Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation THE SWANTON FAMILY FOUNDATION, INC.
C/O NORMAN SWANTON

A Employer identification number 03-0471427

Number and street (or P O box number if mail is not delivered to street address) 30523 PALOS VERDES DRIVE EAST — Room/suite

B Telephone number (see instructions) (562) 590-9535

City or town, state or province, country, and ZIP or foreign postal code
RANCHO PALOS VERDES, CA 90275

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,075,858.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

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

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 ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	998.	998.		ATCH 1
4	Dividends and interest from securities	36,831.	36,831.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	781,820.			
b	Gross sales price for all assets on line 6a 2,548,951.				
7	Capital gain net income (from Part IV, line 2)		781,820.		
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) ATCH 3	13,994.	13,994.		
12	**Total.** Add lines 1 through 11	833,643.	833,643.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	15,000.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	4,500.			4,500.
c	Other professional fees (attach schedule)				
17	Interest ATCH 5	365.	365.		
18	Taxes (attach schedule) (see instructions) ATCH 6	27.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	104.			
24	**Total operating and administrative expenses.** Add lines 13 through 23	19,996.	365.		4,500.
25	Contributions, gifts, grants paid	108,096.			108,096.
26	**Total expenses and disbursements** Add lines 24 and 25	128,092.	365.	0	112,596.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	705,551.			
b	**Net investment income** (if negative, enter -0-)		833,278.		
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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	162,172.	389,659.	389,659.
	2 Savings and temporary cash investments			
	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)	984,856.	557,626.	568,199.
	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)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	118,000.	118,000.	118,000.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,265,028.	1,065,285.	1,075,858.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,265,028.	1,065,285.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,265,028.	1,065,285.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,265,028.	1,065,285.	

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	1,265,028.
2	Enter amount from Part I, line 27a	2	705,551.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,970,579.
5	Decreases not included in line 2 (itemize) ▶ ATCH 8	5	905,294.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,065,285.

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

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	781,820.
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	-66,208.

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))
2012	73,072.	482,935.	0.151308
2011	79,700.	394,862.	0.201843
2010	391,058.	426,146.	0.917662
2009	117,310.	524,312.	0.223741
2008	69,350.	1,263,158.	0.054902

2 **Total** of line 1, column (d)	2	1.549456
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	0.309891
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,075,848.
5 Multiply line 4 by line 3	5	333,396.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,333.
7 Add lines 5 and 6	7	341,729.
8 Enter qualifying distributions from Part XII, line 4	8	112,596.

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

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	16,666.
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	16,666.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	16,666.
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,617.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,617.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	325.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	15,374.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	**Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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 ▶ NORMAN SWANTON Telephone no ▶ 562-590-9535

Located at ▶ ATTACHMENT 9 ZIP+4 ▶ 90275

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, 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		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.

			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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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			
	(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			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	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 2013?	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)? 5b

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . 7b No: X

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
ATCH 10		15,000.	0	0

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

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

Total number of other employees paid over $50,000 . . . . . . ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	678,258.
b	Average of monthly cash balances	1b	413,973.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,092,231.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,092,231.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,383.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,075,848.
6	**Minimum investment return.** Enter 5% of line 5	6	53,792.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	53,792.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,666.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,666.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	37,126.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	37,126.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	37,126.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	112,596.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	112,596.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	112,596.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				37,126.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 .... 3,948.				
b	From 2009 .... 91,182.				
c	From 2010 .... 369,753.				
d	From 2011 .... 59,958.				
e	From 2012 .... 48,925.				
f	Total of lines 3a through e	573,766.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 112,596.				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				37,126.
e	Remaining amount distributed out of corpus	75,470.			
5	Excess distributions carryover applied to 2013 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	649,236.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	3,948.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	645,288.			
10	Analysis of line 9				
a	Excess from 2009 ... 91,182.				
b	Excess from 2010 ... 369,753.				
c	Excess from 2011 ... 59,958.				
d	Excess from 2012 ... 48,925.				
e	Excess from 2013 ... 75,470.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

NORMAN SWANTON

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 address of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total ▶ **3a**				108,096.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,829.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,503.	
8 Gain or (loss) from sales of assets other than inventory			18	789,503.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a INCOME FROM PTPS	211110	4,211.			
b ROYALTY INCOME			15	597.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		4,211.		829,432.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 833,643.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
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
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d 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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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? [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ NORMAN SWANTON ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Norman E. Swanton 5/12/14 PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
ANITA LEE		5/9/14		P00006585

Firm's name ▶ HOLTHOUSE CARLIN & VAN TRIGT LLP Firm's EIN ▶ 95-4345526

Firm's address ▶ 100 OCEANGATE, SUITE 800 LONG BEACH, CA 90802 Phone no 562-590-9535

JSA 3E1493 1 000

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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					121.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2.	
		ST ACCT #Q4**- SEE STMT A					VARIOUS	VARIOUS
1,507,320.		1,591,451.					-84,131.	
		LT ACCT #Q4**- SEE STMT A					VARIOUS	VARIOUS
131,038.		156,118.					-25,080.	
		LT WARREN RESOURCES - SEE STMT A					VARIOUS	VARIOUS
867,719.							867,719.	
		LT ACCT #S2** - SEE STMT A					VARIOUS	VARIOUS
5,387.							5,387.	
		BASIS ADJUSTMENT - PTPS					VARIOUS	VARIOUS
15,586.							15,586.	
		PUT AND CALL OPTIONS - SEE STMT B					VARIOUS	VARIOUS
21,778.		19,562.					2,216.	
TOTAL GAIN(LOSS)							781,820.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN # 1002	15.	15.
JP MORGAN # 8007	30.	30.
INTEREST FROMS PTPS	953.	953.
TOTAL	998.	998.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN # 1002	5,008.	5,008.
JP MORGAN # 8007	31,774.	31,774.
DIVIDENDS FROM PTPS	49.	49.
TOTAL	36,831.	36,831.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	597.	597.
HEDGE LOSS	-80.	-80.
§1231 GAIN/LOSS	552.	552.
UBTI - PTPS	4,211.	4,211.
OTHER INCOME - PTPS	1,583.	1,583.
UBTI - ORD INCOME ON SALE OF PTPS	7,131.	7,131.
TOTALS	13,994.	13,994.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	4,500.			4,500.
TOTALS	4,500.			4,500.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	365.	365.
TOTALS	365.	365.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX	27.
TOTALS	27.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
PORTFOLIO DEDUCTIONS	104.
TOTALS	104.

ATTACHMENT 8

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

DESCRIPTION		AMOUNT
PPA - EQUITY BASIS ADJUSTMENT		905,294.
	TOTAL	905,294.

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

30523 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES, CA

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
NORMAN SWANTON 30523 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES, CA 90275	PRESIDENT 10.00	0
NANCY SWANTON 30523 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES, CA 90275	TREASURER/CFO 10.00	15,000.
PATRICIA NOONAN 30523 PALOS VERDES DRIVE EAST RANCHO PALOS VERDES, CA 90275	TRUSTEE 5.00	0
	GRAND TOTALS	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE STATEMENT C	NONE	TAX - EXEMPT	108,093.
FLOW THROUGH CONTRIBUTIONS	NONE	TAX - EXEMPT	3.
		TOTAL CONTRIBUTIONS PAID	108,096.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust: THE SWANTON FAMILY FOUNDATION, INC. C/O NORMAN SWANTON

Employer identification number: 03-0471427

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,544,684.	1,611,013.		-66,329.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	121.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	-66,208.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	1,004,144.	156,118.		848,026.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	2.
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	848,028.

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			-66,208.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			848,028.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			781,820.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col. (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: THE SWANTON FAMILY FOUNDATION, INC.

Social security number or taxpayer identification number: 03-0471427

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
ST ACCT #Q4**- SEE STM A	VARIOUS	VARIOUS	1,507,320.	1,591,451.			-84,131.
BASIS ADJUSTMENT - PTP	VARIOUS	VARIOUS	15,586.				15,586.
PUT AND CALL OPTIONS - SEE STMT B	VARIOUS	VARIOUS	21,778.	19,562.			2,216.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			1,544,684.	1,611,013.			-66,329.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side): THE SWANTON FAMILY FOUNDATION, INC.

Social security number or taxpayer identification number: 03-0471427

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LT ACCT #Q4**- SEE STM A	VARIOUS	VARIOUS	131,038.	156,118.			-25,080.
LT WARREN RESOURCES - SEE STMT A	VARIOUS	VARIOUS	867,719.				867,719.
LT ACCT #S2** - SEE STMT A	VARIOUS	VARIOUS	5,387.				5,387.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			1,004,144.	156,118.			848,026.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Account Number:S2 **Account Title:THE**

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	FX Gain/Loss	Ordinary Income Gain	Total Realized/ Estimated G/L	Total Realized/ Estimated G/L %	Currency	Tax Code	Type	Price	Registration	Statement Date	Value Date
12/31/2013	L T Capital Gain		DDBIX	362 84	24 24	24 24	0 00	24 24	0 00	0 00	24 24	100.00	USD	210	CP GA DIV CS	0 00	71	12/31/2013	12/31/2013
		DREYFUS EMG MKT DEBT LOC C-I 12/30/13 LONG TERM CAPITAL GAINS @ 0 067 PER SHARE AS OF 12/30/13																	
12/31/2013	L T Capital Gain		TORIX	345.07	33.81	33 81	0 00	33 81	0 00	0.00	33 81	100.00	USD	210	CP GA DIV CS	0.00	71	12/31/2013	12/30/2013
		TORTOISE MLP & PIPELINE-INS 12/27/13 LONG TERM CAPITAL GAINS @ 0 098 PER SHARE AS OF 12/27/13																	
12/23/2013	L T Capital Gain		OAKIX	1,540 52	451 99	451 99	0.00	451.99	0.00	0 00	451 99	100 00	USD	210	CP GA DIV CS	0 00	71	12/23/2013	12/20/2013
		OAKMARK INTERNATIONAL FD-I 12/20/13 LONG TERM CAPITAL GAINS @ 0 293 PER SHARE AS OF 12/20/13																	
12/23/2013	L T. Capital Gain		BHYIX	2,456 46	250 04	250 04	0 00	250 04	0 00	0 00	250 04	100 00	USD	210	CP GA DIV CS	0 00	71	12/23/2013	12/23/2013
		BLACKROCK HIGH YIELD BOND 12/20/13 LONG TERM CAPITAL GAINS @ 0 102 PER SHARE AS OF 12/20/13																	
12/23/2013	L T Capital Gain		HIEMX	535.91	1.07	1.07	0 00	1 07	0 00	0 00	1.07	100 00	USD	210	CP GA DIV CS	0 00	71	12/23/2013	12/20/2013
		VIRTUS EMERGING MKTS OPPOR-I 12/20/13 LONG TERM CAPITAL GAINS @ 0 002 PER SHARE AS OF 12/20/13																	
12/19/2013	L T Capital Gain		PRASX	627 02	344 86	344 86	0 00	344 86	0 00	0 00	344 86	100 00	USD	210	CP GA DIV CS	0 00	71	12/19/2013	12/18/2013
		T ROWE PRICE NEW ASIA 12/18/13 LONG TERM CAPITAL GAINS @ 0 550 PER SHARE AS OF 12/18/13																	
12/19/2013	L T. Capital Gain		SDVGX	1,756.63	1,006 86	1,006.86	0.00	1,006 86	0 00	0 00	1,006 86	100 00	USD	210	CP GA DIV CS	0 00	71	12/19/2013	12/18/2013
		SIT DIVIDEND GROWTH FUND-I 12/18/13 LONG TERM CAPITAL GAINS @ 0 573 PER SHARE AS OF 12/18/13																	
12/18/2013	L T Capital Gain		NMULX	3,465.96	765.28	765 28	0 00	765.28	0 00	0 00	765.28	100 00	USD	210	CP GA DIV CS	0.00	71	12/18/2013	12/17/2013
		NEUBERGER BER MU/C OPP-INS 12/17/13 LONG TERM CAPITAL GAINS @ 0 221 PER SHARE AS OF 12/17/13																	
12/16/2013	L T Capital Gain		MINIX	741.48	71 06	71 06	0 00	71 06	0 00	0 00	71 06	100.00	USD	210	CP GA DIV CS	0 00	71	12/16/2013	12/13/2013
		MFS INTL VALUE-I 12/12/13 LONG TERM CAPITAL GAINS @ 0 096 PER SHARE AS OF 12/12/13																	
12/16/2013	L T Capital Gain		EGFIX	1,784.15	418.20	418 20	0 00	418.20	0 00	0.00	418 20	100 00	USD	210	CP GA DIV CS	0 00	71	12/16/2013	12/13/2013
		EDGEWOOD GROWTH FUND-INS 12/13/13 LONG TERM CAPITAL GAINS @ 0 234 PER SHARE AS OF 12/13/13																	
12/13/2013	L T Capital Gain		HLIEX	2,405.86	403 51	403 51	0 00	403 51	0 00	0 00	403 51	100 00	USD	210	CP GA DIV CS	12.59	3	12/13/2013	12/13/2013
		JPM EQUITY INCOME FD - SEL FUND 3128 LONG TERM CAPITAL GAINS @ 0 16772																	
12/13/2013	L T Capital Gain		OMBIX	884.17	8 36	8 36	0.00	8 36	0 00	0 00	8 36	100.00	USD	210	CP GA DIV CS	11.27	3	12/13/2013	12/13/2013
		JPM MTGE BACKED SEC FD - SEL FUND 1273 LONG TERM CAPITAL GAINS @ 0 00945																	

Account Number:S2 Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	FX Gain/Loss	Ordinary Income Gain	Total Realized/ Estimated G/L	Total Realized/ Estimated G/L %	Currency	Tax Code	Type	Price	Registration	Statement Date	Value Date
12/13/2013	LT Capital Gain		SAPYX	2,146 29	1,513 44	1,513 44	0 00	1,513 44	0 00	0 00	1,513 44	100 00	USD	210	CP GA DIV CS	0 00	71	12/13/2013	12/11/2013
		CLEARBRIDGE APPRECIATION-I 12/11/13 LONG TERM CAPITAL GAINS @ 0 705 PER SHARE AS OF 12/11/13																	
12/13/2013	LT Capital Gain		MIPTX	593 82	94 05	94.05	0 00	94 05	0 00	0 00	94 05	100 00	USD	210	CP GA DIV CS	0.00	71	12/13/2013	12/12/2013
		MATTHEWS PACIFIC TIGER FD-IS 12/12/13 LONG TERM CAPITAL GAINS @ 0 158 PER SHARE AS OF 12/12/13																	
					5,386.77	5,386.77	0.00	5,386.77	0.00	0.00	5,386.77								

Account Number:Q4. Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
05/13/2013	Sale		PSE	-2,000.00	62,322.20	46,185 74	16,136 46	0 00	16,136.46	34 94	USD	151	31.21	05/13/2013	05/13/2013
		PIONEER SOUTHWEST ENERGY PARTNERS LP @ 31.2118 62,423 60 BROKERAGE 100.00 TAX &/OR SEC 1 40 J.P. MORGAN SECURITIES LLC TRADE DATE 05/08/13													
06/03/2013	Sale		BGCP	-5,000 00	28,210.00	22,278 50	5,931 50	0 00	5,931.50	26.62	USD	151	5 69	06/03/2013	06/03/2013
		BGC PARTNERS INC CL A @ 5.6921 28,460.50 BROKERAGE 250 00 TAX &/OR SEC 50 J P MORGAN SECURITIES LLC TRADE DATE 05/29/13													
07/09/2013	Sale		SDRL	-2,000.00	80,170.00	74,540 00	5,630 00	0 00	5,630.00	7 55	USD	151	40.14	07/09/2013	07/09/2013
		SEADRILL LIMITED @ 40.1357 80,271.40 BROKERAGE 100 00 TAX &/OR SEC 1 40 J P MORGAN SECURITIES LLC TRADE DATE 07/03/13													
06/03/2013	Sale		ZZZZ	-2,000.00	50,879 91	47,918 60	2,961.31	0.00	2,961 31	6.18	USD	151	25 49	06/03/2013	06/03/2013
		CRESTWOOD MIDSTREAM PARTNERS LP @ 25.4904 50,980 80 BROKERAGE 100 00 TAX &/OR SEC .89 J.P. MORGAN SECURITIES LLC TRADE DATE 05/29/13													
08/15/2013	Sell option		DX	-30.00	5,218.77	2,791.13	2,427 64	0 00	2,427.64	86.98	USD	173	1.80	08/15/2013	08/15/2013
		DYNEX CAPITAL INC PUT 12/21/13 @ 10 SELL-OFF PURCHASED OPTION													
06/05/2013	Sale		CODI	-2,000.00	34,409.59	32,149 60	2,259 99	0 00	2,259 99	7 03	USD	151	17 26	06/05/2013	06/05/2013
		COMPASS DIVERSIFIED TRUST @ 17.2551 34,510.20 BROKERAGE 100.00 TAX &/OR SEC 61 J P. MORGAN SECURITIES LLC TRADE DATE 05/31/13													
10/03/2013	Sale		NMM	-5,800.00	84,442 46	82,273 44	2,169 02	0 00	2,169 02	2 64	USD	151	14.61	10/03/2013	10/03/2013
		NAVIOS MARITIME PARTNERS LP @ 14 6093 84,733 94 BROKERAGE 290 00 TAX &/OR SEC 1.48 J P. MORGAN SECURITIES LLC TRADE DATE 09/30/13													
09/10/2013	Sell option		NTI	-10.00	3,939.57	1,950.38	1,989.19	0 00	1,989.19	101.99	USD	173	4 00	09/10/2013	09/10/2013
		NORTHERN TIER ENERGY LP PUT 12/21/13 @ 22 50 SELL-OFF PURCHASED OPTION													
08/20/2013	Buy back option		IVR	10 00	-415 38	1,832 38	1,417 00	0 00	1,417 00	77 33	USD	671	0.40	08/20/2013	08/20/2013
		INVESCO MORTGAGE CAPITAL CALL 10/19/13 @ 15 BUY BACK OF CALL													
10/03/2013	Sale		CPLP	-2,500.00	22,274.61	21,132.10	1,142 51	0.00	1,142.51	5 41	USD	151	8 96	10/03/2013	10/03/2013
		CAPITAL PRODUCT PARTNERS LP @ 8.96 22,400.00 BROKERAGE 125 00 TAX &/OR SEC .39 J.P MORGAN SECURITIES LLC TRADE DATE 09/30/13													

Account Number:Q4 Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
05/15/2013	Sale		UAN	-1,000 00	26,127.01	25,025.00	1,102 01	0 00	1,102.01	4 40	USD	151	26 18	05/15/2013	05/15/2013
		CVR PARTNERS LP @ 26 1776 26,177 60 BROKERAGE 50 00 TAX &/OR SEC .59 J P MORGAN SECURITIES LLC TRADE DATE 05/10/13													
10/09/2013	Sale		TCPC	-1,500 00	24,122 27	23,111 60	1,010.67	0 00	1,010 67	4.37	USD	151	16 13	10/09/2013	10/09/2013
		TCP CAPITAL CORP @ 16 1318 24,197 70 BROKERAGE 75 00 TAX &/OR SEC .43 J P. MORGAN SECURITIES LLC TRADE DATE 10/04/13													
10/09/2013	Sale		CPLP	-1,250.00	11,037 30	10,272 38	764.92	0 00	764.92	7 45	USD	151	8.88	10/09/2013	10/09/2013
		CAPITAL PRODUCT PARTNERS LP @ 8 88 11,100 00 BROKERAGE 62 50 TAX &/OR SEC .20 J P MORGAN SECURITIES LLC TRADE DATE 10/04/13													
10/16/2013	Sale		NMM	-1,200 00	17,200 25	16,509 67	690 58	0 00	690.58	4 18	USD	151	14 38	10/16/2013	10/16/2013
		NAVIOS MARITIME PARTNERS LP @ 14 3838 17,260.56 BROKERAGE 60 00 TAX &/OR SEC .31 J P. MORGAN SECURITIES LLC TRADE DATE 10/10/13													
10/09/2013	Sale		PSEC	-1,000 00	10,949 90	10,309 80	640.10	0 00	640.10	6 21	USD	151	11.00	10/09/2013	10/09/2013
		PROSPECT CAPITAL CORPORATION @ 11 0001 11,000.10 BROKERAGE 50.00 TAX &/OR SEC 20 J.P. MORGAN SECURITIES LLC TRADE DATE 10/04/13													
11/14/2013	Sale		BDCL	-500.00	14,025.90	13,400 00	625 90	0 00	625.90	4 67	USD	151	28.10	11/14/2013	11/14/2013
		ETRACS 2X WELLS FARGO BDCI @ 28 1023 14,051.15 BROKERAGE 25 00 TAX &/OR SEC .25 J P MORGAN SECURITIES LLC TRADE DATE 11/11/13													
05/08/2013	Sale		PETDX	-5,000.00	26 549 99	25,931 77	618.22	0 00	618 22	2 38	USD	151	5 31	05/08/2013	05/07/2013
		PIMCO FDS PAC INVT MGMT SER RE RLRTN STR D													
11/14/2013	Sale		NFJ	-1,000 00	17,577 89	17,039 95	537.94	0 00	537.94	3 16	USD	151	17 63	11/14/2013	11/14/2013
		ALLIANZGI NFJ DIVIDEND INTEREST & PREMIUM STRATEGY FUND @ 17 6282 17,628 20 BROKERAGE 50.00 TAX &/OR SEC .31 J.P. MORGAN SECURITIES LLC TRADE DATE 11/11/13													
09/16/2013	Sell option		AGNC	-10 00	1,789 60	1,260 38	529.22	0.00	529 22	41 99	USD	173	1 85	09/16/2013	09/16/2013
		AMERICAN CAPITAL AGENCY CORP CALL 12/21/13 @ 22 SELL-OFF PURCHASED OPTION													
08/15/2013	Sell option		HTS	-20.00	3,779 18	3,320 75	458 43	0 00	458.43	13 81	USD	173	1 95	08/15/2013	08/15/2013
		HATTERAS FINANCIAL CORP PUT 01/18/14 @ 19 SELL-OFF PURCHASED OPTION													

Account Number:Q4; Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
05/17/2013	Sale		MEMP	-2,000 00	39,158 92	38,713 30	445 62	0 00	445.62	1.15	USD	151	19.63	05/17/2013	05/17/2013
		MEMORIAL PRODUCTION PARTNERS @ 19 6299 39,259 80 BROKERAGE 100.00 TAX &/OR SEC 88 J P MORGAN SECURITIES LLC TRADE DATE 05/14/13													
08/15/2013	Sell option		IVR	-10 00	1,239 59	912 78	326 81	0.00	326.81	35.80	USD	173	1 30	08/15/2013	08/15/2013
		INVESCO MORTGAGE CAPITAL PUT 10/19/13 @ 16 SELL-OFF PURCHASED OPTION													
10/01/2013	Sell option		CVRR	-10 00	2,189 60	1,910 38	279 22	0 00	279 22	14 62	USD	173	2 25	10/01/2013	10/01/2013
		CVR REFINING LP PUT 01/18/14 @ 25 SELL-OFF PURCHASED OPTION													
10/15/2013	Sale		CPLP	-1,250 00	10,472 56	10,272 38	200 18	0 00	200.18	1 95	USD	151	8.43	10/15/2013	10/15/2013
		CAPITAL PRODUCT PARTNERS LP @ 8 4282 10,535 25 BROKERAGE 62 50 TAX &/OR SEC .19 J P MORGAN SECURITIES LLC TRADE DATE 10/09/13													
05/10/2013	Sale		TEI	-3,000 00	49,690 58	49,498 50	192 08	0.00	192.08	0 39	USD	151	16 61	05/10/2013	05/10/2013
		TEMPLETON EMERGING MARKETS INCOME FUND @ 16 6139 49,841 70 BROKERAGE 150 00 TAX &/OR SEC 1 12 J.P MORGAN SECURITIES LLC TRADE DATE 05/07/13													
10/16/2013	Sale		GGN	-1,578 00	16,426 69	16,399 29	27 40	0 00	27.40	0 17	USD	151	10.46	10/16/2013	10/16/2013
		GAMCO GLOBAL GOLD NATURAL RESOURCES AND INCOME TRUST @ 10 46 16,505 88 BROKERAGE 78.90 TAX &/OR SEC .29 J P. MORGAN SECURITIES LLC TRADE DATE 10/10/13													
03/04/2013	Sale		WRES	-50,000 00	131,038 00	156,117 88	0 00	-25,079 88	-25,079 88	-16 06	USD	151	2 67	03/04/2013	03/04/2013
		WARREN RESOURCES INC @ 2 67082 133,541 00 BROKERAGE 2,500 00 TAX &/OR SEC 3.00 J P. MORGAN SECURITIES LLC TRADE DATE 02/27/13													
10/07/2013	Sale		PER	-250 00	3,587 43	3,618 40	-30 97	0 00	-30 97	-0 86	USD	151	14 40	10/07/2013	10/07/2013
		SANDRIDGE PERMIAN TRUST @ 14 40 3,600.00 BROKERAGE 12 50 TAX &/OR SEC .07 J.P. MORGAN SECURITIES LLC TRADE DATE 10/02/13													
10/08/2013	Sale		PER	-750 00	10,807 31	10,855 20	-47 89	0 00	-47.89	-0 44	USD	151	14 46	10/08/2013	10/08/2013
		SANDRIDGE PERMIAN TRUST @ 14 46 10,845 00 BROKERAGE 37 50 TAX &/OR SEC .19 J P MORGAN SECURITIES LLC TRADE DATE 10/03/13													
10/04/2013	Sale		PSEC	-2,500 00	27,899 51	27,953 00	-53 49	0 00	-53.49	-0 19	USD	151	11 21	10/04/2013	10/04/2013
		PROSPECT CAPITAL CORPORATION @ 11 21 28,025 00 BROKERAGE 125 00 TAX &/OR SEC .49 J.P MORGAN SECURITIES LLC TRADE DATE 10/01/13													

Account Number:Q4 Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
10/15/2013	Sale		GDL	-750 00	8,312 25	8,485.65	-173 40	0.00	-173 40	-2 04	USD	151	11 13	10/15/2013	10/15/2013
		GDL FUND @ 11 1332 8,349 90 BROKERAGE 37 50 TAX &/OR SEC .15 J P MORGAN SECURITIES LLC TRADE DATE 10/09/13													
10/09/2013	Sale		TICC	-800 00	7,662.18	7,876 32	-214.14	0.00	-214 14	-2 72	USD	151	9 63	10/09/2013	10/09/2013
		TICC CAPITAL CORPORATION @ 9 6279 7,702 32 BROKERAGE 40 00 TAX &/OR SEC .14 J P. MORGAN SECURITIES LLC TRADE DATE 10/04/13													
10/03/2013	Sale		TICC	-1,200 00	11.693 43	11,918.58	-225 15	0.00	-225.15	-1 89	USD	151	9.79	10/03/2013	10/03/2013
		TICC CAPITAL CORPORATION @ 9 7947 11,753 64 BROKERAGE 60 00 TAX &/OR SEC 21 J P MORGAN SECURITIES LLC TRADE DATE 09/30/13													
07/09/2013	Sale		SLRC	-1,000 00	23.432 59	23,699 40	-266 81	0 00	-266 81	-1 13	USD	151	23 48	07/09/2013	07/09/2013
		SOLAR CAPITAL LTD @ 23 483 23,483.00 BROKERAGE 50 00 TAX &/OR SEC .41 J.P. MORGAN SECURITIES LLC TRADE DATE 07/03/13													
10/07/2013	Sale		GDL	-1,582 00	17,694.36	17,994.16	-299 80	0 00	-299 80	-1.67	USD	151	11 24	10/07/2013	10/07/2013
		GDL FUND @ 11.235 17,773 77 BROKERAGE 79 10 TAX &/OR SEC 31 J.P. MORGAN SECURITIES LLC TRADE DATE 10/02/13													
10/16/2013	Sale		GDL	-1,668 00	18,525.31	18,838 39	-313 08	0.00	-313.08	-1 66	USD	151	11 16	10/16/2013	10/16/2013
		GDL FUND @ 11 1565 18,609 04 BROKERAGE 83 40 TAX &/OR SEC 33 J P. MORGAN SECURITIES LLC TRADE DATE 10/10/13													
08/19/2013	Sale		DX	-1,000 00	8,383 35	8,765 70	-382 35	0 00	-382.35	-4.36	USD	151	8 43	08/19/2013	08/19/2013
		DYNEX CAPITAL INC @ 8 4335 8,433 50 BROKERAGE 50 00 TAX &/OR SEC .15 J.P. MORGAN SECURITIES LLC TRADE DATE 08/14/13													
10/03/2013	Sale		PER	-1,000 00	14,135 25	14,640 00	-504.75	0 00	-504.75	-3 45	USD	151	14 19	10/03/2013	10/03/2013
		SANDRIDGE PERMIAN TRUST @ 14.1855 14,185 50 BROKERAGE 50 00 TAX &/OR SEC 25 J P. MORGAN SECURITIES LLC TRADE DATE 09/30/13													
08/16/2013	Sale		RSO	-1,000.00	6,019 89	6,545 30	-525 41	0 00	-525.41	-8 03	USD	151	6 07	08/16/2013	08/16/2013
		RESOURCE CAPITAL CORP @ 6 07 6,070.00 BROKERAGE 50 00 TAX &/OR SEC 11 J P MORGAN SECURITIES LLC TRADE DATE 08/13/13													
10/15/2013	Sale		WHF	-1,000 00	14,671 84	15,351 70	-679.86	0 00	-679.86	-4.43	USD	151	14.72	10/15/2013	10/15/2013
		WHITEHORSE FINANCE LLC @ 14.7221 14,722.10 BROKERAGE 50 00 TAX &/OR SEC .26 J P. MORGAN SECURITIES LLC TRADE DATE 10/09/13													

Account Number:Q4 Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
10/07/2013	Sale		GGN	-2,922 00	30,826 56	31,527.98	-701 42	0.00	-701.42	-2 22	USD	151	10.60	10/07/2013	10/07/2013
		GAMCO GLOBAL GOLD NATURAL RESOURCES AND INCOME TRUST @ 10.60 30,973 20 BROKERAGE 146 10 TAX &/OR SEC 54 J.P. MORGAN SECURITIES LLC TRADE DATE 10/02/13													
09/13/2013	Sale		OAK	-500 00	25,958 99	26,713.75	-754.76	0 00	-754.76	-2 83	USD	151	51 97	09/13/2013	09/13/2013
		OAKTREE CAPITAL GROUP LLC @ 51.9689 25,984 45 BROKERAGE 25.00 TAX &/OR SEC .46 J P MORGAN SECURITIES LLC TRADE DATE 09/10/13													
08/19/2013	Sale		AI	-301.00	7,476 70	8 275.15	-798.45	0.00	-798 45	-9 65	USD	151	24 89	08/19/2013	08/19/2013
		ARLINGTON ASSET INVESTMENT CORP @ 24 89 7,491 89 BROKERAGE 15 05 TAX &/OR SEC 14 J P MORGAN SECURITIES LLC TRADE DATE 08/14/13													
10/23/2013	Expired option		EFC	-10 00	0 00	830 38	-830 38	0 00	-830.38	-100.00	USD	168	0 00	10/23/2013	10/23/2013
		ELLINGTON FINANCIAL LLC PUT 10/19/13 @ 21 75 EXPIRATION OF PUT													
09/26/2013	Sell option		AGNC	-10.00	484.63	1,850.00	-1,365 37	0 00	-1,365.37	-73.80	USD	173	0.50	09/26/2013	09/26/2013
		AMERICAN CAPITAL AGENCY CORP PUT 01/18/14 @ 20 SELL-OFF PURCHASED OPTION													
10/30/2013	Sell option		NTI	-10 00	919 62	2 360.38	-1,440 76	0 00	-1,440 76	-61.04	USD	173	0 95	10/30/2013	10/30/2013
		NORTHERN TIER ENERGY LP CALL 03/22/14 @ 25 SELL-OFF PURCHASED OPTION													
05/16/2013	Sale		ARR	-3,000 00	17,995 99	19,447 08	-1,451 09	0 00	-1,451 09	-7 46	USD	151	6 05	05/16/2013	05/16/2013
		ARMOUR RESIDENTIAL REIT INC COM @ 6 0488 18,146 40 BROKERAGE 150 00 TAX &/OR SEC .41 J P MORGAN SECURITIES LLC TRADE DATE 05/13/13													
08/19/2013	Sale		AESA Y	-2,000 00	16,912 30	18,406 00	-1,493 70	0 00	-1,493 70	-8 12	USD	151	8 51	08/19/2013	08/19/2013
		AES TIETE SA SPON ADR @ 8 5063 17,012 60 BROKERAGE 100.00 TAX &/OR SEC 30 J.P MORGAN SECURITIES LLC TRADE DATE 08/14/13													
07/09/2013	Sell option		AGNC	-10 00	384 61	1,960 00	-1,575.39	0.00	-1,575 39	-80 38	USD	173	0 40	07/09/2013	07/09/2013
		AMERICAN CAPITAL AGENCY CORP CALL 12/21/13 @ 25 SELL-OFF PURCHASED OPTION													
05/17/2013	Sale		ARR	-3,000 00	17,530 40	19,233 22	-1,702 82	0 00	-1,702 82	-8.85	USD	151	5 89	05/17/2013	05/17/2013
		ARMOUR RESIDENTIAL REIT INC COM @ 5 8936 17,680 80 BROKERAGE 150 00 TAX &/OR SEC .40 J P. MORGAN SECURITIES LLC TRADE DATE 05/14/13													

Account Number:Q4. Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
05/16/2013	Sale		HTS	-1,000 00	26,479 40	28,191 50	-1,712.10	0 00	-1,712 10	-6 07	USD	151	26.53	05/16/2013	05/16/2013
		HATTERAS FINANCIAL CORP @ 26.53 26,530 00 BROKERAGE 50.00 TAX &/OR SEC 60 J P MORGAN SECURITIES LLC TRADE DATE 05/13/13													
07/09/2013	Sale		NLY	-1,000 00	12,059 78	13,860 00	-1,800 22	0 00	-1,800 22	-12 99	USD	151	12 11	07/09/2013	07/09/2013
		ANNALY CAPITAL MANAGEMENT INC @ 12.11 12,110 00 BROKERAGE 50 00 TAX &/OR SEC 22 J.P MORGAN SECURITIES LLC TRADE DATE 07/03/13													
08/16/2013	Sale		AI	-699 00	17,386 41	0 00	-1,830.64	0.00	-1,830 64	0 00	USD	151	24.92	08/16/2013	08/16/2013
		ARLINGTON ASSET INVESTMENT CORP @ 24 9237 17,421.67 BROKERAGE 34 95 TAX &/OR SEC 31 J.P MORGAN SECURITIES LLC TRADE DATE 08/13/13													
08/19/2013	Sale		NYMT	-3,000 00	18,472 17	20,966 40	-2,494 23	0.00	-2,494 23	-11.90	USD	151	6.21	08/19/2013	08/19/2013
		NEW YORK MTG TR INC COM PAR $ 02 @ 6.2075 18,622.50 BROKERAGE 150 00 TAX &/OR SEC .33 J P MORGAN SECURITIES LLC TRADE DATE 08/14/13													
10/17/2013	Sale		CVRR	-1,000.00	23,949 58	26,955 40	-3,005 82	0 00	-3,005 82	-11.15	USD	151	24 00	10/17/2013	10/17/2013
		CVR REFINING LP @ 24.00 24,000 00 BROKERAGE 50 00 TAX &/OR SEC 42 J.P MORGAN SECURITIES LLC TRADE DATE 10/11/13													
08/19/2013	Sale		EFC	-1,000 00	22,752 90	26,042 70	-3,289.80	0.00	-3,289.80	-12 63	USD	151	22.80	08/19/2013	08/19/2013
		ELLINGTON FINANCIAL LLC COM @ 22 8033 22,803.30 BROKERAGE 50 00 TAX &/OR SEC 40 J P. MORGAN SECURITIES LLC TRADE DATE 08/14/13													
10/03/2013	Sale		GGN	-4,500 00	47,255 02	53,745 89	-6,490 87	0 00	-6,490 87	-12 08	USD	151	10.55	10/03/2013	10/03/2013
		GAMCO GLOBAL GOLD NATURAL RESOURCES AND INCOME TRUST @ 10 5513 47,480 85 BROKERAGE 225 00 TAX &/OR SEC 83 J P MORGAN SECURITIES LLC TRADE DATE 09/30/13													
08/20/2013	Sale		IVR	-2,000.00	30,799.46	37,574 20	-6,774 74	0 00	-6,774.74	-18 03	USD	151	15 45	08/20/2013	08/19/2013
		INVESCO MORTGAGE CAPITAL @ 15.45 30,900.00 BROKERAGE 100.00 TAX &/OR SEC 54 J.P. MORGAN SECURITIES LLC TRADE DATE 08/14/13													
06/28/2013	Assigned call		AGNC	-1,000.00	24,679.56	32,249 90	-7,570.34	0 00	-7,570 34	-23 47	USD	189	20.00	06/28/2013	06/28/2013
		AMERICAN CAPITAL AGENCY CORP @ 20 00 20,000 00 BROKERAGE 60.00 TAX &/OR SEC 35 J.P. MORGAN SECURITIES LLC TRADE DATE 06/25/13													
09/18/2013	Sale		NTI	-1.500.00	28,814.79	36,497 25	-7,682.46	0.00	-7,682.46	-21.05	USD	151	19 26	09/18/2013	09/18/2013
		NORTHERN TIER ENERGY LP @ 19.2602 28,890.30 BROKERAGE 75 00 TAX &/OR SEC 51 J P MORGAN SECURITIES LLC TRADE DATE 09/13/13													

STATEMENT A

Account Number:Q4	Account Title:THE

Post Date	Tax Code Description	Description	Symbol	Quantity	Proceeds	Cost($)	Short Term Gain/Loss	Long Term Gain/Loss	Total Realized/Estimated G/L	Total Realized/Estimated G/L %	Currency	Tax Code	Price	Statement Date	Value Date
08/19/2013	Sale		HTS	-2,000 00	38,079 33	46,080 00	-8,000 67	0 00	-8,000.67	-17 36	USD	151	19 09	08/19/2013	08/19/2013
		HATTERAS FINANCIAL CORP @ 19 09 38,180 00 BROKERAGE 100 00 TAX &/OR SEC 67 J.P MORGAN SECURITIES LLC TRADE DATE 08/14/13													
08/16/2013	Sale		NRP	-2,000 00	38,282 88	0 00	-8,041 85	0 00	-8,041 85	0 00	USD	151	19 14	08/16/2013	08/16/2013
		NATURAL RESOURCE PARTNERS LP @ 19 1418 38,283 60 BROKERAGE 0 05 TAX &/OR SEC .67 J.P. MORGAN SECURITIES LLC TRADE DATE 08/13/13													
09/13/2013	Sale		EFC	-3,000 00	65,284.86	74,022 30	-8,737 44	0 00	-8,737.44	-11.80	USD	151	21.81	09/13/2013	09/13/2013
		ELLINGTON FINANCIAL LLC COM @ 21.812 65,436.00 BROKERAGE 150 00 TAX &/OR SEC 1 14 J P. MORGAN SECURITIES LLC TRADE DATE 09/10/13													
07/10/2013	Sale		TWO	-4,000 00	38,959 31	49,282.86	-10,323.55	0 00	-10,323.55	-20 95	USD	151	9 79	07/10/2013	07/10/2013
		TWO HBRS INVT CORP COM @ 9 79 39,160 00 BROKERAGE 200.00 TAX &/OR SEC 69 J.P. MORGAN SECURITIES LLC TRADE DATE 07/05/13													
07/10/2013	Sale		CVRR	-2,000.00	50,667.91	69,470 60	-18,802 69	0.00	-18,802 69	-27.07	USD	151	25.38	07/10/2013	07/10/2013
		CVR REFINING LP @ 25 3844 50,768 80 BROKERAGE 100 00 TAX &/OR SEC 89 J P MORGAN SECURITIES LLC TRADE DATE 07/05/13													
07/10/2013	Sale		NTI	-4,000 00	88,293 26	110,550 00	-22,256 74	0 00	-22,256.74	-20 13	USD	151	22.12	07/10/2013	07/10/2013
		NORTHERN TIER ENERGY LP @ 22.1237 88,494.80 BROKERAGE 200.00 TAX &/OR SEC 1.54 J P MORGAN SECURITIES LLC TRADE DATE 07/05/13													
					1,638,358.08	1,685,692.42	-84,131.48	-25,079.88	-109,211.36						

The following is provisional and provided for informational purposes only in response to your request. It is not an official statement or confirmation Because certain valuations provided may reflect price estimates as of the date specified, JPMorgan Chase and Co can not represent that different prices would not be available elsewhere Information contained herein, including but not limited to market valuations, calculations, and estimates, is believed to be reliable but JPMorgan Chase and Co does not warrant its completeness or accuracy. Please confirm all information provided here against your next regular statement

Swanton Family Foundation
Long Term Realized Gain or Loss
For the year ended 12/31/2013
EIN: 03-0471427

	Proceeds	Cost	Short-Term	Long-Term	Total ST/LT Realized G/<L>
Totals per Previous Page Account Q4*******	1,638,358	1,685,692	(84,131)	(25,080)	(109,211)
Adjust for Natural Resource Partners Expired Call Option cost basis		61,877			
Subtotal	1,638,358	1,747,569	(84,131)	(25,080)	(109,211)
Warrren Resources 1/2 Sale 100,000 Shares	285,455	-		285,455	285,455
Warrren Resources 2/28 Sale 50,000 Shares	131,064	-		131,064	131,064
Warrren Resources 3/4 Sale 50,000 Shares	127,308	-		127,308	127,308
Warrren Resources 3/5 Sale 50,000 Shares	127,414	-		127,414	127,414
Warrren Resources 3/6 Sale 76,201 Shares	196,478	-		196,478	196,478
Total per Account S2*******	5,387	-	-	5,387	5,387
Revised Total Realized Gain/<Loss>	**2,511,464**	**1,747,569**	**(84,131)**	**848,026**	**763,895**

Swanton Foundation
2013
FEIN: 03-0471427

Tax Code Description	Description	Quantity	Cost($)	Principal($)	Cusip	Symbol	Post Date	Total Realized/Estimated G/L
Sell option	NORTHERN TIER ENERGY LP CALL 03/22/14 @ 25 SELL-OFF PURCHASED OPTION	-10.00	2,360 38	919.62	6658269AB	NTI	10/30/2013	-1,440.76
Expired option	ELLINGTON FINANCIAL LLC PUT 10/19/13 @ 21.75 EXPIRATION OF PUT	-10.00	830 38	0.00	2885229AC	EFC	10/23/2013	-830 38
Sell option	CVR REFINING LP PUT 01/18/14 @ 25 SELL-OFF PURCHASED OPTION	-10 00	1,910 38	2,189.60	12663P9AD	CVRR	10/01/2013	279.22
Sell option	AMERICAN CAPITAL AGENCY CORP PUT 01/18/14 @ 20 SELL-OFF PURCHASED OPTION	-10 00	1,850.00	484.63	02503X9AP	AGNC	09/26/2013	-1,365 37
Sell option	AMERICAN CAPITAL AGENCY CORP CALL 12/21/13 @ 22 SELL-OFF PURCHASED OPTION	-10 00	1,260.38	1,789 60	02503X9DB	AGNC	09/16/2013	529.22
Sell option	NORTHERN TIER ENERGY LP PUT 12/21/13 @ 22.50 SELL-OFF PURCHASED OPTION	-10.00	1,950.38	3,939 57	6658269AC	NTI	09/10/2013	1,989.19
Buy back option	INVESCO MORTGAGE CAPITAL CALL 10/19/13 @ 15 BUY BACK OF CALL	10 00	1,832 38	-415 38	46131B9AH	IVR	08/20/2013	1,417.00
Sell option	DYNEX CAPITAL INC PUT 12/21/13 @ 10 SELL-OFF PURCHASED OPTION	-30.00	2,791 13	5,218.77	26817Q9AB	DX	08/15/2013	2,427.64
Sell option	HATTERAS FINANCIAL CORP PUT 01/18/14 @ 19 SELL-OFF PURCHASED OPTION	-20 00	3,320.75	3,779 18	41902R9BI	HTS	08/15/2013	458.43
Sell option	INVESCO MORTGAGE CAPITAL PUT 10/19/13 @ 16 SELL-OFF PURCHASED OPTION	-10 00	912.78	1,239 59	46131B9AG	IVR	08/15/2013	326 81
Sell option	AMERICAN CAPITAL AGENCY CORP CALL 12/21/13 @ 25 SELL-OFF PURCHASED OPTION	-10 00	1,960 00	384.61	02503X9CS	AGNC	07/09/2013	-1,575.39
								2,215.61
TOTALS			19,562	21,778				2,216

STATEMENT B

SWANTONT FAMILY FOUNDATION

PART XV SUPPLEMENTARY INFORMATION 990-PF

3. Grants and Contributions Paid During 2013

RECIPIENT	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	2013 AMOUNT
YESHEVA BETH JOSEPH NOWAREDOK 268 EAST BROADWAY A307 NY, NY 10002	NONE	TAX-EXEMPT	CHARITY	1,000.00
HILLSIDES HOME FOR CHILDREN 940 AVENUE 64 PASADENA, CA 91105	NONE	TAX-EXEMPT	CHARITY	10,000.00
VISTAS FOR CHILDREN PO BOX 7000-251 REDONDO BEACH, CA 90277	NONE	TAX-EXEMPT	CHARITY	2,600.00
BOYS & GIRLS CLUB PO BOX 221507 SANTA CLAIRITA CA 91322	NONE	TAX-EXMPT	CHARITY	5,000.00
NEW AGE TRANSPORT/HILLSIDES	NONE	TAX-EXEMPT	CHARITY	645.00
HILLSIDES GALA AFFAIR	NONE	TAX-EXEMPT	CHARITY	18,523 00
ADDITIONAL TRANSPORT	NONE	TAX-EXEMPT	CHARITY	50.00
HOLLYGROVE 815 N. EL CENTRO AVE LOS ANGELES, CA 323 463 2119	NONE	TAX-EXEMPT	CHARITY	14,500.00
INDIEGOGO FLAMENCO FUND RAISER	NONE	TAX-EXEMPT	CHARITY	500.00
INDIEGOGO FLAMENCO FUND RAISER 4 WEST 43RD, SUITE 608, NEW YORK, NY 10036	NONE	TAX-EXEMPT	CHARITY	500.00
CITY OF PV CONSERVENCY FUND 916 SILVER SPUR RD ROLLING HILLS E. CA 90274	NONE	TAX-EXEMPT	CHARITY	1,400.00
PENINSULA EDUCATION FOUNDATION PO BOX 2632 PALOS VERDES PEN. CA. 90274		TAX-EXEMPT	CHARITY	500.00
JERSEY BATTERED WOMEN'S SERVICES PO BOX 1437 MORRISTOWN, NJ 07962	NONE	TAX-EXEMPT	CHARITY	7,000.00
PVGC SCHOLERSHIP FUND 3301 VIA CAMPASINA PV ESTATES, CA 90274	NONE	TAX-EXEMPT	CHARITY	5,000.00
WALK WITH SALLY	NONE	TAX-EXEMPT	CHARITY	1,700 00
CASA OF LOS ANGELES 201 CENTER PLAZA DR. *1100 MONTEREY PARK* CA 91754	NONE	TAX-EXEMPT	CHARITY	5,000.00

GOLDEN HEART RANCH 703 PIER AVE. STE B194 HERMOSA BEACH CA 90275	NONE	TAX-EXEMPT	CHARITY	2,500.00
PV LAND CONSERVENCY 916 SILVER SPUR RD ROLLING HILLS E. CA 90274	NONE	TAX-EXEMPT	CHARITY	2,500.00
NATIONAL CENTER FOR MISSING CHILDREN, 699 PRINCE ST. ALEXANDRIA, VA 703 224 2150	NONE	TAX-EXEMPT	CHARITY	1,600.00
TORRANCE MEMORIAL FUND 3330 LOMITA BLVD. TORRANCE, CA 90505	NONE	TAX-EXEMPT	CHARITY	15,075.00
NAPLES PHILHARMONIC 5833 PELICAN BAY BL NAPLES FL 07419	NONE	TAX-EXEMPT	CHARITY	2,000.00
ALZHEIMERS ASSOCIATION P.O. BOX, WASHINGTON, DC 20090	NONE	TAX-EXEMPT	CHARITY	2,000.00
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE, NEW YORK NY 1001	NONE	TAX-EXEMPT	CHARITY	2,000.00
PVGC SCHOLARSHIP FUND 3301 VIA CAMPASINA PV ESTATES, CA 90274	NONE	TAX-EXEMPT	CHARITY	6,500.00
TOTAL CONTRIBUTIONS				108,093.00