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Form **990-PF**

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

OMB No 1545-0052

**2012**

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

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation  
**C G SWEBILIUS RES TR U/W**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state, and ZIP code  
**PROVIDENCE, RI 02901-1802**

**A Employer identification number**  
**06-6021035**

**B Telephone number (see instructions)**  
**888- 866-3275**

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 11,891,298.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule). Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	2 Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	399,325.	396,295.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	143,753.			
	b Gross sales price for all assets on line 6a	12,087,934.			
	7 Capital gain net income (from Part IV, line 2)		143,753.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	543,078.	540,048.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	154,012.	92,407.		61,605.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 8	2,000.	NONE	NONE	2,000.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 9	4,592.	2,755.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 10	6,291.	6,291.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 11	3,171.	27.		3,144.
	24 Total operating and administrative expenses. Add lines 13 through 23	170,066.	101,480.	NONE	66,749.
	25 Contributions, gifts, grants paid	470,000.			470,000.
26 Total expenses and disbursements Add lines 24 and 25	640,066.	101,480.	NONE	536,749.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-96,988.				
b Net investment income (if negative, enter -0-)		438,568.			
c Adjusted net income (if negative, enter -0-)					

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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 . . . . .	NONE		
	2	Savings and temporary cash investments . . . . .	253,560.	394,637.	394,637.
	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 ▶	NONE		
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations(attach schedule), . . . . .	NONE		
	b	Investments - corporate stock (attach schedule) . <b>STMT 12.</b>	9,544,207.	10,984,155.	11,496,661.
	c	Investments - corporate bonds (attach schedule), . . . . .	1,684,276.		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans . . . . .	NONE		
	13	Investments - other (attach schedule) . . . . . <b>STMT 13.</b>	NONE		
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ . . . . . )	NONE			
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	11,482,043.	11,378,792.	11,891,298.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	11,482,043.	11,378,792.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	11,482,043.	11,378,792.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	11,482,043.	11,378,792.		

**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	11,482,043.
2	Enter amount from Part I, line 27a . . . . .	2	-96,988.
3	Other increases not included in line 2 (itemize) ▶ <b>SALES ADJUSTMENT</b> . . . . .	3	1,190.
4	Add lines 1, 2, and 3 . . . . .	4	11,386,245.
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 14</b> . . . . .	5	7,453.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	11,378,792.



**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 12,087,934.		11,944,181.	143,753.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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))			
<b>a</b>			143,753.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> 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 }				<b>2</b>	143,753.	
<b>3</b> 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				<b>3</b>		

**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))
2011	514,183.	11,746,986.	0.043771
2010	567,822.	11,238,127.	0.050526
2009	571,288.	10,309,763.	0.055412
2008	518,484.	12,115,079.	0.042797
2007	697,898.	14,008,802.	0.049819
<b>2</b> Total of line 1, column (d)			0.242325
<b>3</b> 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			0.048465
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			11,689,462.
<b>5</b> Multiply line 4 by line 3			566,530.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			4,386.
<b>7</b> Add lines 5 and 6			570,916.
<b>8</b> 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.			536,749.

**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 type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	8,771.
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	8,771.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	8,771.
6	<b>Credits/Payments</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	16,994.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	16,994.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	8,223.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>8,223. Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>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.</i>		X
c Did the foundation file <b>Form 1120-POL</b> 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? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		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 <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CT</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		X

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? . . . . . 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly).
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2012 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 2012) 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 2012? 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)? (see instructions)  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

b 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
BANK OF AMERICA 777 MAIN STREET, HARTFORD, CT 06115	TRUSTEE 1	64,926.		- 0 -
STEPHEN HOTCHKISS 17401 EDGEWATER DRIVE, LAKEWOOD, OH 44107	TRUSTEE 1	44,543.		
JOHN F. BRENNAN III 107 W JEFFERSON ST, ROCKVILLE, MD 20850-4205	TRUSTEE 1	44,543.		

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



**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		NONE
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 NONE	
2	
3	
4	

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

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

Total. Add lines 1 through 3 . . . . .


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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	11,331,666.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	535,808.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,867,474.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,867,474.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	178,012.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,689,462.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	584,473.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	584,473.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	8,771.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	8,771.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	575,702.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	575,702.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	575,702.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	536,749.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	536,749.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	536,749.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				575,702.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			531,229.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	NONE			
<b>c</b> From 2009 . . . . .	NONE			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 536,749.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			531,229.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				5,520.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				570,182.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	NONE			



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 2012, enter the date of the ruling . . . . .

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail 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 <i>Paid during the year</i>  YALE SCHOOL OF MEDICINE	NONE	PC	SUPPORTS CANCER RESEARCH	470,000.
<b>Total</b> ..... ▶ <b>3a</b>				470,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				





FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,518.	1,518.
ADVANCED AUTO PTS INC COM	2.	2.
AGILENT TECHNOLOGIES INC	20.	20.
INVESCO INTL GROWTH FUND CL Y	3,694.	3,694.
ALBEMARLE CORPORATION	14.	14.
ALLERGAN INCORPORATED	97.	97.
ALTERA CORPORATION	16.	16.
AMERICAN ELECTRIC POWER CO	969.	969.
AMERICAN EXPRESS CO	474.	474.
AMERISOURCEBERGEN CORP COM	53.	53.
AMERIPRISE FINANCIAL INC	320.	320.
AMETEK INC - NEW	31.	31.
AMGEN INC COM	237.	237.
ANADARKO PETROLEUM CORP	59.	59.
AON CORP	62.	62.
APACHE CORPORATION	48.	48.
APPLE INC COM	392.	392.
ARTIO GLOBAL HIGH INCOME FUND CL I	8,652.	8,442.
AVALONBAY CMNTYS INC COM	229.	229.
BANKUNITED INC COM	88.	88.
BARD C R INCORPORATED	23.	23.
BEAM INC COM	24.	24.
BHP BILLITON LIMITED ADR	453.	453.
BOEING CO	429.	429.
BOFA MONEY MARKET RESERVES INSTITUTIONAL	529.	529.
BOFA MONEY MARKET RESERVES CAPITAL CLASS	167.	167.
BOFA CASH RESERVES CAPITAL CLASS	138.	138.
BOSTON PROPERTIES INC COM	425.	425.
CBS CORP CL B COM	46.	46.
CF INDS HLDGS INC COM	51.	51.
C H ROBINSON WORLDWIDE INC COM	71.	71.
CSX CORP	52.	52.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CVS CAREMARK CORP COM	496.	496.
CABOT OIL & GAS CORP CL A	5.	5.
CAPITAL ONE FINANCIAL CORPORATION	17.	17.
CELANESE CORP DEL SER A COM	41.	41.
CENTURYTEL INC	1,334.	1,334.
CHEVRONTEXACO CORP COM	1,336.	1,336.
CITIGROUP INC NEW COM	35.	35.
CITIGROUP INC GLOBAL SR NT	7,500.	7,500.
CLIFFS NAT RES INC COM	146.	146.
COCA-COLA ENTERPRISES INC NEW COM	36.	36.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	636.	636.
COMCAST CORP NEW CL A COM	305.	305.
CONOCOPHILLIPS COM	1,272.	1,272.
CONSOL ENERGY INC	17.	17.
CUMMINS ENGINE INC	69.	69.
DR HORTON	8.	8.
DEERE & COMPANY	252.	252.
DICKS SPORTING GOODS INC COM	192.	192.
DIGITAL RLTY TR INC REITS	118.	108.
DISNEY WALT CO	899.	899.
DISCOVER FINL SVCS COM	10.	10.
DISH NETWORK CORP COM CL A	128.	128.
EOG RESOURCES INC	397.	397.
EAGLE SM CAP GROWTH FUND CL I	110.	110.
EASTMAN CHEMICAL COMPANY	32.	32.
EATON CORPORATION	68.	68.
ENSCO PLC SPONSORED ADR	15.	15.
EXPEDITORS INTL WASH INC	24.	24.
EXXON MOBIL CORPORATION	1,017.	1,017.
FAMILY DLR STORES INC	35.	35.
FASTENAL CO COM	52.	52.
FEDEX CORP	36.	36.
FIFTH THIRD BANCORP COM	277.	277.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FIRST REP BK SAN FRANCISCO CA NEW COM	19.	19.
FOOT LOCKER INC COM	24.	24.
FORD MTR CO DEL COM	55.	55.
FRANKLIN RES INC COM	1,595.	1,595.
FREEMONT-MCMORAN COPPER & GOLD INC COM	524.	524.
GNC HLDGS INC COM	28.	28.
GAP INCORPORATED	7.	7.
GARDNER DENVER MACHINERY INC	2.	2.
GENERAL DYNAMICS CORP	296.	296.
GENERAL ELEC CO	1,477.	1,477.
GENTEX CORP	51.	51.
GOLDMAN SACHS GROUP INC	232.	232.
GOLDMAN SACHS GROUP INC SR NT 09/01/2012	7,671.	7,671.
GRAINGER W W INCORPORATED	53.	53.
HALLIBURTON CO	26.	26.
HARBOR INTERNATIONAL FUND INSTL CL	6,271.	6,271.
HEINZ H J CO	122.	122.
HERSHEY FOODS CORP	39.	39.
HESS CORP COM	54.	54.
HEWLETT PACKARD CO COM	144.	144.
HOLLYFRONTIER CORP COM	147.	147.
HOME PROPERTIES OF NY INC	121.	94.
HONEYWELL INTERNATIONAL INC	323.	323.
HUMANA INC	127.	127.
HUNT J B TRANSPORT SERVICES INC COM	33.	33.
IAC / INTERACTIVECORP PAR \$.001 COM	30.	30.
INTERNATIONAL BUSINESS MACHS	462.	462.
INTERNATIONAL BUSINESS MACHS DEB DTD 06-	4,323.	4,323.
INTERNATIONAL PAPER COMPANY	48.	48.
INTUIT INC	41.	41.
ISHARES MSCI EMERGING MKTS INDEX FUND	11,834.	11,834.
ISHARES TR COHEN & STEERS REALTY	2,641.	2,641.
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,867.	1,867.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES BARCLAYS 1-3 YR CR BD FUND	7,326.	7,326.
ITC HLDGS CORP COM	66.	66.
J P MORGAN CHASE & CO COM	1,314.	1,314.
JOHNSON & JOHNSON	1,309.	1,309.
JOHNSON CONTROLS INCORPORATED	79.	79.
JOY GLOBAL INC 00	40.	40.
KBR INC COM	14.	14.
KLA INSTRS CORP	119.	119.
KANSAS CITY SOUTHN INDS INC	34.	34.
KEYCORP NEW	251.	251.
KRAFT FOODS INC CL A COM	609.	609.
KROGER CO	15.	15.
LAS VEGAS SANDS CORP	5,866.	5,866.
ESTEE LAUDER COMPANIES CL A	617.	617.
LEAR CORP NEW COM	12.	12.
LIMITED BRANDS INC COM	459.	459.
LINEAR TECHNOLOGY CORP	47.	47.
LORILLARD INC COM	40.	40.
LOWES COMPANIES INCORPORATED	51.	51.
MACYS INC COM	309.	309.
MARATHON OIL CORP COM	232.	232.
MARSH & MCLENNAN COS INC	17.	17.
MCKESSON HBOC INC	492.	492.
MEAD JOHNSON NUTRITION CO COM	53.	53.
MERCK & CO INC NEW COM	1,421.	1,421.
METRO WEST T/R BD CL I	20,134.	20,134.
MICROSOFT CORPORATION	787.	787.
MICROCHIP TECHNOLOGY INC COM	58.	58.
MOODYS CORP COM	64.	64.
MORGAN STANLEY NT	5,581.	5,581.
NATIONAL GRID PLC SPONSORED ADR NEW	1,056.	1,056.
NATIONAL OILWELL VARCO INC COM	75.	75.
NESTLE S A SPONSORED ADR	414.	414.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
   
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NEXTERA ENERGY INC COM	539.	539.
NORDSTROM INCORPORATED	65.	65.
NOVO-NORDISK A S ADR	979.	979.
OCCIDENTAL PETROLEUM CORPORATION	1,097.	1,097.
OCEANEERING INTL INC COM	25.	25.
ORACLE SYS CORP	365.	365.
PG&E CORP COM	495.	495.
PIMCO TOTAL RETURN FUND INSTL	114,193.	114,193.
PIMCO HIGH YIELD FUND	28,682.	28,682.
PNC BK CORP	525.	525.
PPL CORPORATION	490.	490.
PACCAR INC COM	349.	349.
PALL CORPORATION	10.	10.
PEABODY ENERGY CORP COM	72.	72.
PEPSICO INCORPORATED	150.	150.
PERRIGO CO	1.	1.
PETSMART INCORPORATED	18.	18.
PFIZER INC	1,828.	1,828.
PHILIP MORRIS INTL INC COM	379.	379.
PHILLIPS 66 COM	253.	253.
PIMCO COMMODITY REALRETURN STRATEGY FUND	22,580.	22,580.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,215.	1,215.
PIONEER NATURAL RESOURCES CO	1.	1.
POLARIS INDUSTRIES INCORPORATED	57.	57.
PRECISION CASTPARTS CORPORATION	46.	46.
PRUDENTIAL FINL INC COM	443.	443.
PUBLIC SERVICE ENTERPRISE GROUP INC	88.	88.
PUBLIC STORAGE INC	235.	235.
QUALCOMM INC	832.	832.
RALPH LAUREN CORP CL A COM	7.	7.
REGAL BELOIT CORP	30.	30.
REGION FINL CORP NEW	61.	61.
REYNOLDS AMERICAN INC COM	604.	604.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RIDGEWORTH MID CAP VALUE EQUITY FUND CL	7,818.	7,818.
ROCK-TENN CO CL A COM	46.	46.
ROCKWELL INTL CORP	75.	75.
ROGERS COMMUNICATIONS INC CL B	79.	79.
ROSS STORES INC	8.	8.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	741.	741.
ROYAL GOLD INC COM	19.	19.
SM ENERGY CO COM	2.	2.
SCHLUMBERGER LIMITED	81.	81.
SEMPRA ENERGY	775.	775.
SHERWIN WILLIAMS COMPANY	41.	41.
SILVER WHEATON CORP COM	9.	9.
SIMON PPTY GROUP INC NEW COM	306.	306.
SIRIUS XM RADIO INC COM	48.	23.
SOLERA HLDGS INC COM	4.	4.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	73.	73.
STATE STREET CORP	155.	155.
TJX COMPANIES INCORPORATED NEW	247.	247.
TARGET CORP	331.	331.
TARGET CORP NT	15,416.	15,416.
THERMO ELECTRON CORP	69.	69.
TIDEWATER INC	10.	10.
TIME WARNER INC NEW COM	311.	311.
TRACTOR SUPPLY CO COM	10.	10.
TRAVELERS COS INC COM	770.	770.
US BANCORP DEL COM NEW	339.	339.
ULTA SALON COSMETICS & FRAGRANCE INC COM	37.	37.
UNILEVER N V-W/I (NET/USD) US9047847093	481.	481.
UNION PAC CORP COM	670.	670.
UNITED TECHNOLOGIES CORP	537.	537.
UNITEDHEALTH GROUP INC	490.	490.
V F CORPORATION	27.	27.
VANGUARD MSCI EAFE ETF FUND	1,802.	1,802.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD FTSE EMERGING MKTS ETF	24,557.	24,557.
VANGUARD REIT ETF	7,224.	4,971.
VERIZON COMMUNICATIONS	275.	275.
VICTORY SMALL CO OPPTY FUND CL I SHS	4,870.	4,870.
VISA INC CL A COM	442.	442.
VODAFONE GROUP PLC NEW SP ADR	1,769.	1,769.
WAL-MART STORES INCORPORATED	139.	139.
WAL-MART STORES INC GLOBAL NT	9,680.	9,680.
WELLS FARGO COMPANY	1,248.	1,248.
WELLS FARGO & CO NEW SUB NT	11,185.	11,185.
WESTERN UNION CO COM	15.	15.
WHOLE FOODS MKT INC COM	170.	170.
WORLD FUEL SVCS CORP 00	2.	2.
WYNN RESORTS LTD COM	198.	59.
YUM BRANDS INC COM	750.	750.
COVIDIEN PLC COM	356.	356.
ENSCO PLC CL A COM	19.	19.
HERBALIFE LTD COMMON STOCK	105.	105.
ACE LTD COM	602.	602.
GARMIN LTD COM	27.	27.
CORE LABORATORIES N V COM	3.	3.
LYONDELLBASELL INDUSTRIES NV CL A COM	1,171.	863.
AVAGO TECHNOLOGIES LTD COM	31.	31.
TOTAL	399,325.	396,295.

FORM 990PF, PART I - LEGAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	2,000.			2,000.
TOTALS	2,000.	NONE	NONE	2,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	4,592.	2,755.
TOTALS	4,592.	2,755.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	412.	412.
FOREIGN TAXES ON QUALIFIED FOR	3,790.	3,790.
FOREIGN TAXES ON NONQUALIFIED	2,089.	2,089.
TOTALS	6,291.	6,291.

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,308.		1,308.
OTHER CHARITABLE EXPENSES	1,836.		1,836.
OTHER INVESTMENT FEE	27.	27.	
TOTALS	3,171.	27.	3,144.

C G SWEBILIUS RES TR U/W

06-6021035

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION  
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SEE ATTACHED SCHEDULE

TOTALS



C G SWEBILIUS RES TR U/W

06-6021035

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

COST/  
FMV

C OR F

-----  
DESCRIPTION

SEE ATTACHED STATEMENTS

C

TOTALS





FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
INCOME ADJUSTMENT	7,233.
SECURITIES ADJUSTMENT	203.
ROUNDING	17.
	-----
TOTAL	7,453.
	=====



FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

## C G SWEBILIUS RES TR U/W

06-6021035  
 Balance Sheet  
 12/31/2012



Cusip	Asset	Units	Basis	Market Value
N63218106	NIELSEN HLDGS N V	90.000	2,641.93	2,753.10
N53745100	LYONDELLBASELL INDUSTRIES NV	399.000	17,136.68	22,778.91
N22717107	CORE LABORATORIES N V	28.000	2,898.90	3,060.68
H0023R105	ACE LTD	257.000	17,441.00	20,508.60
G72800108	PROTHENA CORP PLC	4.732	42.40	34.69
G60754101	MICHAEL KORS HLDGS LTD	1493.000	71,506.59	76,187.79
G4412G101	HERBALIFE LTD	100.000	5,142.52	3,294.00
G29183103	EATON CORP PLC	178.000	9,239.09	9,644.04
G27823106	DELPHI AUTOMOTIVE PLC	80.000	2,563.85	3,060.00
G2554F113	COVIDIEN PLC	281.000	15,221.77	16,224.94
988498101	YUM BRANDS INC	968.000	62,298.16	64,275.20
983134107	WYNN RESORTS LTD	35.000	3,602.39	3,937.15
966837106	WHOLE FOODS MKT INC	74.000	6,307.07	6,745.84
949746101	WELLS FARGO & CO	1431.000	42,520.19	48,911.58
942683103	WATSON PHARMACEUTICALS INC	60.000	3,922.49	5,160.00
92826C839	VISA INC	431.000	39,769.39	65,330.98
92646A815	VICTORY SMALL CO OPPTY FUND	8960.245	293,000.00	290,491.14
92532F100	VERTEX PHARMACEUTICALS INC	78.000	3,422.70	3,268.20
92345Y106	VERISK ANALYTICS INC	117.000	5,088.19	5,963.49
922908553	VANGUARD REIT	9064.000	595,504.80	596,411.20
922042858	VANGUARD MSCI EMERGING MKTS	25745.000	1,070,117.23	1,146,424.85
921943858	VANGUARD MSCI EAFE ETF	4885.000	165,015.30	172,098.55
918204108	V F CORP	25.000	4,043.83	3,774.25
917047102	URBAN OUTFITTERS INC	69.000	2,724.61	2,715.84
91324P102	UNITEDHEALTH GROUP INC	549.000	26,069.49	29,777.76
913017109	UNITED TECHNOLOGIES CORP	205.000	15,978.75	16,812.05
911363109	UNITED RENTALS INC	65.000	2,091.77	2,958.80
910047109	UNITED CONTL HLDGS INC	132.000	2,817.22	3,086.16
907818108	UNION PAC CORP	226.000	22,635.95	28,412.72
904784709	UNILEVER N V	387.000	12,544.57	14,822.10
90384S303	ULTA SALON COSMETICS &	73.000	5,235.73	7,172.98
903293405	U S G CORP	90.000	2,217.26	2,526.30
902973304	US BANCORP DEL	450.000	10,808.68	14,373.00
896945201	TRIPADVISOR INC	18.000	463.35	754.56

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Cusip	Asset	Units	Basis	Market Value
89417E109	TRAVELERS COS INC	426.000	21,702.57	30,595.32
889478103	TOLL BROTHERS INC	80.000	2,241.16	2,586.40
887317303	TIME WARNER INC	191.000	6,321.63	9,135.53
88632Q103	TIBCO SOFTWARE INC	149.000	3,694.74	3,275.02
883556102	THERMO FISHER SCIENTIFIC CORP	177.000	11,064.27	11,289.06
88076W103	TERADATA CORP	92.000	5,525.66	5,693.88
87612E106	TARGET CORP	293.000	15,243.43	17,336.81
872540109	TJX COS INC NEW	65.000	2,088.29	2,759.25
868157108	SUPERIOR ENERGY SVCS INC	125.000	3,074.14	2,590.00
867914103	SUNTRUST BKS INC	99.000	2,654.76	2,806.65
858912108	STERICYCLE INC	48.000	3,918.13	4,477.44
857477103	STATE STR CORP	292.000	12,354.82	13,726.92
85590A401	STARWOOD HOTELS & RESORTS	69.000	3,950.52	3,957.84
83088M102	SKYWORKS SOLUTIONS INC	107.000	2,508.69	2,172.10
82967N108	SIRIUS XM RADIO INC	960.000	2,273.59	2,774.40
82669G104	SIGNATURE BK NEW YORK N Y	48.000	2,708.58	3,424.32
824348106	SHERWIN WILLIAMS CO	55.000	7,360.43	8,460.10
816851109	SEMPRA ENERGY	316.000	16,738.52	22,417.04
806857108	SCHLUMBERGER LTD	185.000	12,991.28	12,820.24
79466L302	SALESFORCE COM INC	407.000	54,055.60	68,416.70
78388J106	SBA COMMUNICATIONS CORP	53.000	3,229.45	3,761.94
780287108	ROYAL GOLD INC	42.000	3,225.42	3,417.12
775109200	ROGERS COMMUNICATIONS INC	399.000	16,629.67	18,162.48
773903109	ROCKWELL AUTOMATION INC	38.000	2,804.90	3,191.62
772739207	ROCK-TENN CO	42.000	2,581.08	2,936.22
76628R615	RIDGEWORTH MID CAP VALUE EQUITY	48025.498	532,000.00	564,299.60
7591EP100	REGIONS FINL CORP	3227.000	20,084.28	23,008.51
75886F107	REGENERON PHARMACEUTICALS	14.000	1,837.07	2,394.98
758750103	REGAL BELOIT CORP	39.000	2,288.75	2,748.33
756577102	RED HAT INC	129.000	7,215.08	6,831.84
754907103	RAYONIER INC	117.000	5,273.34	6,064.11
750086100	RACKSPACE HOSTING INC	54.000	2,920.48	4,010.58
747525103	QUALCOMM INC	975.000	54,270.56	60,313.11
74460D109	PUBLIC STORAGE INC	107.000	15,538.03	15,510.72

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Cusip	Asset	Units	Basis	Market Value
741503403	PRICELINE COM INC	87.000	42,514.79	53,973.93
740189105	PRECISION CASTPARTS CORP	265.000	39,614.12	50,196.30
731068102	POLARIS INDS INC	26.000	1,474.55	2,187.90
729251108	PLUM CREEK TIMBER CO INC	123.000	4,909.56	5,457.51
722005667	PIMCO COMMODITY REALRETURN	100240.216	783,867.92	665,595.03
718546104	PHILLIPS 66	475.000	15,696.26	25,222.50
718172109	PHILIP MORRIS INTL INC	234.000	19,995.25	19,571.76
717081103	PFIZER INC	1905.000	39,332.40	47,776.07
716768106	PETSMART INC	57.000	3,968.56	3,895.38
714290103	PERRIGO CO	39.000	4,168.21	4,057.17
69840W108	PANERA BREAD CO	24.000	3,044.20	3,811.92
693718108	PACCAR INC	198.000	8,584.81	8,951.58
693475105	PNC FINL SVCS GROUP INC	335.000	19,053.63	19,533.85
693390841	PIMCO HIGH YIELD FD	74618.491	694,699.12	719,322.25
693390700	PIMCO TOTAL RETURN FUND	124989.813	1,381,137.44	1,404,885.50
68389X105	ORACLE CORP	619.000	19,282.19	20,625.08
683399109	ONYX PHARMACEUTICALS INC	74.000	3,881.33	5,589.22
678026105	OIL STS INTL INC	39.000	2,363.56	2,790.06
675232102	OCEANEERING INTL INC	53.000	2,586.44	2,850.87
674599105	OCCIDENTAL PETE CORP DEL	502.000	49,109.77	38,458.22
67103H107	O REILLY AUTOMOTIVE INC	41.000	3,269.58	3,666.22
670100205	NOVO-NORDISK A S	313.000	38,140.61	51,084.73
655664100	NORDSTROM INC	49.000	2,130.50	2,621.50
65339F101	NEXTERA ENERGY INC	328.000	21,271.48	22,694.32
641069406	NESTLE S A	191.000	12,157.15	12,436.39
63861C109	NATIONSTAR MTG HLDGS INC	23.000	695.05	712.54
637071101	NATIONAL OILWELL VARCO INC	338.000	23,351.58	23,102.30
636274300	NATIONAL GRID PLC	388.000	18,834.90	22,286.72
615369105	MOODYS CORP	93.000	3,698.66	4,679.76
609207105	MONDELEZ INTL INC	613.000	14,188.13	15,602.81
595017104	MICROCHIP TECHNOLOGY INC	95.000	3,241.31	3,096.05
594918104	MICROSOFT CORP	706.000	17,371.44	18,857.05
592905509	METRO WEST T/R BD CL I	86145.520	951,908.00	938,124.71
58933Y105	MERCK & CO INC	1045.000	38,964.41	42,782.30

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Cusip	Asset	Units	Basis	Market Value
58501N101	MEDIVATION INC	21.000	972.31	1,074.36
582839106	MEAD JOHNSON NUTRITION CO	59.000	4,262.45	3,887.51
571748102	MARSH & MCLENNAN COS INC	91.000	2,989.55	3,136.77
55616P104	MACYS INC	556.000	18,838.12	21,695.12
550021109	LULULEMON ATHLETICA INC	755.000	34,900.69	57,553.65
548661107	LOWES COS INC	318.000	8,854.52	11,295.36
544147101	LORILLARD INC	11.000	1,512.05	1,283.37
53578A108	LINKEDIN CORP	670.000	74,092.46	76,929.40
532716107	LIMITED BRANDS INC	99.000	4,902.64	4,658.94
518439104	LAUDER ESTEE COS INC	857.000	40,855.65	51,300.02
517834107	LAS VEGAS SANDS CORP	1650.000	68,678.64	76,164.00
50540R409	LABORATORY CORP AMER HLDGS	26.000	2,315.78	2,252.12
501889208	LKQ CORP	153.000	3,117.34	3,228.30
50076Q106	KRAFT FOODS GROUP INC	204.000	7,656.59	9,275.88
493267108	KEYCORP NEW	1391.000	11,169.73	11,712.22
485170302	KANSAS CITY SOUTHERN	55.000	3,461.28	4,591.40
482480100	KLA-TENCOR CORP	125.000	5,664.04	5,970.00
48242W106	KBR INC	106.000	3,790.44	3,171.52
481165108	JOY GLOBAL INC	59.000	3,302.12	3,763.02
478160104	JOHNSON & JOHNSON	456.000	29,992.80	31,965.60
46625H100	J P MORGAN CHASE & CO	1128.000	43,659.19	49,597.14
465685105	ITC HLDGS CORP	58.000	4,173.47	4,460.78
464288646	ISHARES	4082.000	428,037.91	430,569.36
461202103	INTUIT	80.000	4,409.17	4,758.03
460146103	INTERNATIONAL PAPER CO	86.000	2,690.43	3,426.24
459200101	INTERNATIONAL BUSINESS MACHS	130.000	21,348.60	24,901.50
45865V100	INTERCONTINENTAL EXCHANGE INC	21.000	2,724.95	2,600.01
452327109	ILLUMINA INC	82.000	3,869.29	4,558.38
451734107	IHS INC	36.000	3,174.85	3,456.00
445658107	HUNT J B TRANS SVCS INC	25.000	955.07	1,492.75
438516106	HONEYWELL INTL INC	266.000	15,181.93	16,883.02
437306103	HOME PPTYS INC	72.000	4,260.73	4,414.32
427866108	HERSHEY CO	55.000	3,931.39	3,972.10
423074103	HEINZ H J CO	48.000	2,614.50	2,768.64

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Cusip	Asset	Units	Basis	Market Value
411511306	HARBOR INTERNATIONAL FUND	4459.863	278,713.17	277,046.69
40425J101	HMS HLDGS CORP	145.000	3,775.10	3,758.40
384802104	GRAINGER W W INC	20.000	3,928.85	4,047.40
38259P508	GOOGLE INC	113.000	65,275.88	79,933.94
38141G104	GOLDMAN SACHS GROUP INC	152.000	20,552.20	19,389.12
375558103	GILEAD SCIENCES INC	902.000	55,710.37	66,251.90
369604103	GENERAL ELEC CO	1967.000	35,509.38	41,287.33
364760108	GAP INC DEL	122.000	4,476.06	3,786.88
36191G107	GNC HLDGS INC	99.000	3,502.88	3,294.72
35671D857	FREEMONT-MCMORAN COPPER &	566.000	26,032.56	19,357.20
354613101	FRANKLIN RES INC	362.000	40,791.67	45,503.40
34964C106	FORTUNE BRANDS HOME & SEC INC	97.000	2,838.36	2,834.34
34959E109	FORTINET INC	212.000	4,430.46	4,456.24
344849104	FOOT LOCKER INC	87.000	2,689.96	2,794.44
33616C100	FIRST REP BK SAN FRANCISCO	97.000	3,274.14	3,179.66
316773100	FIFTH THIRD BANCORP	756.000	9,328.59	11,491.20
315616102	F5 NETWORKS INC	82.000	9,456.62	7,966.30
311900104	FASTENAL CO	255.000	11,600.49	11,895.75
307000109	FAMILY DLR STORES INC	48.000	3,094.74	3,043.68
30303M102	FACEBOOK INC	1849.000	41,921.56	49,219.83
30249U101	FMC TECHNOLOGIES INC	1216.000	51,119.79	52,081.28
30231G102	EXXON MOBIL CORP	541.000	44,497.07	46,823.55
30219G108	EXPRESS SCRIPTS HLDG CO	40.000	1,981.32	2,160.00
29444U502	EQUINIX INC	16.000	2,583.12	3,299.20
284131208	ELAN PLC	194.000	2,189.28	1,980.74
28176E108	EDWARDS LIFESCIENCES CORP	670.000	64,040.97	60,413.90
281020107	EDISON INTL	174.000	8,153.66	7,863.06
277432100	EASTMAN CHEM CO	33.000	1,583.60	2,245.65
269858304	EAGLE SM CAP GROWTH FUND	6954.103	300,000.00	304,311.55
26875P101	EOG RES INC	666.000	67,125.10	80,446.14
268648102	EMC CORP	2693.000	71,025.70	68,132.90
256746108	DOLLAR TREE INC	147.000	6,775.76	5,962.32
25470M109	DISH NETWORK CORP	128.000	3,266.68	4,659.20
25470F104	DISCOVERY COMMUNICATIONS INC	90.000	4,082.19	5,713.20

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Cusip	Asset	Units	Basis	Market Value
254687106	DISNEY WALT CO	714.000	26,942.87	35,550.06
253868103	DIGITAL RLTY TR INC	112.000	7,315.10	7,603.68
253393102	DICKS SPORTING GOODS INC	79.000	3,926.06	3,593.71
251566105	DEUTSCHE TELEKOM AG	752.000	8,101.67	8,521.66
247916208	DENBURY RES INC	191.000	3,043.99	3,094.20
244199105	DEERE & CO	146.000	11,284.34	12,617.32
231021106	CUMMINS INC	42.000	3,731.59	4,550.70
228368106	CROWN HLDGS INC	75.000	2,649.08	2,760.75
228227104	CROWN CASTLE INTL CORP	121.000	6,231.48	8,731.36
212015101	CONTINENTAL RES INC	45.000	2,865.53	3,307.05
20825C104	CONOCOPHILLIPS	667.000	35,798.62	38,679.33
206708109	CONCUR TECHNOLOGIES INC	22.000	1,435.80	1,485.44
20605P101	CONCHO RES INC	82.000	7,075.61	6,605.92
20030N101	COMCAST CORP	639.000	16,726.90	23,873.04
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	704.000	48,459.83	52,013.14
18683K101	CLIFFS NAT RES INC	59.000	2,532.87	2,275.63
184496107	CLEAN HBRS INC	66.000	3,522.67	3,630.66
177376100	CITRIX SYS INC	84.000	6,236.31	5,512.08
172967424	CITIGROUP INC	1014.000	32,198.07	40,113.84
169656105	CHIPOTLE MEXICAN GRILL INC	10.000	2,945.64	2,974.60
166764100	CHEVRON CORP	440.000	45,166.10	47,581.60
16117M305	CHARTER COMMUNICATIONS INC DEL	45.000	3,160.79	3,430.80
156782104	CERNER CORP	40.000	2,451.38	3,100.40
156700106	CENTURYLINK INC	333.000	12,618.98	13,026.96
151020104	CELGENE CORP	965.000	59,518.15	75,723.55
150870103	CELANESE CORP DEL	35.000	1,569.69	1,558.55
148887102	CATAMARAN CORP	100.000	4,805.33	4,710.00
14040H105	CAPITAL ONE FINL CORP	341.000	20,408.95	19,754.13
13342B105	CAMERON INTL CORP	79.000	3,716.10	4,460.34
127097103	CABOT OIL & GAS CORP	90.000	3,187.93	4,476.60
126804301	CABELAS INC	18.000	806.30	751.50
126650100	CVS CAREMARK CORP	785.000	29,832.92	37,954.75
126408103	CSX CORP	166.000	3,640.38	3,275.18
12541W209	C H ROBINSON WORLDWIDE INC	54.000	3,266.37	3,413.88

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Cusip	Asset	Units	Basis	Market Value
125269100	CF INDS HLDGS INC	30.000	4,836.29	6,094.80
112463104	BROOKDALE SENIOR LIVING INC	128.000	2,362.49	3,240.96
101121101	BOSTON PROPERTIES INC	165.000	16,302.48	17,458.65
099724106	BORG WARNER INC	50.000	3,187.41	3,581.00
097023105	BOEING CO	225.000	16,392.10	16,956.00
09062X103	BIOGEN IDEC INC	430.000	41,468.29	62,939.10
075896100	BED BATH & BEYOND INC	114.000	6,491.12	6,373.74
073730103	BEAM INC	70.000	4,092.65	4,276.30
067383109	BARD C R INC	23.000	2,012.41	2,248.02
06652K103	BANKUNITED INC	116.000	3,024.23	2,835.04
056752108	BAIDU INC	682.000	83,638.92	68,397.78
053484101	AVALONBAY CMNTYS INC	137.000	17,679.36	18,575.83
053332102	AUTOZONE INC	10.000	3,444.81	3,544.30
052769106	AUTODESK INC	97.000	3,119.26	3,428.95
037833100	APPLE INC	74.000	24,409.77	39,380.79
03662Q105	ANSYS INC	65.000	4,600.10	4,377.10
032511107	ANADARKO PETE CORP	197.000	14,820.56	14,639.07
032095101	AMPHENOL CORP NEW	55.000	3,366.88	3,558.50
031100100	AMETEK INC NEW	143.000	4,050.42	5,372.51
03076C106	AMERIPRISE FINL INC	224.000	12,245.04	14,029.12
03073E105	AMERISOURCEBERGEN CORP	125.000	4,901.99	5,397.50
025816109	AMERICAN EXPRESS CO	352.000	16,473.30	20,232.96
025537101	AMERICAN ELEC PWR INC	514.000	19,499.92	21,937.52
023135106	AMAZON COM INC	291.000	54,522.34	73,003.17
021441100	ALTERA CORP	88.000	3,259.99	3,026.32
018581108	ALLIANCE DATA SYS CORP	32.000	2,838.91	4,632.32
018490102	ALLERGAN INC	512.000	41,238.23	46,965.76
016255101	ALIGN TECHNOLOGY INC	84.000	2,246.87	2,331.00
015351109	ALEXION PHARMACEUTICALS INC	652.000	39,118.89	61,118.48
012653101	ALBEMARLE CORP	44.000	2,741.62	2,733.28
008882532	INVESCO INTL GROWTH FUND	9357.655	245,906.77	270,249.08
00846U101	AGILENT TECHNOLOGIES INC	29.000	928.45	1,187.26
008252108	AFFILIATED MANAGERS GROUP	44.000	4,651.87	5,726.60
00206R102	AT&T INC	420.000	11,976.60	14,158.20

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
001055102	AFLAC INC	281.000	14,533.32	14,926.72
	Cash/Cash Equivalent	394637.210	394,637.21	394,637.21
		Totals:	11,378,791.91	11,891,298.43