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 , and ending

Name of foundation SWARTZ FOUNDATION TRUST	**A Employer identification number** 22-6554026
Number and street (or P O box number if mail is not delivered to street address) C/O BRANDYWINE (PTS) 880 THIRD AVENUE — Room/suite 3FL	**B** Telephone number 212-319-2700
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022	**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)* ▶$ 45,885,480. **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))

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	426,995.	419,108.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,826,240.			
	b	Gross sales price for all assets on line 6a 9,102,434.				
	7	Capital gain net income (from Part IV, line 2)		5,826,240.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<6,540.>	<6,540.>		STATEMENT 2
	12	**Total.** Add lines 1 through 11	6,246,695.	6,238,808.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 3	23,000.	3,667.		19,333.
	17	Interest				
	18	Taxes STMT 4	5,282.	5,282.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	180,187.	180,151.		1.
	24	**Total operating and administrative expenses** Add lines 13 through 23	208,469.	189,100.		19,334.
	25	Contributions, gifts, grants paid	5,652,594.			5,652,594.
	26	**Total expenses and disbursements** Add lines 24 and 25	5,861,063.	189,100.		5,671,928.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	385,632.			
	b	**Net investment income** (if negative, enter -0-)		6,049,708.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	20,112,948.	5,305,841.	5,305,841.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ 604,724. Less: allowance for doubtful accounts ▶ 0.	614,992.	604,724.	604,724.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	11,520,928.	20,081,989.	20,081,989.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	12,632,602.	19,892,926.	19,892,926.
	14	Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	44,881,470.	45,885,480.	45,885,480.
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			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	44,881,470.	45,885,480.	
	30	**Total net assets or fund balances**	44,881,470.	45,885,480.	
	31	**Total liabilities and net assets/fund balances**	44,881,470.	45,885,480.	

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	44,881,470.
2	Enter amount from Part I, line 27a	2	385,632.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	618,378.
4	Add lines 1, 2, and 3	4	45,885,480.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	45,885,480.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,102,434.		3,276,194.	5,826,240.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) **or** Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				5,826,240.

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	5,826,240.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	6,612,344.	53,459,792.	.123688
2011	2,531,457.	51,677,564.	.048986
2010	1,145,766.	33,084,375.	.034632
2009	1,706,262.	23,777,260.	.071760
2008	1,374,741.	26,726,691.	.051437

2	**Total** of line 1, column (d)	2	.330503
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	.066101
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	54,653,646.
5	Multiply line 4 by line 3	5	3,612,661.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	60,497.
7	Add lines 5 and 6	7	3,673,158.
8	Enter qualifying distributions from Part XII, line 4	8	5,671,928.

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	60,497.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	60,497.
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	60,497.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	244,737.		
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	244,737.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	184,240.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 184,240. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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.*	1b		X
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? N/A	4b		
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) ▶ NONE			
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* SEE STATEMENT 9	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

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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 ▶ MAIN STREET CPA C/O BRANDYWINE Telephone no. ▶ 302-234-5750

Located at ▶ 7234 LANCASTER PIKE SUITE 300A , HOCKESSIN, DE ZIP+4 ▶ 19707

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

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

			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.

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

			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)? N/A	1b		
	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 ▶ _____, _____, _____, _____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED C/O BRANDYWINE 7234 LANCASTER PIKE SU HOCKESSIN, DE 19707	PRESIDENT 0.00	0.	0.	0.

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

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

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

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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. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	46,848,566.
b	Average of monthly cash balances			1b	8,637,369.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	55,485,935.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	55,485,935.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	832,289.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	54,653,646.
6	**Minimum investment return.** Enter 5% of line 5			6	2,732,682.

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

1	Minimum investment return from Part X, line 6			1	2,732,682.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	60,497.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	60,497.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,672,185.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,672,185.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,672,185.

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	5,671,928.
b	Program-related investments - total from Part IX-B	1b	0.
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	5,671,928.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	60,497.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,611,431.

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					2,672,185.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	38,406.				
b From 2009	519,171.				
c From 2010					
d From 2011	15,478.				
e From 2012	4,168,980.				
f **Total** of lines 3a through e		4,742,035.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $	5,671,928.				
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					2,672,185.
e Remaining amount distributed out of corpus		2,999,743.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,741,778.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		38,406.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		7,703,372.			
10 Analysis of line 9:					
a Excess from 2009	519,171.				
b Excess from 2010					
c Excess from 2011	15,478.				
d Excess from 2012	4,168,980.				
e Excess from 2013	2,999,743.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

SEE ATTACHED

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				
SCHEDULE ATTACHED	NONE	EXEMPT	GENERAL	5,652,594.
Total			▶ 3a	5,652,594.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(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	426,995.	
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	<6,540.>	
8 Gain or (loss) from sales of assets other than inventory			18	5,826,240.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		6,246,695.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,246,695.

(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).

323621
10-10-13

Form **990-PF** (2013)

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? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

▶ x Signature of officer or trustee

x 9-9-14 Date

▶ x CHAIRMAN Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY ZUKOFF		10/31/14		P00116434

Firm's name ▶ DDK & COMPANY LLP

Firm's EIN ▶ 13-2738625

Firm's address ▶ ONE PENN PLAZA, 4TH FLR
NEW YORK, NY 10119

Phone no. 212-997-0600

CONTINUATION FOR 990-PF, PART IV

SWARTZ FOUNDATION TRUST 22-6554026 PAGE 1 OF 1

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	STATE STREET	P	01/01/13	12/31/13
b	SPDR GOLD TRUST	P	01/01/13	12/31/13
c	IMPREVA INC	P	01/01/05	12/31/13
d	TRULIA	P	01/01/05	12/31/13
e	PRICELINE	P	01/01/05	05/23/13
f	FACEBOOK	P	01/01/05	12/31/13
g	CHASING THE FLAME LLC	P	08/06/08	09/30/13
h	THRU PARTNERSHIPS	P	01/01/13	12/31/13
i	THRU PARTNERSHIPS	P	01/01/05	12/31/13
j	HOW TO SURVIVE A PLAGUE	P	01/01/05	12/31/13
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,297,644.		2,385,468.	<87,824.>
b	690,190.		750,417.	<60,227.>
c	457,570.		66,285.	391,285.
d	282,594.		21,484.	261,110.
e	100,514.		15,211.	85,303.
f	3,544,599.		3,996.	3,540,603.
g			33,333.	<33,333.>
h	154,617.			154,617.
i	1,556,576.			1,556,576.
j	697.			697.
k	17,433.			17,433.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<87,824.>
b				<60,227.>
c				391,285.
d				261,110.
e				85,303.
f				3,540,603.
g				<33,333.>
h				154,617.
i				1,556,576.
j				697.
k				17,433.
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	5,826,240.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALTERNATIVE INVEST INSTITUTIONAL	195.	0.	195.	195.	
ALTERNATIVE INVEST INTERNATIONAL	23.	0.	23.	23.	
INTEREST RECEIVED YMCA	13,732.	0.	13,732.	13,732.	
JP MORGAN	1,856.	0.	1,856.	1,856.	
JP MORGAN	129.	0.	129.	129.	
JP MORGAN	711.	0.	711.	711.	
STATE STREET	88,277.	17,433.	70,844.	70,844.	
STIFEL NICOLAUS	2.	0.	2.	2.	
THRU PARTNERSHIPS	330,564.	0.	330,564.	330,564.	
THRU PARTNERSHIPS	7,887.	0.	7,887.	0.	
WELLS FARGO BANK	549.	0.	549.	549.	
ZION FIRST NATIONAL BANK	503.	0.	503.	503.	
TO PART I, LINE 4	444,428.	17,433.	426,995.	419,108.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORD INCOME (LOSS) THRU PARTNERSHIPS	<6,551.>	<6,551.>	
NONDIVIDEND DISTRIBUTIONS STATE STREET	0.	0.	
JP MORGAN-SUBSTITUTE PAYMENTS	11.	11.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<6,540.>	<6,540.>	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	17,500.	0.		17,500.
PLEASANTVILLE TAX SERVICES	5,500.	3,667.		1,833.
TO FORM 990-PF, PG 1, LN 16C	23,000.	3,667.		19,333.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES THRU PARTNERSHIPS	3,097.	3,097.		0.
FOREIGN TAXES THRU STATE STREET	2,185.	2,185.		0.
TO FORM 990-PF, PG 1, LN 18	5,282.	5,282.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THRU PARTNERSHIPS	135,759.	135,758.		1.
NON DEDUCTIBLE EXPENSES THRU PARTNERSHIPS	35.	0.		0.
INVESTMENT MANAGEMENT FEES	44,393.	44,393.		0.
TO FORM 990-PF, PG 1, LN 23	180,187.	180,151.		1.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT TO INVESTMENT COSTS-UNREALIZED	618,378.
TOTAL TO FORM 990-PF, PART III, LINE 3	618,378.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
IVANHOE NICKEL & PLATINUM	0.	0.
CHASING THE FLAME LLC	0.	0.
FACEBOOK	19,576,037.	19,576,037.
IMPERVA	0.	0.
IVAN PLATS LIMITED	55,057.	55,057.
RESPONSYS, INC	450,895.	450,895.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,081,989.	20,081,989.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCEL 98	COST	332,128.	332,128.
ACCEL 99	COST	233,738.	233,738.
ACCEL 98(B)	COST	65,618.	65,618.
ACCEL MER. INV. II	COST	119,913.	119,913.
ACCEL INV. 2000	COST	115,288.	115,288.
ACCEL EUROPE 2001	COST	12,206.	12,206.
ACCEL 2002	COST	101,370.	101,370.
ACCEL 2003	COST	53,233.	53,233.
ACCEL EUROPE 2003	COST	249,512.	249,512.
ACCEL 2004	COST	172,465.	172,465.
ACCEL EUROPE 2004	COST	167,864.	167,864.
PACIFIC STARBUCK	COST	2,308,142.	2,308,142.
ACCEL EUROPE 2005	COST	359,698.	359,698.
ACCEL 2005	COST	207,421.	207,421.
ACCEL 2006	COST	246,235.	246,235.
ACCEL LONDON 2006	COST	71,734.	71,734.
ACCEL MERITECH III	COST	185,612.	185,612.
IDG-ACCEL CHINA	COST	431,286.	431,286.
GIOVINE INVESTMENT PARTNERS OFFSHORE	COST	1,521,176.	1,521,176.

PACIFIC COMMUNITY VENTURES III	COST	83,592.	83,592.
ACCEL 2007	COST	376,111.	376,111.
ACCEL LONDON 2007	COST	80,922.	80,922.
ACCEL-KKR II	COST	6,575.	6,575.
IDG-ACCEL CHINA II	COST	434,797.	434,797.
ACCEL INVESTORS 2008	COST	594,673.	594,673.
ACCEL LONDON INVESTORS 2008	COST	56,194.	56,194.
ACCEL INVESTORS 2009	COST	161,767.	161,767.
THE GLASS HOUSE	COST	409.	409.
CONNECTED FILM LLC	COST	35,524.	35,524.
TO CATCH A DOLLAR	COST	916.	916.
ACCEL INVESTORS 2010	COST	520,483.	520,483.
SEMBENE!	COST	9,844.	9,844.
WITCH BABA YAGA	COST	15,000.	15,000.
WOMEN ART REVOLUTION	COST	2,319.	2,319.
ONE IN A BILLION	COST	13,500.	13,500.
HOW TO SURVIVE A PLAGUE	COST	0.	0.
IDG-ACCEL CHINA III INVESTORS	COST	426,566.	426,566.
MCP IV (A) INVESTORS LLC	COST	180,632.	180,632.
ACCEL GROWTH FUND INVESTORS 2012	COST	846,217.	846,217.
ACCEL INV. 2012	COST	321,782.	321,782.
NEW GENERATION TURNAROUND FD (BERMUDA)	COST	0.	0.
ACCEL-KKR IV INVESTORS	COST	112,870.	112,870.
MIDWAY (SKY MOO FILMS)	COST	19,333.	19,333.
CAUGHT IN THE NET	COST	15,000.	15,000.
WHO IS DAYANI CRYSTAL	COST	10,961.	10,961.
ACCEL 2013	COST	187,339.	187,339.
ACCEL GROWTH FUND INVESTORS 2013	COST	302,614.	302,614.
SCS INTERNATIONAL EQUITY FUND	COST	2,346,856.	2,346,856.
SCS US EQUITY FUND	COST	4,376,505.	4,376,505.
NEW GENERATION TURNAROUND FD (DELAWARE)	COST	1,304,939.	1,304,939.
THE CRASH REEL	COST	16,667.	16,667.
THE C WORD FKA A MATTER OF LIFE	COST	30,000.	30,000.
AGAINST THE CLOCK	COST	17,531.	17,531.
NEWBURGH FOUR PROJECT	COST	5,000.	5,000.
PRIDE	COST	8,182.	8,182.
ANITA	COST	16,667.	16,667.
TOTAL TO FORM 990-PF, PART II, LINE 13		19,892,926.	19,892,926.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 9

EXPLANATION

WE ARE AN EXEMPT CHARITY NOT REQUIRED TO REGISTER.

2013 Swartz Foundation grants paid with addresses

Date	check #	amount	Charitable Organization	Street	City	State	Zip
4/22/2013	5385	5,000	Bethel AME Church	40 Walk Hill Street	Jamaica Plain	MA	2130
10/21/2013	5436	10,000	Bethel AME Church	40 Walk Hill Street	Jamaica Plain	MA	2130
12/17/2013	5444	5,000	Breakthrough	PO Box 121	Lincoln	VA	20160
12/17/2013	5441	2,000	Campus Crusade for Christ	PO Box 62822	Orlando	FL	32862
12/17/2013	5442	2,000	Campus Crusade for Christ	PO Box 62822	Orlando	FL	32862
12/17/2013	5443	2,000	Campus Crusade for Christ	PO Box 62822	Orlando	FL	32862
2/14/2013	5373	100,000	Carnegie Mellon University	5000 Forbes Avenue, GSIA 213	Pittsburgh	PA	15213
12/31/2013	Wire	100,000	Carnegie Mellon University	5000 Forbes Avenue, GSIA 213	Pittsburgh	PA	15213
12/31/2013	Wire	1,000,000	Carnegie Mellon University	5000 Forbes Avenue, GSIA 213	Pittsburgh	PA	15213
10/29/2013	Wire	5,000	Christian Center of Park City	1283 Deer Valley Drive	Park City	UT	84068
12/17/2013	5445	5,000	Edinboro University Art Department	219 Meadville Street	Edinboro	PA	16444
6/7/2013	5410	5,000	Egyptian Theater	328 Main Street	Park City	UT	84060
5/29/2013	5398	500	Featherstone Center For The Arts	PO Box 1145	Oak Bluffs	MA	02557
12/17/2013	5438	12,500	Firelight Media	324 Convent Avenue	New York	NY	10031
2/15/2013	5374	1,000	Global Fund For Women	222 Sutter Street	San Francisco	CA	94108
12/17/2013	5449	25,000	Harvard Divinity School	45 Francis Avenue	Cambridge	MA	02138
12/30/2013	Wire	3,000,000	Harvard Divinity School	45 Francis Avenue	Cambridge	MA	02138
12/17/2013	5440	2,000	Hinkson Christian Academy (Russian Min)	PO Box 2827	Greenville	NC	27836
5/20/2013	5397	10,000	Igreja Evangelica Assembleia De Deus Semear, Inc.	PO Box 2293	Vineyard Haven	MA	02568
9/11/2013	5427	50,000	International Justice Mission	PO Box 58147	Washington	DC	20037
3/28/2013	5381	500	Juan Diego Catholic High School	300 East 11800 South	Draper	UT	84020
4/16/2013	5384	500	Leisure World Baptist Church	PO Box 4057	Seal Beach	CA	90740
6/18/2013	5418	24,056	Lyme Disease Research Foundation Of Maryland	10755 Falls Road, Suite 200	Luherville	MD	21093
5/1/2013	5392	10,000	Martha's Vineyard Community Services	111 Edgartown Road	Vineyard Haven	MA	02568
4/8/2013	5383	5,000	Martha's Vineyard Film Festival	PO Box 592	Chilmark	MA	02535
5/2/2013	5391	5,000	Martha's Vineyard Film Festival	PO Box 592	Chilmark	MA	02535
8/30/2013	5425	530	Martha's Vineyard Film Festival	PO Box 592	Chilmark	MA	02535
5/30/2013	5405	5,000	Martha's Vineyard Hospital	PO Box 1477	Oak Bluffs	MA	02557
5/29/2013	5400	500	Martha's Vineyard Museum	PO Box 1310	Edgartown	MA	02539
3/7/2013	5377	2,000	Martha's Vineyard Preservation Trust	PO Box 5277	Edgartown	MA	02539
5/15/2013	5394	2,500	Martha's Vineyard Preservation Trust	PO Box 5277	Edgartown	MA	02539
7/7/2013	5419	1,000	Martha's Vineyard Preservation Trust	PO Box 5277	Edgartown	MA	02539
9/11/2013	5428	3,000	Meritus College Fund	PO Box 29024	San Francisco	CA	94129
5/31/2013	5408	10,000	Miss Representation	PO Box 437	Ross	CA	94957
5/16/2013	5395	10,000	National Museum Of Women In The Arts	1250 New York Avenue, NW	Washington	DC	20005
6/7/2013	5414	2,500	National Museum Of Women In The Arts	1250 New York Avenue, NW	Washington	DC	20005
12/17/2013	5446	5,000	National Museum Of Women In The Arts	1250 New York Avenue, NW	Washington	DC	20005
9/30/2013	5432	33,333	National Sailing Hall Of Fame	67-69 Prince George Street	Annapolis	MD	21401
10/9/2013	5434	25,000	Open Eye Pictures, Inc	2656 Bridgeway, Suite 202	Sausalito	CA	94965
4/2/2013	5382	1,000	Park City Community Foundation	PO Box 681499	Park City	UT	84068
6/7/2013	5411	10,000	Park City Performing Arts Center	PO Box 1297	Park City	UT	84060
12/18/2013	Wire	10,000	Right To Play	Chelsea Piers 62, Suite 303	New York	NY	10011
9/27/2013	5431	50,000	Rockefeller Philanthropy Advisors	6 West 48th Street	New York	NY	10036
5/29/2013	5401	1,000	Sail MV	110 Main Street, PO Box 1998	Vineyard Haven	MA	02568
12/17/2013	5450	5,000	Salt Lake Christian Fellowship	615 East Sego Lily Drive	Sandy	UT	84070
4/30/2013	Wire	50,000	San Francisco America's Cup Organizing Committee	Pier 1	San Francisco	CA	94111
4/23/2013	5387	5,000	San Francisco Ballet	455 Franklin Street	San Francisco	CA	94102
2/21/2013	5376	25,000	San Francisco Opera	201 Van Ness Avenue	San Francisco	CA	94102
3/8/2013	5378	25,000	San Francisco Symphony	201 Van Ness Avenue	San Francisco	CA	94102
9/11/2013	5429	20,000	San Francisco Symphony	201 Van Ness Avenue	San Francisco	CA	94102
7/8/2013	5420	10,000	Save Our Sound	4 Barnstable Road	Hyannis	MA	02601
3/13/2013	5379	1,000	Seashore Family Literacy	PO Box 266	Waldport	OR	97394
6/11/2013	5416	50,000	SF Museum of Modern Art	151 Third Street	San Francisco	CA	94103
5/1/2013	5389	2,500	Sheriff's Meadow Foundation	RRI Box 319X	Vineyard Haven	MA	02568
10/18/2013	5435	10,000	Spirit Of Liberty Foundation	Box 2000	Rancho Santa Fe	CA	92067
1/25/2013	5370	1,000	Springville Museum Of Art	126 East 400 South	Springville	UT	84663
6/7/2013	5412	50,000	Sundance Institute	PO Box 684429	Park City	UT	84068
12/30/2013	5452	10,000	The Center For Independent Documentary	680 South Main Street	Sharon	MA	02067
1/9/2013	5368	25,000	The Edgartown Patrolman's Association	PO Box 1118	Edgartown	MA	02539
5/29/2013	5399	500	The Farm Institute	PO Box 1868	Edgartown	MA	02539
9/13/2013	5430	1,000	The Friendship Paddle	920 Garden Street	Santa Barbara	CA	93101
5/19/2013	5396	500	The Island Autism Group, Inc	PO Box 2786	Edgartown	MA	02539
12/18/2013	Wire	16,000	The Meritus College 10x10 Fund	PO Box 29024	San Francisco	CA	94129
6/4/2013	5409	25,000	The Nature Conservancy of Utah	559 East South Temple	Salt Lake City	UT	84102
1/11/2013	5369	10,000	The Park City Foundation	PO Box 681499	Park City	UT	84068
12/31/2013	5453	2,000	The Rivendell Institute	16 Lynwood Place	New Haven	CT	6511
10/8/2013	5433	5,000	The Trinity Forum	2011 Pennsylvania Avenue NW, Suite 250	Washington	DC	20006

5/29/2013	5404	5,000	The Vineyard Playhouse	PO Box 2452	Vineyard Haven	MA	02568
8/14/2013	5423	500	The Voss Foundation	236 W 30th Street	New York	NY	10001
12/17/2013	5448	10,000	Tides Foundation/Instituto Terra Fund	PO Box 29903	San Francisco	CA	94129
3/20/2013	5380	50,000	Tipping Point Community	703 Market Street	San Francisco	CA	94103
5/31/2013	Wire	25,000	U S Olympic Committee	1 Olympic Plaza	Colorado Springs	CO	80909
12/17/2013	5447	5,000	UCSF Foundation	220 Montgomery Street, 5th Fl	San Francisco	CA	94143
6/8/2013	5415	1,000	UMFA	1795 East South Campus Drive, RM 113	Salt Lake City	UT	84112-9902
6/7/2013	5413	250,000	US Ski & Snowboard Association	PO Box 100	Park City	UT	84060
2/15/2013	Wire	92,500	USSTF	PO Box 100	Park City	UT	84060
2/6/2013	5371	22,350	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
2/6/2013	5372	60,000	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
5/15/2013	5393	3,000	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
6/6/2013	Wire	25,000	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
7/30/2013	5422	5,000	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
11/25/2013	5437	25,000	Utah Film Center	122 South Main Street	Salt Lake City	UT	84101
5/1/2013	5390	25,000	Utah Symphony & Opera	123 West South Temple	Salt Lake City	UT	84101
7/17/2013	5421	22,825	Utah Symphony/Utah Opera	123 West South Temple	Salt Lake City	UT	84101
5/29/2013	5402	5,000	Vineyard House, Inc.	PO Box 4599	Vineyard Haven	MA	02568
5/29/2013	5403	500	Vineyard Nursing Association, Inc.	PO Box 399	Vineyard Haven	MA	02568
12/17/2013	5439	1,000	World Vision	PO Box 9716	Federal Way	WA	98063
5/30/2013	5407	100,000	YMCA Of Martha's Vineyard, Inc.	PO Box 881	Vineyard Haven	MA	02568
6/17/2013	5417	10,000	YMCA Of Martha's Vineyard, Inc.	PO Box 881	Vineyard Haven	MA	02568
		5,652,594					

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
SWARTZ FOUNDATION TRUST

Employer identification number (EIN) or
22-6554026

Number, street, and room or suite no. If a P.O. box, see instructions
C/O BRANDYWINE (PTS) 880 THIRD AVENUE, NO. 3FL

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
NEW YORK, NY 10022

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MAIN STREET CPA C/O BRANDYWINE TRUST 7234 LANCASTER PIKE SUITE 300A - HOCKESSIN, DE 19707
  Telephone No.▶ 302-234-5750 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ______, and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$	700,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$	320,000.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$	380,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2014)
323841
12-31-13