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# INTERNAL REVENUE SERVICE

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**

Open to Public Inspection

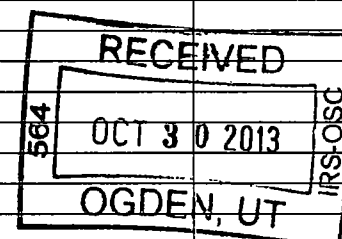
Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>EDWARD F. SWINNEY TRUST FOR EMPLOYEES</b>		A Employer identification number <b>44-6009267</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>800- 357-7094</b>
<b>BANK OF AMERICA, N.A. P.O. BOX 831041</b>		
City or town, state, and ZIP code <b>DALLAS, TX 75283-1041</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,624,312.</b>		

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)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,124.	42,350.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,148.			
	b Gross sales price for all assets on line 6a <b>650,829.</b>				
	7 Capital gain net income (from Part IV, line 2)		25,148.		
	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	68,272.	67,498.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	18,587.	11,152.		7,435.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	1,260.	NONE	NONE	1,260.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	4,888.	256.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	24,735.	11,408.	NONE	8,695.
	25 Contributions, gifts, grants paid	95,666.			95,666.
	26 Total expenses and disbursements Add lines 24 and 25	120,401.	11,408.	NONE	104,361.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-52,129.			
	b Net investment income (if negative, enter -0-)		56,090.		
	c Adjusted net income (if negative, enter -0-)				



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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			
	2 Savings and temporary cash investments . . . . .	60,585.	87,973.	87,973.
	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) . . . . .	587,687.	617,157.	767,905.
	c Investments - corporate bonds (attach schedule) . . . . .			
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	870,519.	761,708.	768,434.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,518,791.	1,466,838.	1,624,312.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ )			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	<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. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	1,518,791.	1,466,838.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	1,518,791.	1,466,838.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,518,791.	1,466,838.		

**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	1,518,791.
2 Enter amount from Part I, line 27a . . . . .	2	-52,129.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 . . . . .	3	1,227.
4 Add lines 1, 2, and 3 . . . . .	4	1,467,889.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8 . . . . .	5	1,051.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,466,838.

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 650,829.		625,681.	25,148.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			25,148.		
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	25,148.	
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.

(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	64,403.	1,618,197.	0.039799
2010	39,091.	1,510,316.	0.025883
2009	47,292.	1,324,076.	0.035717
2008	199,615.	1,558,402.	0.128090
2007	70,077.	1,941,502.	0.036094
2 Total of line 1, column (d)			2 0.265583
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 0.053117
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,635,312.
5 Multiply line 4 by line 3			5 86,863.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 561.
7 Add lines 5 and 6			7 87,424.
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.			8 104,361.

**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)		1	561.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	561.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	561.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a 2,912.		
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	2,912.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	2,351.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 564. Refunded <input type="checkbox"/> . . . . .		11	1,787.

**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)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MO		
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 2012 or the taxable year beginning in 2012 (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?	13	X	
Website address <b>NONE</b>				
14	The books are in care of <b>BANK OF AMERICA, N.A.</b> Telephone no. <b>(816) 292-4300</b>			
Located at <b>1200 MAIN ST, 14TH FL, KANSAS CITY, MO</b> ZIP+4 <b>64105-2100</b>				
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
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.

	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 checked="" type="checkbox"/> Yes	<input 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)?	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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

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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 ☒ 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 ☐ **5b** ☒

**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

STMT. 9 ☒ 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 **6b** ☒

**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 **7b** ☒

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. P.O. BOX 219119, KANSAS CITY, MO 64121-9119	TRUSTEE 1	18,587.	-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		NONE	NONE	NONE

**Total number of other employees paid over \$50,000** ☐ **NONE**

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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		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 NONE	
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.)

<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>	1,564,442.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	95,773.
<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>	1,660,215.
<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>	1,660,215.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	24,903.
<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>	1,635,312.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	81,766.

**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>	81,766.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	561.
<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>	561.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	81,205.
<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>	81,205.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	81,205.

**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>	104,361.
<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>	104,361.
<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>	561.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	103,800.

**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 . . . . .				81,205.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			68,062.	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		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: ► \$ <u>104,361.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			68,062.	
<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 . . . . .				36,299.
<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			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 . . . . .				44,906.
<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	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> 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 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
<b>a Paid during the year</b>				
EDWARD F. SWINNEY FOUNDATION C/O BANK OF AMER P.O. BOX 219119 KANSAS CITY MO 64121-9119	N/A	FOUNDATION	FOR NEEDY EMPLOYEES & 501(C)(3) ORGANIZATIONS	95,666.
<b>Total</b> . . . . .			<b>3a</b>	95,666.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b> . . . . .			<b>3b</b>	



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**


		Yes	No
<b>1</b>	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

[illegible]

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	10-16-13 Date	TRUSTEE Title
	BANK OF AMERICA, N.A.		

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	513.	513.
ABBOTT LABORATORIES COM	206.	206.
ALLERGAN INC COM	10.	10.
ALTRIA GROUP INC	215.	215.
AMERICAN ELECTRIC POWER CO INC COM	110.	110.
AMERICAN EXPRESS CO COM	63.	63.
AMERICAN TOWER CORP COM	45.	45.
AMGEN INC COM	70.	70.
APPLE INC COM	284.	284.
AUTOMATIC DATA PROCESSING INC COM	114.	114.
BHP LTD SPONSORED ADR	72.	72.
BLACKROCK INC	101.	101.
BOEING CO COM	73.	73.
BOFA CASH RESERVES TRUST CLASS	20.	20.
BRISTOL MYERS SQUIBB CO COM	607.	607.
CME GROUP INC COM	198.	198.
CMS ENERGY CORP COM	54.	54.
CHEVRONTXACO CORP COM	366.	366.
CHUBB CORP COM	90.	90.
COACH INC	83.	83.
COLUMBIA ACORN FUND CLASS Z SHARES	332.	332.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	934.	934.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	1,453.	1,453.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	82.	82.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	71.	71.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	458.	458.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	100.	100.
CUMMINS ENGINE CO INC COM	92.	92.
DANAHER CORP COM	15.	15.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	158.	158.
DICKS SPORTING GOODS INC COM	214.	214.
DIGITAL RLTY TR INC REITS	118.	108.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DOMINION RESOURCES INC	51.	51.
DOVER CORP	115.	115.
DOW CHEM CO	85.	85.
DU PONT E I DE NEMOURS & CO COM	149.	149.
EATON CORP COMMON	47.	47.
EMERSON ELECTRIC CO COM	78.	78.
EXXON MOBIL CORPORATION	271.	271.
GNC HLDGS INC COM	19.	19.
GALLAGHER ARTHUR J & CO COM	117.	117.
GLAXO WELLCOME PLC SPON ADR	212.	212.
GRAINGER W W INC COM	103.	103.
HALLIBURTON CO COM	86.	86.
HEINZ H J CO	216.	216.
HOME DEPOT INC	410.	410.
HONEYWELL INTERNATIONAL INC	125.	125.
INTEL CORP COM	294.	294.
INTERNATIONAL BUSINESS MACHINES CORP COM	182.	182.
ISHARES RUSSELL 2000 VALUE INDEX FUND	604.	604.
J P MORGAN CHASE & CO COM	183.	183.
JOHNSON & JOHNSON COM	191.	191.
KIMBERLY CLARK CORP	175.	175.
KINDER MORGAN INC DEL COM	435.	435.
LAUDER ESTEE COS INC CL A	48.	48.
LIMITED BRANDS INC COM	610.	610.
MACYS INC COM	16.	16.
MC DONALDS CORP COM	487.	487.
MEAD JOHNSON NUTRITION CO COM	154.	154.
MERCK & CO INC NEW COM	292.	292.
MEREDITH CORP	81.	81.
METLIFE INC	31.	31.
MICROSOFT CORP	257.	257.
MONSANTO CO NEW COM	206.	206.
NATIONAL OILWELL VARCO INC COM	80.	80.



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	105.	105.
NEXTERA ENERGY INC COM	89.	89.
NIKE INC COM CL B	244.	244.
NORDSTROM INC COM	44.	44.
NORFOLK SOUTHERN	58.	58.
NUCOR CORP	76.	76.
NUVEEN REAL ESTATE SECS FUND CL Y	1,676.	1,676.
OCCIDENTAL PETROLEUM CORP COM	375.	375.
PG&E CORP COM	17.	17.
PIMCO TOTAL RETURN FUND INSTL	15,500.	15,500.
P N C BANK CORP COM	111.	111.
PPG INDUSTRIES INC COM	31.	31.
PARKER HANNIFIN CORP COM	42.	42.
PENN WEST PETE LTD NEW COM	93.	93.
PERRIGO CO COM	4.	4.
PFIZER INC COM	333.	333.
PHILIP MORRIS INTL INC COM	445.	445.
PIMCO COMMODITY REALRETURN STRATEGY FUND	1,906.	1,906.
PRAXAIR INC COM	153.	153.
PRECISION CASTPARTS CORP COM	9.	9.
PRICE T ROWE GROUP INC COM	101.	101.
PROCTER & GAMBLE CO COM	155.	155.
PUBLIC SERVICE ENTERPRISE GROUP INC COM	66.	66.
PUBLIC STORAGE INC COM (REIT)	70.	70.
QUALCOMM INC	175.	175.
RPM INTL INC COM	109.	109.
RAYTHEON CO COM NEW	129.	129.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	562.	562.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	410.	410.
SEMPRA ENERGY	141.	141.
SHERWIN WILLIAMS CO COM	59.	59.
STARBUCKS CORP COM	160.	160.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	336.	336.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
TJX COMPANIES INC NEW COM	256.	256.
TARGET CORP	22.	22.
TEXAS INSTRUMENTS INC COM	60.	60.
TIFFANY & CO NEW COM	64.	64.
TIME WARNER INC NEW COM	214.	214.
US BANCORP DEL COM NEW	403.	403.
UNION PACIFIC CORP COM	247.	247.
UNITED TECHNOLOGIES CORP COM	98.	98.
V F CORP COM	9.	9.
VANGUARD MSCI EAFE ETF FUND	471.	471.
VERIZON COMMUNICATIONS	493.	493.
VISA INC CL A COM	111.	111.
WAL MART STORES INC COM	108.	108.
WASTE MANAGEMENT INC	87.	87.
WELLS FARGO COMPANY	501.	501.
WELLS FARGO & CO NEW PFD DEP SHS SER J	218.	218.
WESTAR ENERGY INC COM	27.	27.
WISCONSIN ENERGY CORP COM	42.	42.
WYNN RESORTS LTD COM	907.	317.
YUM BRANDS INC COM	172.	172.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	50.	50.
ACCENTURE PLC CL A COM	346.	346.
ACE LTD COM	11.	11.
TRANSOCEAN LTD COM	31.	31.
LYONDELLBASELL INDUSTRIES NV CL A COM	661.	487.
	-----	-----
TOTAL	43,124.	42,350.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,260.			1,260.
TOTALS	1,260.	NONE	NONE	1,260.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	75.	75.
EXCISE TAX - PRIOR YEAR	2,448.	
EXCISE TAX ESTIMATES	1,456.	
EXCISE TAX ESTIMATES	728.	
FOREIGN TAXES ON QUALIFIED FOR	99.	99.
FOREIGN TAXES ON NONQUALIFIED	82.	82.
	-----	-----
TOTALS	4,888.	256.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2011	1,018.
YEAR END SALES ADJUSTMENT - 2012	187.
FOREIGN TAX RECLAIM ADJUSTMENT	22.
	-----
TOTAL	1,227.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2012	1,013.
NET ROUNDING	9.
NET FACTORING ADJUSTMENT	29.
	-----
TOTAL	1,051.
	=====

EDWARD F. SWINNEY TRUST FOR EMPLOYEES

44-6009267

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

=====

NAME:

EDWARD F. SWINNEY FOUNDATION

GRANT AMOUNT .....

95,666.

GRANT PURPOSE:

SEE ATTACHMENTS

STATEMENT 9

## FEDERAL FOOTNOTES

=====

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 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.



**Statement Attached to Form 990-PF, Return of Private Foundation  
Substantiation of Exercise of Expenditure Responsibility  
Form 990-PF, Part VII-B, Line 5c**

**Name of Foundation:** Edward F Swinney Trust for Employees  
**EIN:** 44-6009267  
**Tax Year:** 12/31/2012

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
Edward F. Swinney Foundation P.O. Box 219119 Kansas City, MO 64121-9119	03/15/12	\$ 16,550	Charitable	\$ 88,700	No	10/15/13	Not Required
	06/15/12	\$ 1,800					
	09/14/12	\$ 4,552					
	12/03/12	\$ 45,159					
	12/14/12	\$ 27,604					

## EDWARD F. SWINNEY TRUST FOR EMPLOYEES

44-6009267

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
002824100	ABBOTT LABS	85 000	3,908.92	5,567.50
G1151C101	ACCENTURE PLC	136 000	7,141 65	9,044 00
H0023R105	ACE LTD	36.000	2,793 03	2,872 80
02209S103	ALTRIA GROUP INC	119 000	1,951.49	3,741 36
023135106	AMAZON COM INC	10 000	1,776 68	2,508.70
025537101	AMERICAN ELEC PWR INC	58 000	1,795.38	2,475 44
025816109	AMERICAN EXPRESS CO	79.000	3,031 07	4,540.92
026874784	AMERICAN INTL GROUP INC	71.000	2,464 99	2,506 30
03027X100	AMERICAN TOWER CORP	127.000	9,249.53	9,813 29
031162100	AMGEN INC	59 000	3,825 33	5,085.80
037833100	APPLE INC	30 000	6,334.05	15,965 19
00206R102	AT&T INC	268 000	6,815 10	9,034 28
053015103	AUTOMATIC DATA PROCESSING INC	70 000	2,496.26	3,985.10
053332102	AUTOZONE INC	25 000	9,005 04	8,860.75
088606108	BHP BILLITON LTD	31.000	2,147 53	2,431 02
09062X103	BIOGEN IDEC INC	104 000	10,975 03	15,222.48
09247X101	BLACKROCK INC	16 000	2,509.84	3,307.36
097023105	BOEING CO	63.000	4,330 60	4,747 68
110122108	BRISTOL MYERS SQUIBB CO	468.000	14,715.70	15,252 12
124857202	CBS CORP	372 000	13,466.88	14,154 60
166764100	CHEVRON CORP	102.000	8,291.39	11,030 28
169656105	CHIPOTLE MEXICAN GRILL INC	16 000	3,936.75	4,759 36
171232101	CHUBB CORP	55 000	3,705.13	4,142 60
172967424	CITIGROUP INC	277.000	10,767 58	10,958 12
12572Q105	CME GROUP INC	55 000	2,741 67	2,786.85
125896100	CMS ENERGY CORP	73 000	1,572 78	1,779.74
197199409	COLUMBIA ACORN FUND	2219 122	72,299.00	67,572 26
197199813	COLUMBIA ACORN INTERNATIONAL	1018 657	30,137 00	41,601 95
19763T889	COLUMBIA INCOME OPPORTUNITIES	2607 456	29,473.77	26,283 16
19765H636	COLUMBIA MARSICO INTERNATIONAL	4095.907	51,035 00	48,823 21
19765J830	COLUMBIA MID CAP VALUE FUND	3301 784	32,357 49	48,932.44
19765P596	COLUMBIA SMALL CAP GROWTH I	1358 482	28,885.00	37,317.50
20030N101	COMCAST CORP	119.000	4,455.61	4,445.84
231021106	CUMMINS INC	60 000	6,027.92	6,501 00

## EDWARD F. SWINNEY TRUST FOR EMPLOYEES

44-6009267

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
235851102	DANAHER CORP DEL	94 000	3,818.35	5,254 60
25243Q205	DIAGEO PLC	55 000	3,152 60	6,411 90
253393102	DICKS SPORTING GOODS INC	46 000	2,321 08	2,092 54
253868103	DIGITAL RLTY TR INC	41.000	2,657.37	2,783.49
256677105	DOLLAR GEN CORP	100.000	5,218 44	4,409 00
25746U109	DOMINION RES INC VA NEW	32.000	1,622.22	1,657 60
260003108	DOVER CORP	86 000	3,515 43	5,651 06
263534109	DU PONT E I DE NEMOURS & CO	95 000	4,521 64	4,272.96
278642103	EBAY INC	189 000	9,438.16	9,638.57
291011104	EMERSON ELEC CO	47.000	2,290 16	2,489 12
29444U502	EQUINIX INC	35 000	6,677 17	7,217 00
30219G108	EXPRESS SCRIPTS HLDG CO	187 000	10,622 36	10,098 00
30231G102	EXXON MOBIL CORP	126 000	8,774.17	10,905 30
375558103	GILEAD SCIENCES INC	198 000	12,678.71	14,543 10
37733W105	GLAXOSMITHKLINE PLC	144.000	6,308 80	6,259 68
36191G107	GNC HLDGS INC	108 000	4,121.43	3,594.24
38259P508	GOOGLE INC	7 000	4,841.85	4,951.66
384802104	GRAINGER W W INC	55 000	10,973 45	11,130 35
423074103	HEINZ H J CO	84 000	3,791 24	4,845 12
437076102	HOME DEPOT INC	341.000	10,300 85	21,090 85
438516106	HONEYWELL INTL INC	79 000	3,638 64	5,014.13
458140100	INTEL CORP	334 000	6,747 03	6,887 08
459200101	INTERNATIONAL BUSINESS MACHS	55 000	4,723 30	10,535 25
46120E602	INTUITIVE SURGICAL INC	15 000	7,669.02	7,355 55
464287630	ISHARES RUSSELL 2000 VALUE INDEX	380.000	27,278 26	28,693 80
46625H100	J P MORGAN CHASE & CO	154 000	6,538 22	6,771.24
478160104	JOHNSON & JOHNSON	76.000	4,976 68	5,327.60
494368103	KIMBERLY CLARK CORP	58 000	4,122 20	4,896.94
49456B101	KINDER MORGAN INC DEL	258.000	8,691 71	9,115 14
518439104	LAUDER ESTEE COS INC	66.000	2,052 30	3,950 76
530555101	LIBERTY GLOBAL INC	103 000	6,154 81	6,484.88
532716107	LIMITED BRANDS INC	103 000	4,698 57	4,847 18
53578A108	LINKEDIN CORP	22 000	2,022 31	2,526.04
548661107	LOWES COS INC	274 000	9,797 39	9,732 48

## EDWARD F. SWINNEY TRUST FOR EMPLOYEES

44-6009267

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
550021109	LULULEMON ATHLETICA INC	112 000	7,192 59	8,537 76
N53745100	LYONDELLBASELL INDUSTRIES NV	240.000	12,282 47	13,701 60
55616P104	MACYS INC	41 000	1,649 88	1,599 82
571748102	MARSH & MCLENNAN COS INC	100 000	3,437.59	3,447 00
580135101	MCDONALDS CORP	124 000	7,382 67	10,938 04
58933Y105	MERCK & CO INC	173.000	6,404.72	7,082.62
589433101	MEREDITH CORP	53.000	1,474.51	1,825.85
59156R108	METLIFE INC	42.000	2,100.61	1,383 48
594918104	MICROSOFT CORP	307 000	8,560.83	8,199 88
61166W101	MONSANTO CO	139.000	6,761 15	13,156.35
637071101	NATIONAL OILWELL VARCO INC	150 000	10,280 62	10,252.50
65339F101	NEXTERA ENERGY INC	37 000	1,939 10	2,560 03
654106103	NIKE INC	178 000	4,700 56	9,184.80
655664100	NORDSTROM INC	39 000	778 14	2,086 50
670678507	NUVEEN REAL ESTATE SECS FUND	2321 263	50,000 00	49,350 05
674599105	OCCIDENTAL PETE CORP DEL	49.000	2,214 22	3,753.89
701094104	PARKER HANNIFIN CORP	26 000	1,101 32	2,211 56
H6169Q108	PENTAIR LTD	164 000	7,511 24	8,060 60
714290103	PERRIGO CO	23 000	2,505.13	2,392 69
717081103	PFIZER INC	376 000	5,880 40	9,429 82
718172109	PHILIP MORRIS INTL INC	138 000	6,038.53	11,542.32
722005667	PIMCO COMMODITY REALRETURN	8463 483	85,058 00	56,197.53
693390700	PIMCO TOTAL RETURN FUND	24666.220	271,575 08	277,248.31
693475105	PNC FINL SVCS GROUP INC	71.000	4,660 24	4,140.01
740189105	PRECISION CASTPARTS CORP	67 000	9,507 85	12,691.14
74144T108	PRICE T ROWE GROUP INC	43 000	1,092 93	2,800 04
741503403	PRICELINE COM INC	15.000	4,116 93	9,305 85
742718109	PROCTER & GAMBLE CO	68 000	4,309 48	4,616.52
74460D109	PUBLIC STORAGE INC	16.000	2,080 38	2,319 36
747525103	QUALCOMM INC	222.000	12,883 78	13,732.83
755111507	RAYTHEON CO	74.000	3,344 14	4,259 44
77956H104	ROWE T PRICE INTL FDS INC	2455.919	25,517.00	24,804.78
780259206	ROYAL DUTCH SHELL PLC	120.000	8,041.18	8,274.00
749685103	RPM INTL INC	99 000	2,204.47	2,906.64

## EDWARD F. SWINNEY TRUST FOR EMPLOYEES

44-6009267

## Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
806857108	SCHLUMBERGER LTD	203.000	14,183.20	14,067.62
816851109	SEMPRA ENERGY	60.000	3,360.66	4,256.40
824348106	SHERWIN WILLIAMS CO	39.000	3,352.22	5,998.98
828806109	SIMON PPTY GROUP INC NEW	11 000	1,718.66	1,738.99
855244109	STARBUCKS CORP	144 000	4,726.13	7,722.72
85590A401	STARWOOD HOTELS & RESORTS	269.000	13,203.07	15,429.84
882508104	TEXAS INSTRS INC	82.000	2,589.94	2,532.98
887317303	TIME WARNER INC	109.000	3,711.80	5,213.47
872540109	TJX COS INC NEW	387.000	9,233.26	16,428.15
907818108	UNION PAC CORP	48.000	1,683.78	6,034.56
911363109	UNITED RENTALS INC	28.000	1,251.41	1,274.56
913017109	UNITED TECHNOLOGIES CORP	22 000	1,097.80	1,804.22
902973304	US BANCORP DEL	327.000	7,351.47	10,444.38
918204108	V F CORP	10 000	1,690.37	1,509.70
921943858	VANGUARD MSCI EAFE ETF	1276 000	42,386.30	44,953.48
92343V104	VERIZON COMMUNICATIONS INC	240.000	7,856.78	10,384.80
92826C839	VISA INC	102.000	8,786.32	15,461.16
928563402	VMWARE INC	87 000	8,544.16	8,190.18
931142103	WAL-MART STORES INC	44.000	2,555.07	3,002.12
94106L109	WASTE MGMT INC DEL	58.000	1,791.15	1,956.92
949746101	WELLS FARGO & CO	652.000	19,886.34	22,285.36
949746879	WELLS FARGO & CO NEW	109.000	2,332.48	3,199.15
95709T100	WESTAR ENERGY INC	81 000	2,369.83	2,318.22
976657106	WISCONSIN ENERGY CORP	46.000	1,572.34	1,695.10
983134107	WYNN RESORTS LTD	94.000	11,004.92	10,574.06
988498101	YUM BRANDS INC	66 000	2,861.82	4,382.40
	Cash/Cash Equivalent	87973 290	87,973.29	87,973.29
		Totals	1,466,838.42	1,624,311.62