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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury Internal Revenue Service

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

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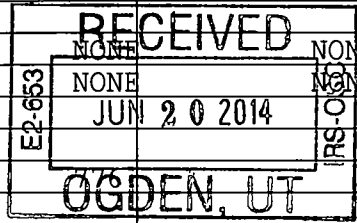
For calendar year 2013 or tax year beginning 03/01, 2013, and ending 02/28, 2014

Name of foundation: SWINDELLS CHAR FDN TR U/W
Employer identification number: 06-6026054
Telephone number: 888-866-3275
City: PROVIDENCE, RI 02901-1802
Check type of organization: Section 501(c)(3) exempt private foundation
Fair market value of all assets at end of year: \$ 2,725,904
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27).

ENVELOPE JUN 17 2014 POST-MARK DATE

SCANNED JUL 08 2014



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	90,427.	75,548.	75,548.
	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)	50,477.	50,477.	57,469.
	b	Investments - corporate stock (attach schedule)	2,051,413.	2,203,332.	2,543,501.
	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)		50,107.	49,386.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,192,317.	2,379,464.	2,725,904.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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, . . . ▶ <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	2,192,317.	2,379,464.		
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)	2,192,317.	2,379,464.		
31	Total liabilities and net assets/fund balances (see instructions)	2,192,317.	2,379,464.		

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	2,192,317.
2	Enter amount from Part I, line 27a	2	175,390.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	11,876.
4	Add lines 1, 2, and 3	4	2,379,583.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	119.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,379,464.



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 PUBLICLY TRADED SECURITIES						
b OTHER GAINS AND LOSSES						
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 1,151,969.		907,852.	244,117.			
b 18,221.			18,221.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) 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			244,117.			
b			18,221.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	262,338.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8						

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	106,132.	2,406,070.	0.044110
2011	104,480.	2,364,673.	0.044184
2010	112,670.	2,271,766.	0.049596
2009	103,211.	2,082,531.	0.049560
2008	140,516.	2,269,713.	0.061909
2 Total of line 1, column (d)			0.249359
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			0.049872
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			2,578,252.
5 Multiply line 4 by line 3			128,583.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,940.
7 Add lines 5 and 6			131,523.
8 Enter qualifying distributions from Part XII, line 4			116,515.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 2,879.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Most 'No' boxes are checked (X).



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A		X	
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		25,599.		

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		-0-	-0-	-0-

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



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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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



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

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	2,554,977.
b	Average of monthly cash balances	1b	62,538.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,617,515.
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	NONE
3	Subtract line 2 from line 1d	3	2,617,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,263.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,578,252.
6	Minimum investment return. Enter 5% of line 5	6	128,913.

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	128,913.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,879.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,879.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	123,034.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	123,034.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	123,034.

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	116,515.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	116,515.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	116,515.

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				123,034.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 24,571.				
b From 2009 170.				
c From 2010 1,204.				
d From 2011 NONE				
e From 2012 NONE				
f Total of lines 3a through e	25,945.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 116,515.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				116,515.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013	6,519.			6,519.
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,426.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
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)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	18,052.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,374.			
10 Analysis of line 9				
a Excess from 2009 170.				
b Excess from 2010 1,204.				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				



Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED STATEMENT	N/A	SEE ATTACH	SEE ATTACHED STATEMENT	96,000.
Total ▶ 3a				96,000.
b <i>Approved for future payment</i> NONE				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	28.	28.
FOREIGN DIVIDENDS	8,376.	8,376.
NONDIVIDEND DISTRIBUTIONS	571.	
DOMESTIC DIVIDENDS	15,578.	15,578.
OTHER INTEREST	14,167.	14,167.
FOREIGN INTEREST	512.	512.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	4,913.	4,913.
NONQUALIFIED FOREIGN DIVIDENDS	1,294.	1,294.
NONQUALIFIED DOMESTIC DIVIDENDS	3,036.	3,036.
	-----	-----
TOTAL	48,475.	47,904.
	=====	=====

SWINDELLS CHAR FDN TR U/W

06-6026054

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NON-TAXABLE FOREIGN INCOME	522.	
PARTNERSHIP INCOME		5.
TOTALS	522.	5.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	550.			550.
TOTALS	550.	NONE	NONE	550.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	6,500.	6,500.
	-----	-----
TOTALS	6,500.	6,500.
	=====	=====



SWINDELLS CHAR FDN TR U/W

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	91.	91.
EXCISE TAX - PRIOR YEAR	289.	
EXCISE TAX ESTIMATES	3,000.	
FOREIGN TAXES ON QUALIFIED FOR	536.	536.
FOREIGN TAXES ON NONQUALIFIED	149.	149.
TOTALS	4,065.	776.



SWINDELLS CHAR FDN TR U/W

06-6026054

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	988.		988.
OTHER CHARITABLE EXPENSES	988.		988.
OTHER INVESTMENT FEE	5.	5.	
PARTNERSHIP EXPENSES		137.	
TOTALS	1,981.	142.	1,976.

SWINDELLS CHAR FDN TR U/W

06-6026054

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912810DW5 UNITED STATES TREAS	50,477.	50,477.	57,469.
TOTALS	50,477.	50,477.	57,469.

SWINDELLS CHAR FDN TR U/W

06-6026054

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
828806109 SIMON PPTY GROUP INC	6,539.		
G3157S106 ENSCO PLC CL A COM	4,338.		
032511107 ANADARKO PETE CORP C	7,982.		
166764100 CHEVRON CORP COM	8,743.		
26875P101 EOG RES INC COM	6,751.		
406216101 HALLIBURTON CO COM	10,552.		
436106108 HOLLYFRONTIER CORP C	3,814.		
780259206 ROYAL DUTCH SHELL PL	9,502.		
806857108 SCHLUMBERGER LTD COM	9,995.		
969457100 WILLIAMS COS INC DEL	7,039.		
009363102 AIRGAS INC COM	5,303.		
232820100 CYTEC INDS INC COM	2,323.		
260543103 DOW CHEM CO COM	7,065.		
767204100 RIO TINTO PLC SPONSO	5,552.		
G29183103 EATON CORP PLC COM	4,671.		
H89128104 TYCO INTL LTD NEW F	5,943.		
00101J106 ADT CORP COM	3,887.		
097023105 BOEING CO COM	10,971.		
31428X106 FEDEX CORP COM	9,581.		
369604103 GENERAL ELEC CO COM	11,206.		
42805T105 HERTZ GLOBAL HLDGS I	2,493.		
428291108 HEXCEL CORP NEW COM	2,446.		
438516106 HONEYWELL INTL INC C	10,828.		
445658107 HUNT J B TRANS SVCS	5,724.		
696429307 PALL CORP COM	3,709.		
773903109 ROCKWELL AUTOMATION	5,346.		
023135106 AMAZON COM INC COM	7,678.		
20030N101 COMCAST CORP NEW CL	3,715.		
25470M109 DISH NETWORK CORP CO	4,883.		

SWINDELLS CHAR FDN TR U/W

06-6026054

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
345370860 FORD MTR CO DEL COM	5,526.		
364760108 GAP INC DEL COM	5,855.		
460690100 INTERPUBLIC GROUP CO	2,445.		
548661107 LOWES COS INC COM	11,897.		
580135101 MCDONALDS CORP COM	15,078.		
887317303 TIME WARNER INC NEW	11,002.		
92553P201 VIACOM INC CL B COM	11,957.		
126650100 CVS CAREMARK CORP CO	9,831.		
50076Q106 KRAFT FOODS GROUP IN	10,062.		
713448108 PEPSICO INC COM	12,518.		
718172109 PHILIP MORRIS INTL I	6,386.		
742718109 PROCTER & GAMBLE CO	17,827.		
002824100 ABBOTT LABS COM	10,590.		
00817Y108 AETNA INC NEW COM	4,431.		
018490102 ALLERGAN INC COM	3,278.		
125509109 CIGNA CORP COM	2,700.		
14149Y108 CARDINAL HEALTH INC	5,435.		
30219G108 EXPRESS SCRIPTS HLDG	8,585.		
375558103 GILEAD SCIENCES INC	5,328.		
436440101 HOLOGIC INC COM	4,816.		
478160104 JOHNSON & JOHNSON CO	20,114.		
58933Y105 MERCK & CO INC NEW C	10,754.		
683399109 ONYX PHARMACEUTICALS	3,869.		
883556102 THERMO FISHER SCIENT	5,478.		
92532F100 VERTEX PHARMACEUTICA	3,456.		
98956P102 ZIMMER HLDGS INC COM	5,363.		
H0023R105 ACE LTD COM	12,148.		
084670702 BERKSHIRE HATHAWAY I	8,508.		
14040H105 CAPITAL ONE FINL COR	8,919.		

SWINDELLS CHAR FDN TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
172967424 CITIGROUP INC NEW CO	12,865.		
354613101 FRANKLIN RES INC COM	5,998.		
38141G104 GOLDMAN SACHS GROUP	9,112.		
46625H100 J P MORGAN CHASE & C	10,075.		
693475105 PNC FINL SVCS GROUP	9,791.		
92826C839 VISA INC CL A COM	3,614.		
949746101 WELLS FARGO & CO NEW	13,344.		
G1151C101 ACCENTURE PLC CL A C	5,337.		
Y0486S104 AVAGO TECHNOLOGIES L	7,743.		
032654105 ANALOG DEVICES INC C	4,422.		
037833100 APPLE INC COM	3,553.		
17275R102 CISCO SYS INC COM	11,500.		
177376100 CITRIX SYS INC COM	6,005.		
192446102 COGNIZANT TECHNOLOGY	3,786.		
268648102 EMC CORP COM	8,402.		
278642103 EBAY INC COM	4,437.		
315616102 F5 NETWORKS INC COM	6,314.		
38259P508 GOOGLE INC CL A COM	11,076.		
594918104 MICROSOFT CORP COM	7,340.		
62886E108 NCR CORP NEW COM	2,793.		
747525103 QUALCOMM INC COM	13,693.		
92343V104 VERIZON COMMUNICATIO	12,994.		
92857W209 VODAFONE GROUP PLC S	6,779.		
748356102 QUESTAR CORP COM	6,352.		
816851109 SEMPRA ENERGY COM	6,092.		
19765J830 COLUMBIA MID CAP VAL	65,000.	65,000.	111,699.
19765P232 COLUMBIA MID CAP GRO	55,000.	55,000.	123,686.
19765Y688 COLUMBIA SELECT LARG	89,536.	89,536.	166,955.
722005667 PIMCO COMMODITY REAL	65,896.		

SWINDELLS CHAR FDN TR U/W

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
411511306 HARBOR INTERNATIONAL	65,000.	65,000.	90,761.
52106N889 LAZARD EMERGING MKTS	105,774.	105,774.	107,727.
197199813 COLUMBIA ACORN INTER	40,000.	40,000.	56,997.
19765H636 COLUMBIA MARSICO INT	65,000.	767,606.	785,060.
202671913 AGGREGATE BOND CTF	747,646.	151,172.	165,663.
1261291Q8 SMALL CAP CTF	126,409.	76,687.	84,725.
464287465 ISHARES MSCI EAFE ET		65,470.	71,084.
922908553 VANGUARD REIT ETF		50,000.	51,346.
22544R305 CREDIT SUISSE COMMOD		274,117.	289,103.
45399C107 DIVIDEND INCOME COMM		131,079.	136,357.
99Z466163 HIGH QUALITY CORE CO		266,891.	302,338.
99Z501647 STRATEGIC GROWTH COM			
TOTALS	2,051,413.	2,203,332.	2,543,501.

SWINDELLS CHAR FDN TR U/W

06-6026054

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV
C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

73935S105 POWERSHARES DB COMMO

C

50,107.

50,107.

49,386.

TOTALS

50,107.

49,386.

=====



SWINDELLS CHAR FDN TR U/W

06-6026054

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

=====

DESCRIPTION -----	AMOUNT -----
CTF COST ADJUSTMENT	10,560.
PARTNERSHIP TRANSACTION ADJUSTMENT	1,316.

TOTAL	11,876.
	=====



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

=====

DESCRIPTION -----	AMOUNT -----
SALES GAIN/LOSS ADJUSTMENT	98.
SECURITIES ADJUSTMENT	16.
ROUNDING	5.

TOTAL	119.
	=====



GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS -5,309.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-5,309.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 24,846.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-1,316.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

23,530.00

=====



SWINDELLS CHAR FDN TR U/W

06-6026054

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 25,599.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION: 25,599.
=====



SWINDELLS CHAR FDN TR U/W
FORM 990PF, PART XV - LINES 2a - 2d
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06-6026054

RECIPIENT NAME:

AMY LYNCH - BANK OF AMERICA
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED STATEMENT

SUBMISSION DEADLINES:

SEE ATTACHED STATEMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED STATEMENT

SCHEDULE D

SWINDELLS CHARITABLE FOUNDATION

Name of organization:

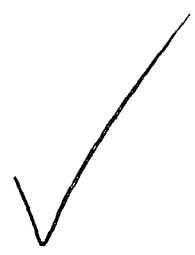
Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:



Does your organization engage in lobbying activities?

Does organization have United States Internal Revenue Service exemption letter dated after 1969?

Yes _____ No _____

Please send us a copy of your tax classification letter under 501 (c) (3) and 509 (a).

Please attach copies of the following:

- 1) most recent audited report.
- 2) operating budget including period of time-
in which grant will be needed and budgeted
sources of income.

Signature of Executive Director

Phone number



FEDERAL FOOTNOTES

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

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
4/25/2013	-3000	CHRISTIAN FELLOWSHIP CTR INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3000	CIRCLE OF CARE FOR FAMILIES WITH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3500	COMMUNITY DINING ROOM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-1500	CT COMMUNITY CARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	FAMILY LIFE EDUCATION INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3000	GIFTS OF LOVE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3000	HANDS ON HARTFORD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	HOCKANUM VALLEY COMM COUNCIL INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	HOLE IN THE WALL GANG FUND INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	INTERVAL HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	LIBERATION PROGRAMS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3000	MALTA HOUSE OF CARE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	MARTIN HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3500	PLAINVILLE COMM FOOD PANTRY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2500	ST FRANCIS HOSP AND MEDICAL CTR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-3000	ST VINCENT DE PAUL MIDDLETOWN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/25/2013	-2000	THE TINY MIRACLES FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/30/2013	-2000	IRIS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	BRIDGEPORT HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	CATHOLIC CHARITIES ARCHDIOCESE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	CENTER FOR HOSPICE CARE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	CHRISTIAN COMMUNITY ACTION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	COVENANT SHELTER OF NEW LONDON	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	FSW, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	HEBRON INTERFAITH HUMAN SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	HILLSIDE FOOD OUTREACH, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	HOMES FOR HOPE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	IMMACULATE CONCEPTION SHELTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	THE JEWISH HOME FOR THE ELDERLY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	NEW HAVEN HOME RECOVERY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	MANCHESTER AREA CONFERENCE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	NETWORK AGAINST DOMESTIC ABUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	OPERATION HOPE OF FAIRFIELD INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	SAFE HAVEN OF GREATER WATERBURY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	SAINT MARY'S HOSPITAL FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	THE SALVATION ARMY OF GREATER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	SOUTH PARK INN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	ST VINCENT DE PAUL PLACE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2000	VNA HEALTH AT HOME INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/16/2013	-2500	YOUTH UNITED FOR SURVIVAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-96000				