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 03/01/13 , and ending 02/28/14

Name of foundation: Harold W. Sweatt Foundation

A Employer identification number: 41-6075860

Number and street (or P O box number if mail is not delivered to street address): P O Box 56 — Room/suite:

B Telephone number (see instructions): 763-242-2287

City or town, state or province, country, and ZIP or foreign postal code: Anoka MN 55303

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) ▶ $ 3,655,709

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

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

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	51,913	51,913		
4	Dividends and interest from securities	61,344	61,344		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,494			
b	Gross sales price for all assets on line 6a 250,019				
7	Capital gain net income (from Part IV, line 2)		1,494		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) Stmt 1	112	112		
12	**Total.** Add lines 1 through 11	114,863	114,863	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	2,995	1,498		1,497
c	Other professional fees (attach schedule) Stmt 3	23,658	23,658		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 4	2,331			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	9,392			9,392
24	**Total operating and administrative expenses.** Add lines 13 through 23	38,376	25,156	0	10,889
25	Contributions, gifts, grants paid	73,750			73,750
26	**Total expenses and disbursements.** Add lines 24 and 25	112,126	25,156	0	84,639
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	2,737			
b	**Net investment income** (if negative, enter -0-)		89,707		
c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	347,307	585,759	585,758
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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 6	1,519,769	1,532,361	2,284,688
c	Investments – corporate bonds (attach schedule) See Stmt 7	993,197	744,890	785,263
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	2,860,273	2,863,010	3,655,709
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	1,217,491	1,217,491	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	1,642,782	1,645,519	
30	**Total net assets or fund balances** (see instructions)	2,860,273	2,863,010	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,860,273	2,863,010	

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	2,860,273
2	Enter amount from Part I, line 27a	2	2,737
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,863,010
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,863,010

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	SALE OF SECURITIES SEE SCHEDULE A	P	04/24/09	02/18/14
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	250,019		248,525	1,494
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,494
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	1,494
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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	100,561	3,249,704	0.030945
2011	107,300	3,162,263	0.033931
2010	109,344	3,055,994	0.035780
2009	81,847	2,890,713	0.028314
2008	143,893	3,002,115	0.047931

2	Total of line 1, column (d)	2	0.176901
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.035380
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,495,666
5	Multiply line 4 by line 3	5	123,677
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	897
7	Add lines 5 and 6	7	124,574
8	Enter qualifying distributions from Part XII, line 4	8	84,639

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	1,794
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	1,794
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	1,794
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,260		
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	2,260
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	2
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	464
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 464 Refunded ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year? N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ Karen McGlynn Telephone no ▶ 763-242-2287
P O Box 56
Located at ▶ ANOKA MN ZIP+4 ▶ 55303

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	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			
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 ▶ 20 , 20 , 20 , 20				
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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	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)? (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)? 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** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (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 8				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		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 The Harold W Sweatt Foundation administers a grant program and does not get involved with direct charitable activities.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	3,086,658
b	Average of monthly cash balances		1b	462,241
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	3,548,899
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	3,548,899
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	53,233
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,495,666
6	**Minimum investment return.** Enter 5% of line 5		6	174,783

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	174,783
2a	Tax on investment income for 2013 from Part VI, line 5	2a 1,794		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,794
3	Distributable amount before adjustments Subtract line 2c from line 1		3	172,989
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	172,989
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	172,989

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	84,639
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	84,639
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	84,639

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					172,989
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				29,395	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2013					
a From 2008					
b From 2009					
c From 2010					
d From 2011					
e From 2012					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 84,639					
a Applied to 2012, but not more than line 2a				29,395	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2013 distributable amount					55,244
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					117,745
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011					
d Excess from 2012					
e Excess from 2013					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Harold W Sweatt Foundation 763-242-2287
P O Box 56 ANOKA MN 55303

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

See Statement 9

c Any submission deadlines

None

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

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 Paid during the year				
	none			73,750
Total			▶ 3a	73,750
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	51,913	
4 Dividends and interest from securities			14	61,344	
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	112	
8 Gain or (loss) from sales of assets other than inventory			18	1,494	
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		114,863	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 114,863

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

Signature of officer or trustee: [signature] Date: 6/11/14 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Darcy M. Rasmussen	Darcy Rasmussen CPA	5/9/14	PTIN
Firm's name ▶ Sevenich, Butler, Gerlach & Brazil, LTD		Firm's EIN ▶	
Firm's address ▶ 2221 Ford Parkway, Suite 300 St. Paul, MN 55116-1800		Phone no 651-690-1040	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Other miscellaneous income	$ 112	$ 112	$
Total	$ 112	$ 112	$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 2,995	$ 1,498	$	$ 1,497
Total	$ 2,995	$ 1,498	$ 0	$ 1,497

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment fees	$ 17,658	$ 17,658	$	$
Karen McGlynn fees	6,000	6,000		
Total	$ 23,658	$ 23,658	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal income taxes paid	$ 2,331	$	$	$
Total	$ 2,331	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
Karen McGlynn fees	9,000			9,000
Bank fees	367			367
State of Minnesota fee	25			25
Total	$ 9,392	$ 0	$ 0	$ 9,392

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached Schedule B	$ 1,519,769	$ 1,532,361	Cost	$ 2,284,688
Total	$ 1,519,769	$ 1,532,361		$ 2,284,688

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See Schedule B	$ 993,197	$ 744,890	Cost	$ 785,263
Total	$ 993,197	$ 744,890		$ 785,263

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Ian M Reed PO BOX 56 ANOKA MN 55303	Co-Trustee	1.00	0	0	0

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
None	$
Total	$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
None	$
Total	$ 0

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

Applicants discretion should be utilized. However, mail requests only.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

None

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

None

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
Bond interest	$ 51,621		14	MN	
Money market account	292		14	MN	
Total	$ 51,913				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
Dividend income	$ 61,344		14	MN	
Total	$ 61,344				

HAROLD W. SWEATT FOUNDATION
(ID# 41-6075860)
F.Y. 2-28-2014
SCHEDULE A

Part IV Capital Gains and Losses for Tax on Investment Income

(a) Property Sold	(b) How Acquired	(C) Date Acquired	(d) Date Sold	(e) Sales Price	(f) Depreciation Allowed	(g) Cost Basis	(h) Gain or (loss)
ALLSTATE LIFE GLOBAL FN TRUST 5 375% 50M	P	4/24/2009	4/30/2013	50,000 00		49,412 70	587 30
WACHOVIA CORP NTS 5.7% 50M	P	4/24/2009	8/1/2013	50,000.00		49,704 00	296.00
AMERICAN EXPRESS CREDIT CO 7 3% 50M	P	4/24/2009	8/20/2013	50,000.00		49,437 50	562.50
CREDIT SUISSE NTS 5 125% 50M	P	4/24/2009	1/15/2014	50,000 00		50,118 50	(118 50)
LOCKHEED MARTIN CORP LITIGATION	P	1/1/2011	1/8/2014	19.38		-	19.38
EATON CORP PLC	P	12/6/2012	2/28/2014	-		217.94	(217 94)
CATERPILLAR FINANCIAL 6 125% 50M	P	4/24/2009	2/18/2014	50,000 00		49,635 00	365 00
				250,019 38		248,525 64	1,493 74

SWEATT FOUNDATION
FEDERAL ID 41-6075860
F. Y. 2/28/14

Schedule B	Book Value	Market Value
Common stock		
Abbott Labs 650 shares	$ 12,941	$ 25,857
Abbvie Inc 650 shares	14,034	33,092
American Electric Power Inc 750 shares	26,032	37,650
Appache Corporatin 200 shares	23,750	15,858
Apple Inc 125 shares	25,325	65,780
ATT Inc 800 shares	20,285	25,544
Celanese Corp 800 shares	21,680	42,712
Citigroup Inc 600 shares	25,270	29,178
Conocophillips Com 650 Shares	28,604	43,225
Dollar Tree Stores Inc 1200 shares	19,254	65,724
Eaton Corp 348 shares	17,758	25,999
Ebay Inc 875 shares	20,876	51,424
Equity Residential 450 shares	27,221	26,312
Exxon Mobil Corp 475 shares	28,319	45,728
Freeport McMoran Copper & Gold Inc 500 shares	20,792	16,310
General Ele Co Com 1700 shares	26,894	43,299
Goldman Sachs Group Inc 120 shares	20,744	19,974
Intel Corp Com 1200 shares	25,201	29,712
IBM Corporation 151 shares	24,927	27,961
Invesco ltd 1100 shares	27,662	37,730
Johnson Controls Inc 850 shares	25,126	41,990
Johnson & Johnson 600 shares	36,073	55,272
JP Morgan Chase & Co 600 shares	25,453	34,092
McDonalds Corp 400 shares	22,110	38,060
Metlife Inc 800 shares	21,342	40,536
Microsoft Corp 875 shares	25,847	33,521
Oracle Corp 750 shares	24,292	29,333
Pepsico Inc 500 shares	29,930	40,035
Pfizer Inc 1500 shares	26,652	48,165
Phillips 66 325 shares	9,019	24,330
Price T Rowe Group Inc 500 shares	24,560	40,585
Procter & Gamble Co 500 shares	31,488	39,330
Qualcomm Inc 350 shares	12,277	26,352
JM Smucker Co 450 shares	28,075	45,005
Schlumberger Ltd 300 shares	20,067	27,900
Union Pacific Corp 350 shares	25,186	63,133
Unitedhealth Group Inc 850 shares	25,678	65,680
United Technologies Corp 400 shares	27,183	46,808
Viacom Inc Class B 750 shares	25,733	65,798
Phillip Morris Intl 275 Shares	5,960	22,250
Cisco Systems 1300 Shares	28,249	28,340
Litman Gregory Masters Intl 6551.064 shares	85,000	119,033
Royce Total Return Fd 3726 392 shares	45,164	60,964
Fidelity Advisors Floating High Inc 11035 837 share	105,048	110,138
Harding Loevneremerg Mkts 1032.779 shares	45,447	49,150
Harbor Intl Fd 1589.572 shares	100,000	113,511
Ishares Barclays Tr U S TIPS 400 shares	42,257	45,080
T Rowe Price High Yield 8056.499 shares	54,300	58,571
T Rowe Price Mid Cap Growth 1029.102 shares	38,000	78,356
T Rowe Price Mid Cap Value 2751.482 Shares	59,276	84,305
	$ 1,532,361	$ 2,284,688

SWEATT FOUNDATION
FEDERAL ID 41-6075860
F. Y 2/28/14

Corporate debt securities

AMERICAN EXPRESS CR 50M 5.3% 12/2/15	$ 47,599	$ 53,942
ASSOC CORP N AMER 50M 6 95% 11/1/18	57,369	59,983
BANK OF AMERICA 50M 6% 6/15/16	53,676	55,036
BANK OF AMERICA 50M 5.625% 10/14/16	55,425	55,507
BARCLAYS BANK 50M 6.75% 5/22/19	58,393	60,539
BEAR STEARNS CO INC 50M 5.7% 11/15/14	50,806	51,835
CITIGROUP INC 50M 6.125% 11/21/17	57,520	57,834
GENERAL ELECTRIC 5.25% 12/6/17 50M	51,661	57,041
GENERAL ELECTRIC 5.625% 5/16/18 50M	53,956	57,728
GOLDMAN SACHS GRP 50M 5.125% 1/15/15	47,646	51,946
MBNA CORP 50M 5% 6/15/15	51,955	52,608
MORGAN STANLEY 5.95% 12/28/17 50M	51,495	57,363
MORGAN STANLEY 5.75% 10/18/16 50M	52,215	55,718
ROYAL BK SCOTLAND 50M 6.4% 10/21/19	55,176	58,187
	$ 744,890	$ 785,263
Total Securities	$ 2,277,251	$ 3,069,951

ARTS

NAME	ADDRESS	IRS STATUS & Description	AMOUNT
Big Sky Association	P O Box 160308 Big Sky, MT 59716	501 c3	$ 1,000
Burlington City Arts	135 Church Street Burlington, VT 05401	501 c3	$ 250
Flynn Center for the Arts	153 Main Street Burlington VT 05401	501 c 3	$ 7,500
TOTAL			$ 8,750

EDUCATION

NAME	ADDRESS	IRS Status & Description	AMOUNT
International College	215 Park Avenue #1802 New York, NY 10003	509a1 Education	$ 15,000
Oakwood School	11600 Magnolia Blvd. No. Hollywood, CA 91601-3098	501c3 education	$ 2,000
Stanford University	301 Encina Hall Stanford, CA 94305-6076	501c3 education	$ 3,000
Westmark School	5461 Louise Avenue Encino, CAS 91316	501c3 Education	$ 1,000
TOTAL			$ 21,000

RELIGIOUS

NAME	ADDRESS	IRS Status & Description	AMOUNT
All Saints of Big Sky	P O Box 161026 Big Sky, MT 59706	501c3 religious	$ 1,000
Bethesda by the Sea	Palm Beach, FL 33480	501c3 religious	$ 1,500
Lighthouse Ministries	4208 Hemlock Lane No Plymouth, MN 55441	501c3	$ 5,000
Pilgrim Center for Reconciliation	7001 Cahill Road, Suite 17 Edina, MN 55439	501c3	$ 1,000
Wayzata Community Church	125 Wayzata Blvd. E. Wayzata, MN 55391	501c3 Religious	$ 7,500
Total			$ 16,000

SOCIAL

NAME	ADDRESS	IRS Status & Description	AMOUNT
Center for Family Services	4101 Parker Avenue West Palm Beach, FL 33403	501c3	$ 3,000
Committee on Temporary Shelter	P O Box 1616 Burlington, VT 05401	501c3	$ 500
Courage Center	3915 Golden Valley Road Minneapolis, MN 55422	501c3	$ 2,000
InnerCity Tennis	4005 Nicollet Ave S Minneapolis, MN 55409	501c3	$ 2,000
King Street Youth	P O Box 1615 Burlington, VT 05442	501c3	$ 500
Outreach, Inc.	301 Center Street, P O Box 561 Union, Iowa 50258	501c3	$ 1,500
Pathway Minneapolis Health	3115 Hennepin Ave S. Minneapolis, MN 55408	501c3	$ 2,000
Place of Hope	9078 Isaiah Lane Palm Beach Gardens, FL 33418	501c3	$ 3,000
TOTAL			$ 14,500

MISCELLANEOUS

NAME	ADDRESS	IRS Status & Description	AMOUNT
African Wildlife Foundation	1400 Sixteenth Street NW #120 Washington, DC 20036-2249	501c3 Conservation	$ 1,000
Deep Portage	2197 Nature Center Dr. NW Hackensack, MN 56452	501c3 Conservation	$ 1,500
Forests Forever	142 Sansome Street, 5th Floor San Francisco, CA 94104	501c3 Conservation	$ 500
Gallatin Valley Land Conservation	P O Box 7021 Bozeman, MT 59771	501c3 Conservation	$ 1,000
Greater Yellowstone	P O Box 1874 Bozeman, MT 59771	501c3 Conservation	$ 2,500
Heart of the Valley	PO Box 11390 Bozeman,, MT 59719-1390	501c3	$ 1,000
Minnesota Animal Protection	P O Box 14492 Minneapolis, MN 55414	501c3	$ 1,200
Nature Conservancy	4245 N. Fairfax Drive #100 Arlington, VA 22203	501c3 Conservation	$ 2,000
Return to Freedom American Wild Horse Preservation	P O Box 1048 Hillsborough, NC 27278	501c3	$ 800
Women in Action	P O Box 161143 Big Sky, MT 59716	501c3	$ 1,000
World Wildlife	1250 24th St. NW Washington, DC 20037	509a1 conservation	$ 1,000
TOTAL			$ 13,500
TOTAL CONTRIBUTIONS			**$ 73,750**

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
William S Reed PO BOX 56 ANOKA MN 55303	Co-Trustee	2.00	0	0	0
Harold S Reed PO BOX 56 ANOKA MN 55303	Co-Trustee	1.00	0	0	0
Lachlan W Reed PO BOX 56 ANOKA MN 55303	Co-Trustee	1.00	0	0	0
Mark H. Reed P.O. BOX 56 ANOKA MN 55303	Co-Trustee	1.00	0	0	0
Aida Reed Luce P. O. BOX 56 ANOKA MN 55303	Co-Trustee	1.00	0	0	0