 123,945.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	BOB PARRETT CONSTRUCTION INC 1226 WEST BARKLEY AVE ORANGE, CA 92868	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	CSI ELECTRICAL CONTRACTORS 10623 FULTON WELLS SANTA FE SPRINGS, CA 90670	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	DYNAELECTRIC 9505 CHESAPEAKE DR SAN DIEGO, CA 92123	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	MISC OTHER CONTRIBUTIONS <5K	\$ 229,803.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	ELLIS FAMILY CHARITABLE FOUNDATION 4284 ROUTE 130 WILLINGBORO TOWNSHIP, NJ 08046	\$ 6,104.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
8	HELIX ELECTRIC 7901 OAKPORT ST, #2400 OAKLAND, CA 94621	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
9	HMH 15 BUSINESS PARK WAY, #101 SACRAMENTO, CA 95828	\$ 12,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	KEENAN, HOPKINS, SUDAR & STOWELL CONTR. 2500 DEAN LESHER DR, STE B CONCORD, CA 94520	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
11	NEAL ELECTRIC CORP 10455 POMERADO RD SAN DIEGO, CA 92131	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
12	PACIFIC RIM MECHANICAL CONTRACTORS, INC. 7655 CONVOY CT SAN DIEGO, CA 92111	\$ 8,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	RAYMOND INTERIORS 2440 SPRIG CT CONCORD, CA 94520	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	ROSENDIN ELECTRIC, INC. 65 OAK GROVE ST SAN FRANCISCO, CA 94107	\$ 5,000.	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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Employer identification number

03-0490864

Part II

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

Employer identification number	03-0490864
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For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	2,750.			2,750.
TOTALS	2,750.			2,750.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
UNITED STATES TREASURY	204.	
FRANCHISE TAX BOARD	10.	10.
REGISTRY OF CHARITABLE TRUST	75.	75.
TOTALS	<u>289.</u>	<u>85.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES <u>PER BOOKS</u>
MISCELLANEOUS FUNDRAISING EXPS	121,240.
TOTALS	<u>121,240.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 4

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES TR RUSSELL MIDCAP	8,140.	21,456.	21,456.
ISHARES TR RUSSELL 1000 VALUE	109,306.	134,768.	134,768.
VANGUARD DEVELOPED MARKETS	24,245.	28,555.	28,555.
VANGUARD TOTAL STOCK MARKET	194,630.	211,678.	211,678.
TOTALS	<u>336,321.</u>	<u>396,457.</u>	<u>396,457.</u>

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD ST BD INDEX	129,753.	130,491.	130,491.
TOTALS	<u>129,753.</u>	<u>130,491.</u>	<u>130,491.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS

14,208.

TOTAL

14,208.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ERIC M. FOSTER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	PRESIDENT .38	0	0	0
GARY J. RAFFERTY 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
LINDA G. SCHOWALTER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	CHAIRMAN .38	0	0	0
DAVID M. HIGGINS, JR. 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
GAYLE M. COOPER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
CHARLES R. MOORE 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0

THE SWINERTON FOUNDATION

03-0490864

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

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PHYLLIS M. SMITH 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	TEASURER/SECRETARY .38	0	0	0
FRANK FOELLMER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
DAVID K. WHITE 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
GRAND TOTALS		0	0	0

Association	Contribution	Date	Address 1	Address 2	Address 3	Tax ID	Extension
Boys & Girls Clubs of San Francisco (1)	\$ 2 100.00	1/4/2011	55 Hawthorne St., Suite 600	San Francisco, CA 94105		94-1156608	509(a)(1)
Trust for Public Land (2)	\$ 10,000.00	1/4/2011	101 Montgomery St., Suite 1100	San Francisco, CA 94107		23-7222333	509(a)(1)
Arthritis Foundation - Hawaii Walk	\$ 1,000.00	1/4/2011	615 Piiko Street, Suite 1109	Honolulu, HI 96814		95-1885447	509(a)(1)
Univ. of AZ (Beavers Charitable Trusts)(3)	\$ 5,000.00	1/11/2011	ASU Found 699 S. Mill Ave., Rm 682	Tempe, AZ 85281-9309		86-6051042	509(a)(1)
Chabot Space & Science Ctr (Techbridge)	\$ 1,500.00	2/7/2011	10000 Skyline Blvd	Oakland, CA 94619		94-3146233	509(a)(3)##
Rebuilding Together, Seattle	\$ 5,000.00	2/7/2011	8111 Harrison Street	Seattle, WA 98109		91-1606330	509(a)(1)
Martin Luther King Jr. Memorial Found	\$ 500.00	2/7/2011	P.O. Box 69071	Washington, D.C. 20090		52-2145683	509(a)(1)
CA Community Connection Corporation	\$ 3,500.00	2/7/2011	P.O. Box 73336	Los Angeles, CA 90003		75-3071859	509(a)(2)
Mann Women's Hall of Fame	\$ 500.00	2/7/2011	P.O. Box 4142	San Rafael, CA 94913		68-0190023	509(a)(2)
American Cancer Society (Relay for Life)	\$ 500.00	2/7/2011	1710 Webster Street	Oakland, CA 94612		94-1170350	509(a)(1)
Great Aloha Run	\$ 3,000.00	2/7/2011	Carole Kai Charities 418 Kuwili St. #101	Honolulu, HI 96817		99-0314751	509(a)(1)
Habitat for Humanity	\$ 5,000.00	2/7/2011	2111 Bonita Avenue	LaVern, CA 91750		95-4315482	509(a)(1)
Jr. Achievement of San Diego	\$ 2,000.00	2/7/2011	4756 Mission Gorge Place	San Diego, CA 92120		97-1799192	509(a)(1)
Rebuilding Together, Denver	\$ 5,000.00	2/7/2011	2422 So. Trenton Way, Unit A	Denver, CO 80231		84-1514642	509(a)(1)
Wounded Warriors Project	\$ 5,000.00	1/11/2011	7020 AC Skinner Parkway	Jacksonville, FL 32256		20-2370934	509(a)(1)
Bridge Housing	\$ 1,000.00	2/7/2011	345 Spear Street, Suite 700	San Francisco, CA 94105		94-2827909	509(a)(1)
Red Clay Jazz Festival	\$ 1,000.00	3/16/2011	P.O. Box 503	Lihue, HI 96766-0503		23-7382451	509(a)(2)
Novato Youth Center	\$ 535.00	4/6/2011	680 Wilson Avenue	Novato, CA 94947		94-1735064	509(a)(1)
SPUR	\$ 10,000.00	4/6/2011	645 Mission Street	San Francisco, CA 94105		94-1498232	509(a)(1)
American Diabetes Association	\$ 2,000.00	4/6/2011	492 9th Street, Suite 300	Oakland, CA 94607		13-1623888	509(a)(1)
City of Hope - SF Regional Development Group	\$ 2,000.00	4/6/2011	55 Hawthorne Street	San Francisco, CA 94105		95-3435919	509(a)(1)
Leukemia Lymphoma Society - Susan Smith	\$ 400.00	5/11/2011	221 Main Street Suite 1650	San Francisco, CA 94105		13-5644916	509(a)(1)
Leukemia Lymphoma Society - Susan Smith	\$ 600.00	5/11/2011	221 Main Street Suite 1650	San Francisco, CA 94105		13-5644916	509(a)(1)
The Relay - Organs 'R' Us	\$ 500.00	4/6/2011	570 El Camino Real	Redwood City, CA 94063		94-3333306	509(a)(1)
Team Donate Life (TDL)	\$ 1,000.00	4/6/2011	102 Hesler Court	Folsom, CA 95630		20-1888171	509(a)(1)
Institute for Maximum Human Potential	\$ 3,000.00	4/6/2011	9624 So. Compion Avenue	Los Angeles, CA 90002		94-4439557	509(a)(2)
Helen Woodward Animal Center	\$ 500.00	4/6/2011	P.O. Box 64	Rancho Santa Fe, CA 92067		23-7228287	509(a)(1)
North Valley Caring Services	\$ 500.00	4/6/2011	15453 Rayen Street	North Hills, CA 91343		95-4444561	509(a)(2)
Leukemia Lymphoma Society	\$ 1,000.00	4/6/2011	1311 Mamaroneck Avenue Suite 310	White Plains, NY 10605		13-5644916	509(a)(1)
Community Service Programs	\$ 4,000.00	4/6/2011	1821 E. Dryer Road #200	Santa Ana, CA 92705		95-3167666	509(a)(1)
Friends of the Urban Forest	\$ 500.00	4/6/2011	1007 General Kennedy Avenue Suite 1	San Francisco, CA 94129-1405		94-2689528	509(a)(1)
Halleck Creek Ranch	\$ 2,500.00	4/6/2011	P.O. Box 159	Nicasio, CA 94946		94-2581062	509(a)(1)
Onihoff Recovery Programs	\$ 2,000.00	4/6/2011	601 Stener Street	San Francisco, CA 94117		94-1422466	509(a)(2)
Tradewomen Inc	\$ 2,000.00	4/6/2011	1433 Webster Street	Oakland, CA 94612		94-282-8867	509(a)(1)
Architectural Foundation of San Francisco	\$ 3,500.00	4/6/2011	160 Pine Street, Suite 505	San Francisco, CA 94111		94-3119670	509(a)(1)
Urban Solution	\$ 2,000.00	4/7/2011	1083 Mission Street, 2nd Floor	San Francisco, CA 94103		94-3158182	509(a)(1)
Rebuilding Together - Silicon Valley	\$ 5,000.00	4/7/2011	2827 Aiello Drive	San Jose, CA 95111		77-0289381	509(a)(1)
Hawaiian Humane Society	\$ 1,333.00	4/7/2011	2700 Waiialae Avenue	Honolulu, HI 96826		99-0073490	509(a)(2)
American Red Cross - Japan	\$ 7,725.00	4/28/2011	P.O. Box 3243	Washington, D.C. 20013		53-0196605	509(a)(1)
Mercy Corps - Japan	\$ 6,000.00	4/28/2011	45 SW Ankeny Street	Portland, OR 97204		91-1148123	509(a)(1)
Doctors Without Borders	\$ 5,915.00	4/28/2011	P.O. Box 5030	Hagerstown, MD 21741		13-3433452	509(a)(1)
Poudre Valley Health System Foundation	\$ 430.00	5/5/2011	1024 S. Lemay Avenue	Fort Collins, CO 80528		14-1894581	509(a)(1)
Greater L.A. African American Chamber of Commerce	\$ 1,451.20	5/11/2011	5100 W. Goldleaf Circle #203	Los Angeles, CA 90056		95-4655176+	509(a)(2)
InnerCity Struggle	\$ 1,000.00	6/8/2011	2811 Whittier Blvd	Los Angeles, CA 90023		27-2133211	509(a)(1)
Leukemia Lymphoma Society	\$ 1,500.00	6/8/2011	221 Main Street	San Francisco, CA 94106		94-3081666	509(a)(2)
Leukemia Lymphoma Society	\$ 2,500.00	6/8/2011	151 Third Street	San Francisco, CA 94103		94-1156300	509(a)(1)
SFMOA	\$ 1,500.00	6/8/2011	P.O. Box 6878	San Antonio, TX 78209		74-2856698	509(a)(1)
Susan G. Koman Race for the Cure - San Antonio	\$ 2,000.00	6/8/2011	308 Avenue E	San Antonio, TX 78205		75-5072012	509(a)(1)
The Scottish Rite Learning Center of South Texas	\$ 1,000.00	6/8/2011	8515 Arjona Drive, Suite A	San Diego, CA 92126		95-2151526	509(a)(1)
Big Brothers Big Sisters of San Diego County	\$ 3,500.00	6/8/2011	5638 Lake Murray Blvd	San Diego, CA 91942		56-2673331	509(a)(1)
Frances Kitchen Project	\$ 500.00	6/8/2011	1211 North Dutton Avenue, Suite A	Santa Rosa, CA 95401		94-2887949	509(a)(2)
Alzheimer's Association	\$ 5,000.00	6/8/2011	31255 Cedar Valley Drive, Suite 327	Westlake Village, CA 91362		95-6082886	509(a)(1)
Hugh O'Brian Youth Leadership Foundation	\$ 1,000.00	6/8/2011	237 Grapewood Street	Vallejo, CA 94591		34-1990575	509(a)(1)
MacCandDo Tenderloin Youth Track Club	\$ 1,500.00	6/8/2011	PO Box 830462	San Antonio, TX 78283		20-0817557	509(a)(2)
Morgan's Wonderland	\$ 500.00	6/3/2011	602 S. Tippecanoe Avenue	San Bernardino, CA 92408		33-0556414	509(a)(1)
San Bernardino National Forest Association	\$ 1,000.00	6/8/2011	3095 Beacon Blvd	West Sacramento, CA 95691		68-0463986	509(a)(1)
AGC of California Education Foundation	\$ 3,500.00	6/8/2011	8351 Umbina Avenue	Sacramento, CA 95828		68-0085804	509(a)(1)
Sacramento Habitat for Humanity	\$ 5,000.00	6/8/2011	288 7th Street	San Francisco, CA 94106		94-1750329	509(a)(1)
Mission Hing Hall	\$ 5,000.00	6/8/2011	6125 Imperial Avenue	San Diego, CA 92114		33-0397378	509(a)(2)
Black Contractors Association - Youth Build Program	\$ 2,500.00	6/8/2011	2103 MacArthur Blvd	Oakland, CA 94602		87-0693075	509(a)(1)
Iota Alpha Sigma	\$ 500.00	6/14/2011	1557 15th Avenue	San Francisco, CA 94122		84-2602967	509(a)(2)
Leap	\$ 2,500.00	6/28/2011	3480 Buskirk Avenue, Suite 340	Pleasant Hill, CA 94523		68-0363121	509(a)(1)
Special Olympics	\$ 750.00	3/28/2011	2229 Poplar Street	Oakland, CA 94607		86-0123340	509(a)(1)
Cypress Mandela Training Center	\$ 2,500.00	7/11/2011	3145 Geary Blvd. PMB 210	San Francisco, CA 94118		94-2489642	509(a)(2)
San Francisco Bach Choir	\$ 1,000.00	8/3/2011	201 Eddy Street	San Francisco, CA 94102		94-2761808	509(a)(2)
Tenderloin Neighborhood Development Corporation	\$ 500.00	8/3/2011	760 Mission Street 6th Floor	San Francisco, CA 94103		94-2387002	509(a)(1)
Wu Yee Children's Services	\$ 1,000.00	8/3/2011	P.O. Box 200230	San Antonio, TX 78220		74-1075466	509(a)(1)
The San Antonio Livestock Exposition, Inc	\$ 1,108.00	8/3/2011	363 Los Cerros Drive	Greenbrae, CA 94904		94-3240879	509(a)(1)
Packard Foundation for Children's Health	\$ 500.00	8/3/2011	8928 Volunteer Lane #240	Sacramento, CA 95826		68-0002878	509(a)(1)
Sierra Forever Families	\$ 5,000.00	8/3/2011	6505 Whisne Blvd. Suite 100	Los Angeles, CA 90048		20-1470992	509(a)(2)
Zimmer Children's Museum	\$ 1,000.00	8/3/2011	501 South Boyle Avenue	Los Angeles, CA 90033		95-4242175	509(a)(1)
PUENTE Learning Center	\$ 3,868.00	8/3/2011	2111 Champa Street	Denver, CO 80205		84-0951575	509(a)(1)
Colorado Coalition for the Homeless	\$ 2,580.00	8/3/2011	201 Van Ness Avenue	San Francisco, CA 94102		94-1156284	509(a)(1)
San Francisco Symphony	\$ 1,500.00	8/3/2011	1970 Broadway, Suite 100	Oakland, CA 94612		27-5165146	509(a)(1)
National Association of Minority Contractors	\$ 500.00	8/4/2011					

The American Heart Association	\$ 15,000.00	8/4/2011	1241 Howard Street	San Francisco, CA 94103	13-5613797	509(e)(1)
Asian Neighborhood Development	\$ 500.00	8/5/2011	601 Steiner Street	San Francisco CA 94117	23-7394580	509(e)(1)
Ohliff Recovery Programs	\$ 3,000.00	8/11/2011	601 Steiner Street	San Francisco CA 94117	94-1422466	509(e)(2)
San Francisco Housing Action Coalition	\$ 1,000.00	8/18/2011	95 Brady Street	San Francisco CA 94103	94-1676747	509(e)(2)
Play Vista Job Opportunities and Business Services	\$ 2,150.00	9/1/2011	4113 South Main Street	Los Angeles CA 90037	95-4708948	509(e)(1)
American Red Cross - U S Disasters	\$ 8,630.00	9/8/2011	P O Box 37243	Washington D C 20013	53-0196603	509(e)(1)
Child and Family Service	\$ 2,500.00	9/21/2011	200 N Vineyard Blvd Bldg B	Honolulu HI 96814	99-0073438	509(e)(1)
Larkin Street Youth Service	\$ 1,000.00	10/4/2011	701 Sutter Street Suite 2	San Francisco CA 94109	94-2917999	509(e)(1)
Susan G. Koman 3-day for the Cure	\$ 1,000.00	10/4/2011	7415 Paysphere Circle	Chicago IL 60674	23-7825575	509(e)(1)
San Francisco Deputy Sheriff's Foundation	\$ 1,000.00	10/4/2011	460 Brannan Street Suite 77650	San Francisco CA 94107	30-0287554	509(e)(2)
Gelly Owl Foundation	\$ 500.00	10/4/2011	5714 Folsom Blvd #193	Sacramento CA 95819	27-4762075	509(e)(1)
The Guardians	\$ 250.00	10/4/2011	One Bush Street Suite 600	San Francisco CA 94104	94-1196194	509(e)(1)
Juvenile Diabetes Research Foundation	\$ 250.00	10/4/2011	26 Broadway	New York NY 10004	23-1907729	509(e)(1)
Family Tree	\$ 1,500.00	12/6/2011	3805 Marshall St Suite 201	Wheat Ridge CO 80033	84-0730973	509(e)(1)
Myskal Youth Arts Organization	\$ 500.00	12/6/2011	110 W 6th Street #242	Long Beach CA 90802	20-2525348	509(e)(2)
San Antonio Livestock Exposition Calf Scramble	\$ 2,400.00	12/6/2011	12400 Highway 281 North Suite 200	San Antonio TX 78216	74-1075468	509(e)(2)
City Build (a division of Mission Hiring Hall)	\$ 500.00	12/12/2011	288 7th Street	San Francisco CA 94106	94-1750329	509(e)(1)
Mission Hiring Hall	\$ 500.00	12/12/2011	288 7th Street	San Francisco CA 94106	94-1750329	509(e)(1)
San Antonio Livestock Exposition BBQ Cook-off	\$ 1,500.00	12/12/2011	12400 Highway 281 North Suite 200	San Antonio TX 78216	74-1075468	509(e)(2)
Salvation Army San Diego Citadel	\$ 1,575.00	12/8/2011	4170 Babco Ave	San Diego CA 92117	94-1156347	509(e)(1)
Wangard Center Association	\$ 1,500.00	12/8/2011	556 So San Pedro St	Los Angeles CA 90013	95-6054617	509(e)(1)
Hawai Foodbank Inc	\$ 7,320.00	12/8/2011	2611 Kihau St	Honolulu HI 96819	99-0220699	509(e)(1)
Haven for Hope	\$ 3,035.00	12/8/2011	1 Haven for Hope Way	San Antonio TX 78207	20-8075412	509(e)(1)
San Francisco Food Bank	\$ 5,050.00	12/8/2011	900 Pennsylvania Ave	San Francisco CA 94107	94-3041517	509(e)(1)
Salvation Army	\$ 1,000.00	12/12/2011	1500 Valencia Street	San Francisco CA 94110	94-1156313	509(e)(1)
Coats for Colorado	\$ 1,500.00	12/12/2011	1701 S Broadway	Denver CO 80210	84-1352214	509(e)(1)
Redwood Empire Food Bank	\$ 750.00	12/16/2011	3720 Industrial Drive	Santa Rosa CA 95403	68-0721855	509(e)(1)
River City Food Bank	\$ 750.00	12/16/2011	1319 27th St	Sacramento CA 95816	91-1851398	509(e)(1)
Food Bank of Contra Costa and Solano County	\$ 1,620.00	12/21/2011	4010 Nelson Avenue	Concord CA 94520	94-2418054	509(e)(1)
Second Harvest Food Bank - Paid 2012	\$ -	1/3/2012	8014 Marine Way	Irvine CA 92618	95-3033494	509(e)(1)
Wengart Center Association - Paid 2012	\$ -	1/3/2012	156 So San Pedro St	Los Angeles CA 90013	95-6054617	509(e)(1)
Northwest Harvest - Paid 2012	\$ -	1/5/2012	711 Cherry Street	Seattle WA 98104	91-1090430	509(e)(1)
Cal Poly State University San Luis Obispo	\$ 3,500.00	10/4/2011	Construction Management Dept	San Luis Obispo, CA 93407	77-0209717	509(e)(1)
California State University at Chico	\$ 3,500.00	9/21/2011	Dept of Construction Management	Chico, CA 95929-0155	95-1230865	509(e)(1)
California State University at Fresno	\$ 3,500.00	9/21/2011	Dept of Engineering	Fresno, CA 93740	94-6003272	509(e)(1)
California State University at Long Beach	\$ 3,500.00	9/21/2011	Dept of Civil Engineering Management	Long Beach, CA 90804	95-6106694	509(e)(1)
California State University at Sacramento	\$ 3,500.00	10/4/2011	College of Engineering	Sacramento, CA 95819	20-0595531	509(e)(1)
Loyola Marymount University	\$ 3,500.00	9/21/2011	Frank R. Seaver College of Science/Engng	Los Angeles, CA 90045-2659	95-1643334	509(e)(1)
Stanford University	\$ 3,500.00	9/21/2011	Civil Engineering & Constr Mgmt Dept	Stanford CA 94305	94-1156365	509(e)(1)
Texas A & M	\$ 3,500.00	8/18/2011	422-A Langford	College Station, TX 77843-3137	74-1874733	509(e)(1)
University of California at Berkeley	\$ 3,500.00	9/21/2011	Civil & Environmental Engr Dept	2111 Bancroft Way	94-6002123	509(e)(1)
University of Washington	\$ 3,500.00	6/13/2011	Dept of Construction Management	Seattle, WA 98101-1116	94-3079432	509(e)(1)
University of Southern California	\$ 3,500.00	9/6/2011	School of Engineering	Los Angeles, CA 90089-2531	95-1642394	509(e)(1)
San Diego State University (Ramslated 2010)	\$ 3,500.00	10/6/2011	Campanile Foundation (SanDiegoSU)	San Diego CA 92182-8030	33-0868418	509(e)(1)
University of Hawaii	\$ 3,500.00	6/8/2011	Coll of Engineering Holmes Hall 240G	Honolulu, HI 96822	99-0085260	509(e)(1)
University of Texas San Antonio	\$ 3,500.00	8/5/2011	College of Business	San Antonio, TX 78249	74-1717115	509(e)(1)
Washington State University	\$ 3,500.00	6/13/2011	School of Architecture & Construction	P O Box 642220	91-1075542	509(e)(1)
Colorado State University	\$ 3,500.00	8/5/2011	Dept of Construction Management	Fort Collins, CO 80523-1584	99-0085260	509(e)(1)
	\$ 301,575.20					