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Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Trust Treated as Private Foundation
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 ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

20

Name of foundation

THE SWINERTON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

260 TOWNSEND STREET, 5TH FL

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94107

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

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at J Accounting method Cash Accrual
 end of year (from Part II, col. (c), line 16) ► \$ 935,493. (Part I, column (d) must be on cash basis)

A Employer identification number

03-0490864

B Telephone number (see instructions)

(415) 984-1248

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► 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)
1 Contributions, gifts, grants, etc., received (attach schedule)	541,822.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B	77.	77.		
3 Interest on savings and temporary cash investments	8,909.	8,909.		
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	184,964.			
b Gross sales price for all assets on line 6a	607,959.			
7 Capital gain net income (from Part IV, line 2)		184,964.		2015
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	735,772.	193,950.		
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) ATCH 1	3,050.			3,050.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) [2]	85.			85.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 3.	120,063.			
24 Total operating and administrative expenses				
Add lines 13 through 23.	123,198.			3,135.
25 Contributions, gifts, grants paid	432,969.			432,969.
26 Total expenses and disbursements Add lines 24 and 25	556,167.	0	0	436,104.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	179,605.			
b Net investment income (if negative, enter -0-)		193,950.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	166,208.	429,270.	429,270.
	2	Savings and temporary cash investments	126,015.	51,935.	51,935.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	483,915.	429,008.	429,008.
	c	Investments - corporate bonds (attach schedule) ATCH 5	129,015.	25,280.	25,280.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	905,153.	935,493.	935,493.
	17	Accounts payable and accrued expenses		12,430.	
	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	12,430.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	24	Unrestricted	905,153.	923,062.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	905,153.	923,062.	
	31	Total liabilities and net assets/fund balances (see instructions)	905,153.	935,493.	

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	905,153.
2	Enter amount from Part I, line 27a	2	179,605.
3	Other increases not included in line 2 (itemize) ► ATCH 6	3	630.
4	Add lines 1, 2, and 3	4	1,085,388.
5	Decreases not included in line 2 (itemize) ► ATCH 7	5	162,326.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	923,062.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	184,964.	
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0	

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))
2013	415,980.	894,925.	0.464821
2012	333,042.	812,688.	0.409803
2011	304,410.	851,254.	0.357602
2010	336,372.	837,796.	0.401496
2009	452,996.	722,543.	0.626947
2 Total of line 1, column (d)			2 2.260669
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 0.452134
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 975,814.
5 Multiply line 4 by line 3			5 441,199.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,940.
7 Add lines 5 and 6			7 443,139.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 436,104.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)
1	3,879.	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a <input type="checkbox"/> 397.
b	Exempt foreign organizations - tax withheld at source	6b <input type="checkbox"/>
c	Tax paid with application for extension of time to file (Form 8868)	6c <input type="checkbox"/>
d	Backup withholding erroneously withheld	6d <input type="checkbox"/>
7	Total credits and payments Add lines 6a through 6d	397.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11	

Part VII-A Statements Regarding Activities

Part VII-A Statements Regarding Activities		
1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8a	CA,	
8b	X	
9		X
10		X

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?

1b 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

1c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8a CA,

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► WWW.SWINERTON.COM/FOUNDATION/INDEX.HTML		
14	Telephone no ► 415-984-1248	
Located at ► 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA ZIP+4 ► 94107		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> 15	
16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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 2014?		
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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)		
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 2014 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 2014)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2014?		

Form 990-PF (2014)

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	
Organizations relying on a current notice regarding disaster assistance check here ►		<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3. Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ►
Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	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 449,489.
b	Average of monthly cash balances	1b 541,185.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 990,674.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 990,674.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 14,860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 975,814.
6	Minimum investment return. Enter 5% of line 5	6 48,791.

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 48,791.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 3,879.
b	Income tax for 2014. (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 3,879.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 44,912.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 44,912.
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 44,912.

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 436,104.
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	4 436,104.
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	6 436,104.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				44,912.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	417,053.			
b From 2010	294,686.			
c From 2011	262,077.			
d From 2012	292,912.			
e From 2013	371,448.			
f Total of lines 3a through e	1,638,176.			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 436,104				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				44,912.
e Remaining amount distributed out of corpus	391,192.			
5 Excess distributions carryover applied to 2014 . (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	2,029,368.			
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	417,053.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,612,315.			
10 Analysis of line 9				
a Excess from 2010	294,686.			
b Excess from 2011	262,077.			
c Excess from 2012	292,912.			
d Excess from 2013	371,448.			
e Excess from 2014	391,192.			

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 2014, 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)																																																																																				
<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2014</th> <th>(b) 2013</th> <th>(c) 2012</th> <th>(d) 2011</th> </tr> </thead> <tbody> <tr> <td>2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a "Assets" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c "Support" alternative test - enter</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(ii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization.</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2014	(b) 2013	(c) 2012	(d) 2011	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)(ii)					(3) Largest amount of support from an exempt organization.					(4) Gross investment income				
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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
- 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	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT A				432,969.
Total			► 3a	432,969.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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 X No

b If "Yes," complete the following schedule

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

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.

**Sign
Here**

 Shirley Stern
Signature of officer or trustee

5/14/15

► Treasure

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

Paid Preparer Use Only	Print/Type preparer's name JENNIFER LUNDBERG	Preparer's signature 	Date 5/13/15	Check <input type="checkbox"/> if self-employed	PTIN P01277699
	Firm's name ► KRUTILLA & ASSOCIATES, INC.	Firm's EIN ► 46-4942877			
	Firm's address ► 350 N. WIGET LANE, STE 150 WALNUT CREEK, CA	94598	Phone no	925-941-5440	

Form 990-PF (2014)

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

THE SWINERTON FOUNDATION

Employer identification number

03-0490864

Organization type (check one)

Filers of:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SWINERTON BUILDERS 260 TOWNSEND STREET SAN FRANCISCO, CA 94107	\$ 222,385.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MISC OTHER CONTRIBUTIONS <5K	\$ 267,637.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	PERFORMANCE CONTRACTING, INC. 609 MISSION STREET SUITE 500 SAN FRANCISCO, CA 94105	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	DYNAELECTRIC 4462 CORPORATE CENTER DRIVE LOS ALAMITOS, CA 90720	\$ 5,050.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	ARTHUR J. GALLAGHER & CO. 2201 BROADWAY 725 OAKLAND, CA 94612	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	CUPERTINO ELECTRIC 1132 NORTH SEVENTH ST. SAN JOSE, CA 95112	\$ 6,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	DURO ELECTRIC - DENVER GRAND PRIX 2271 WEST YALE AVE. ENGLEWOOD, CO 80110	\$ 8,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	MARTIN BROS. / MARCOWALL, INC. 17104 S FIGUEROA ST. GARDENA, CA 90248	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
9	ROSENDIN ELECTRIC, INC. 880 MABURY ROAD SAN JOSE, CA 95133	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
10	SASCO 2750 MOORE AVENUE FULLERTON, CA 92833	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE SWINERTON FOUNDATION

Employer identification number

03-0490864

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

Name of organization THE SWINERTON FOUNDATION

Employer identification number

03-0490864

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less for the year* (Enter this information once See instructions) ► \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held								
			<p style="text-align: center;">(e) Transfer of gift</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 5px;">Transferee's name, address, and ZIP + 4</td> <td style="width: 50%; padding: 5px;">Relationship of transferor to transferee</td> </tr> <tr> <td style="padding: 5px;"> </td> <td style="padding: 5px;"> </td> </tr> <tr> <td style="padding: 5px;"> </td> <td style="padding: 5px;"> </td> </tr> <tr> <td style="padding: 5px;"> </td> <td style="padding: 5px;"> </td> </tr> </table>	Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee						
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Relationship of transferor to transferee											

Association	Contribution	Date	Address 1	Address 2	Phone	Tax ID	Extension
American Heart Association (2013 commitment)	\$ 10,000.00	1/16/2014	2700 O Street	Sacramento, CA 95811	916-446-6505	13-5613797	509(a)(1)
Ende Housing	\$ 1,000.00	2/5/2014	345 State Street, Suite 700	San Francisco, CA 94105	None	94-2827999	509(a)(1)
Colorado State University (CM Cares)	\$ 5,000.00	2/5/2014	1584 Campus Delivery	Fort Collins, CO 80523	970-491-1060	23-7096397	509(a)(1)
Cystic Fibrosis Foundation	\$ 1,000.00	2/5/2014	10455 Sorento Valley Road, Suite 103	San Diego, CA 92121	858-452-2873	13-1930701	509(a)(1)
Great Aloha Run / Carole Kai Charities	\$ 3,000.00	2/5/2014	418 Kuihi Street, Suite 102	Honolulu, HI 96817	98-0314751	509(a)(2)	
Leap	\$ 700.00	2/5/2014	2601 Mission Street, Suite 603	San Francisco, CA 94110	415-512-1899	94-2602967	509(a)(2)
Or Loh, Inc	\$ 2,500.00	2/5/2014	1333 Bush Street	San Francisco, CA 94109	415-292-8888	94-3101464	509(a)(1)
Royal Family KIDS	\$ 250.00	2/5/2014	3000 MacArthur Blvd , Suite 412	Santa Ana, CA 92704	714-438-2494	33-0380021	509(a)(2)
Sierra Forever Families	\$ 5,000.00	2/5/2014	8928 Volunteer Lane, Suite 100	Sacramento, CA 95826	916-368-5114	68-0002878	509(a)(1)
AmERICAN Lung Association (Greater Bay Area)	\$ 2,000.00	2/10/2014	424 Pendleton Way	Oakland, CA 94621	510-982-3149	94-0362650	509(a)(1)
Ronald McDonald House Charities of Southern California	\$ 250.00	2/10/2014	1245 Howard Street	San Francisco, CA 94103	415-575-0423	23-7394580	509(a)(1)
Asian Neighborhood Design	\$ 10,000.00	2/11/2014	101 Montgomery Street, Suite 300	San Francisco, CA 94104	None	23-7223333	509(a)(1)
Trusts for Public Land	\$ 10,000.00	2/13/2014	9404 Genesee Avenue, Suite 240	San Rafael, CA 94903	303-906-8834	13-5613797	509(a)(1)
AmERICAN Heart Association San Diego	\$ 5,000.00	2/13/2014	P O Box 255584	Oakland, CA 94607	510-6-4499-1890, ext 7460	13-6238688	509(a)(1)
Rebuilding Together Sacramento	\$ 1,000.00	2/16/2014	853 W 17th Street	Honolulu, HI 96813	916-445-1880, ext 6	68-0246355	509(a)(1)
Roadtrip Nation Org	\$ 5,000.00	2/16/2014	6330 San Vicente Blvd , Suite 201	Costa Mesa, CA 92627	949-764-9121, ext 214	26-388207	509(a)(2)
Ronald McDonald House Charities of Northern California	\$ 1,000.00	3/26/2014	4560 Foothill Avenue	Los Angeles, CA 90029	323-644-3082	95-3167869	509(a)(1)
AmERICAN Red Cross - Shofomish Chapter	\$ 5,000.00	4/1/2014	Everett Office, 2530 Lombard Avenue	Everett, WA 98201	425-252-4103	53-0198605	509(a)(1)
Alzheimer's Association of Northern California	\$ 5,000.00	4/9/2014	4340 Redwood Hwy	San Rafael, CA 94903	707-573-1210	94-2897949	509(a)(2)
AmERICAN Diabetes Association	\$ 3,000.00	4/9/2014	494 9th Street, #300	Oakland, CA 94607	510-6-54-4499-1890, ext 7460	13-6238688	509(a)(1)
Arthritis Foundation (Fawcett Walk)	\$ 5,000.00	4/9/2014	760 Haleakala Street, Suite 201	Los Angeles, CA 90048	808-598-2900	95-088447	509(a)(1)
Autism Speaks	\$ 1,000.00	4/9/2014	6330 San Vicente Blvd , Suite 201	Rye, NY 10580	888-540-9255	20-2329938	509(a)(2)
Avon Foundation for Women	\$ 1,000.00	4/9/2014	1 Avon Plaza	Los Angeles, CA 90003	323-791-1780	75-307659	509(a)(1)
California Community Connection Corporation	\$ 3,500.00	4/9/2014	8323 S Figueroa Street	Santa Ana, CA 92705	949-250-0488, ext 276	95-3167866	509(a)(1)
Community Services Program	\$ 3,500.00	4/9/2014	1221 E Dyer Rd , #120	Oakland, CA 94607	510-208-7330, ext 0	90-0123340	509(a)(1)
CyberPatriot Inc Training Center	\$ 5,000.00	4/9/2014	2229 Poplar Street	San Francisco, CA 94114	415-863-2676	11-3740581	509(a)(2)
Golden Gate Philharmonic	\$ 575.00	4/9/2014	3058 Market Street	San Francisco, CA 94103	415-865-2105	94-7750329	509(a)(1)
Mission Hilltop Hall	\$ 5,000.00	4/9/2014	3080 16th Street	San Francisco, CA 94158	415-974-3784, ext 25	94-7915039	509(a)(2)
North & South of Market Adult Day Care Corp (SteppingStone)	\$ 1,000.00	4/9/2014	930 Fourth Street, 2nd Floor	San Jose, CA 95112	408-270-9510, ext 10	74-5285361	509(a)(1)
Rebuilding Together Silicon Valley	\$ 10,000.00	4/9/2014	1701 S 7th Street, Suite 10	Pleasant Hill, CA 94523	925-944-8801, ext 211	68-0363121	509(a)(1)
Special Olympics of Northern California	\$ 1,000.00	4/9/2014	3480 Bushkin Ave , Suite 340	San Francisco, CA 94102	415-592-2704	68-0480736	509(a)(2)
St. Anthony Foundation	\$ 1,000.00	4/9/2014	150 Golden Gate Avenue	Los Angeles, CA 90037	323-541-1600, ext 1115	415-625-1155	509(a)(1)
St. John's Well Child & Family Center	\$ 5,000.00	4/9/2014	808 W 58th Street	San Francisco, CA 94105	415-625-1155	13-5844916	509(a)(1)
Leukemia & Lymphoma Society	\$ 1,000.00	4/9/2014	221 Main Street, Suite 1550	Oakland, CA 94612	510-891-8773, ext 315	94-2828867	509(a)(1)
Tradewomen Inc.	\$ 2,500.00	4/9/2014	1433 Webster Street	San Francisco, CA 94102	415-503-5377	94-1152284	509(a)(1)
San Francisco Symphony	\$ 1,500.00	4/9/2014	Davies Symphony Hall	San Diego, CA 92101	619-398-3294	33-0556416	509(a)(1)
USS Midway Museum	\$ 7,000.00	4/11/2014	910 North Harbor Drive	Sacramento, CA 95815	916-446-7933	13-7789491	509(a)(1)
AmERICAN Cancer Society (Relay for Life)	\$ 10,000.00	4/11/2014	1545 River Park Drive, Suite 100	San Francisco, CA 94105	415-644-4885	94-1492232	509(a)(1)
SPUR	\$ 5,000.00	4/22/2014	654 Mission Street	Oakland, CA 94607	408-450-8992	27-009-002	509(a)(2)
ACE Mentor - Greater Bay Area Chapter	\$ 2,500.00	4/22/2014	1111 Broadway, Suite 2100	Atlanta, GA 30354	404-715-7886	58-2225585	509(a)(1)
Delta Flight Museum	\$ 1,000.00	4/22/2014	1060 Delta Blvd , Blng B, Dept 914	City of Industry, CA 91789	908-839-9061	03-0505898	509(a)(2)
ACE Mentor - Los Angeles	\$ 5,000.00	4/22/2014	231 Benton Court	San Diego, CA 92106	858-945-0373	20-118138	509(a)(1)
ACE Mentor - San Diego	\$ 2,500.00	4/22/2014	1050 Roscrans Street, Suite B	White Plains, NY 10605	None	13-5644916	509(a)(1)
Leukemia & Lymphoma Society	\$ 1,000.00	4/29/2014	1311 Main Avenue, Suite 310	San Francisco, CA 94103	415-58-1797	68-0287303	509(a)(2)
San Francisco AIDS Foundation	\$ 5,000.00	5/6/2014	1035 Market Street	Long Beach, CA 90804	582-476-7637, ext 1229	94-1153347	509(a)(1)
The Salvation Army	\$ 2,000.00	5/2/2014	485 East Spring Street	Mission Viejo, CA 92650	945-229-2293	33-0204719	509(a)(1)
Hugh O'Brien Youth Leadership	\$ 1,000.00	5/2/2014	P O Box 2100	Coconut Creek, FL 33073	923-362-8660	91-1904304	509(a)(2)
Alexia Telegioclastia Children's Project	\$ 750.00	5/4/2014	5300 W Hillsboro Blvd , #105	San Francisco, CA 94142	408-490-3142	13-5844916	509(a)(1)
Downey Symphonic Society	\$ 2,000.00	5/4/2014	P O Box 763	Downey, CA 90241	510-375-2380	24-1909575	509(a)(2)
Get on the Bus	\$ 1,000.00	5/4/2014	6400 Laurel Canyon Blvd . Suite 304	North Hollywood, CA 91606	626-221-9797	68-0287303	509(a)(1)
Gritty City Repertory Theatre	\$ 1,000.00	5/4/2014	1540 Broadway	Oakland, CA 94612	None	45-3181349	509(a)(1)
Hope of the Valley Rescue Mission	\$ 1,500.00	5/4/2014	P O Box 248	Sun Valley, CA 91353	None	27-2053273	509(a)(1)
LeLeP	\$ 3,000.00	5/4/2014	2801 Mission Street, Suite 803	Santa Monica, CA 90404	415-512-3338, ext 7028	95-5002855	509(a)(2)
Leukemia & Lymphoma Society	\$ 2,000.00	5/4/2014	675 N First Street, Suite 1100	Danville, CA 94526	923-362-8660	91-1904304	509(a)(2)
MacCanDo! Fenderlin Youth Track Club	\$ 1,500.00	5/4/2014	401 S Hope Street	Los Angeles, CA 90071	408-491-7405	95-1644052	509(a)(1)
National Black Contractors Association (YouthBuild)	\$ 5,000.00	5/4/2014	6125 Imperial Ave . Suite A	San Diego, CA 92114	619-263-9791	33-0397378	509(a)(2)
Santa Cruz AIDS Project/Encompass Community Services	\$ 1,000.00	5/4/2014	P O Box 557	Santa Cruz, CA 95061	831-427-3907	94-1153347	509(a)(2)
SMUSD Young Collegians (Santa Monica-Malibu Education Foundation)	\$ 500.00	5/4/2014	1638 17th Street	Santa Monica, CA 90404	310-450-0338, ext 7028	95-5002855	509(a)(1)
Down Syndrome Connection of the Bay Area	\$ 1,000.00	5/4/2014	101-J Town and Country Drive	San Jose, CA 95112	923-362-8660	91-1904304	509(a)(2)
YMCA (Keichum-Downtown)	\$ 2,500.00	5/15/2014	720 Kohl Street	Los Angeles, CA 90021	213-639-7454	95-1644052	509(a)(1)
Inner City Arts	\$ 1,000.00	5/15/2014	720 Kohl Street	Denver, CO 80250	720-365-1231	95-4239478	509(a)(1)
ACE Mentor - Denver Chapter	\$ 2,000.00	5/30/2014	P O Box 102917	Honolulu, HI 96817	808-432-1960	13-1788491	509(a)(1)
AmERICAN Heart Association (Relay for Life - Windward Oahu)	\$ 1,000.00	8/5/2014	2370 Nuuanu Avenue	San Francisco, CA 94104	415-773-2519	13-5613797	509(a)(1)
Bright Horizons Foundation for Children	\$ 5,000.00	8/5/2014	350 California Street, Mezzanine Level	Brentwood, TN 37027	615-238-5049	62-1782263	509(a)(1)

Association	Contribution	Date	Address 1	Address 2	Phone	Tax ID	Extension
Neighborhood Youth Achievers	\$ 5,000.00	8/5/2014	10224 S Compton Ave, #103	Los Angeles, CA 90002	323-569-5962	56-2392509	509(a)(1)
Phenixis of Watts	\$ 4,000.00	9/5/2014	10828 Los Dillen Ave	Los Angeles, CA 90059	323-566-7556	56-0235050	509(a)(1)
Penninsula Human Society	\$ 5,000.00	8/5/2014	1450 Rollins Road	Burlingame, CA 94010	650-340-7022, ext 3127	94-1243665	509(a)(2)
Leukemia & Lymphoma Society (Team in Training)	\$ 750.00	8/5/2014	221 Main Street, Suite 1550	San Francisco, CA 94105	866-846-7388	13-5644916	509(a)(1)
Boy Scouts of America	\$ 8,000.00	8/6/2014	1001 Davis Street	San Leandro, CA 94577	510-577-3242	94-1563616	509(a)(1)
American Heart Association - Puget Sound	\$ 5,000.00	8/6/2014	710 2nd Avenue, Suite 900	Seattle, WA 98104	206-632-8881	13-5613797	509(a)(1)
St. Vincent de Paul Society	\$ 1,560.00	8/18/2014	1237 Van Ness Avenue, Suite 200	San Francisco, CA 94109	None	94-1571017	509(a)(1)
ACE Mentor - Hawaii	\$ 1,000.00	8/20/2014	1164 Bishop Street, Suite 805	Honolulu, HI 96813	703-942-8101	51-0465877	509(a)(1)
Leukemia & Lymphoma Society (Team in Training)	\$ 500.00	8/20/2014	675 N First Street, Suite 1100	San Jose, CA 95112	916-442-5991, ext 20-406943	13-5644916	509(a)(1)
Child & Family Service	\$ 10,000.00	8/20/2014	1001 Bishop Street, Suite 780	Honolulu, HI 96813	808-543-3448	99-0073483	509(a)(1)
ALS Golden West Chapter	\$ 500.00	8/25/2014	855 Market Street	San Francisco, CA 94103	415-504-2572	95-4163338	509(a)(1)
March of Dimes	\$ 5,000.00	9/8/2014	1220 SW Morrison, Suite 510	Portland, OR 97205	510-242-6666	94-6120545	509(a)(1)
Little Kids Rock	\$ 500.00	9/15/2014	271 Grove Street, Bldg E-2	Verona, NJ 07044	415-515-8144	94-33985568	509(a)(1)
ACE Mentor Sacramento	\$ 2,500.00	9/15/2014	1331 T Street	Sacramento, CA 95811	916-442-5991, ext 20-406943	509(a)(1)	
Leukemia & Lymphoma Society	\$ 1,000.00	9/16/2014	221 Main Street, Suite 1550	San Francisco, CA 94105	415-625-1132	13-5644916	509(a)(1)
Guide Dogs for the Blind	\$ 1,000.00	9/25/2014	2368 Canyon Woods Way	San Ramon, CA 94582	800-295-4050	94-1196195	509(a)(1)
Bay Area Rescue Mission	\$ 500.00	9/30/2014	100 Chevron Way, Room 43-6264J	Richmond, CA 94802	510-242-7175	95-4163338	509(a)(1)
PIENETE Learning Center	\$ 3,968.00	10/6/2014	501 South Bishop Avenue	Los Angeles, CA 90023	415-694-3341	13-6193105	509(a)(1)
Crohn's & Colitis Foundation of America	\$ 1,000.00	10/8/2014	10350 Santa Monica Blvd	Los Angeles, CA 90025	310-694-6411, ext 303	94-6127474	509(a)(2)
Hilburn Theatre	\$ 2,000.00	10/8/2014	1285 East Hillsdale Blvd	Foster City, CA 94404	650-319-7163	46-319196	509(a)(2)
One Flap Down Foundation, Inc	\$ 1,000.00	10/8/2014	P.O. Box 2085	Rocklin, CA 95767	926-254-5363	95-4418411	509(a)(1)
Prostate Cancer Foundation	\$ 1,000.00	10/8/2014	1250 Fox Street, Suite 360	San Francisco, CA 94101	415-683-5462	21-1584676	509(a)(1)
Rising A Reader	\$ 1,500.00	10/8/2014	470 Third Street, Suite 102	San Francisco, CA 94107	650-333-2483	77-00038559	509(a)(1)
Lucile Packard Children's Hospital	\$ 1,500.00	10/8/2014	418 Green Hills Drive	Millbrae, CA 94030	415-644-4885	94-1498232	509(a)(1)
SPUR	\$ 1,000.00	10/8/2014	634 Mission Street	San Francisco, CA 94105	877-465-5636	75-832298	509(a)(1)
Susan G. Komen	\$ 3,000.00	10/8/2014	P.O. Box 660843	Dallas, TX 75266	800-996-3329	75-183298	509(a)(1)
Susan G. Komen 3-Day	\$ 1,400.00	10/8/2014	P.O. Box 660843	Dallas, TX 75266	510-599-5433	94-670490	509(a)(2)
Unity Council	\$ 2,020.00	10/8/2014	1900 Franklin Avenue, #2A	Oakland, CA 94601	415-230-7503	59-2364093	509(a)(1)
(Wu Yee Children's Services	\$ 1,000.00	10/8/2014	827 Broadway	Hayward, CA 94541	510-720-2526	59-1636119	509(a)(2)
National Forum of Black Public Administrators	\$ 500.00	10/8/2014	1002 Martin Luther King	Richmond, CA 94804	510-236-8520	95-0287554	509(a)(2)
Charles Reid Foundation	\$ 500.00	10/8/2014	618 South 8th Street	San Francisco, CA 94107	415-550-8088, ext 108	90-0287554	509(a)(1)
Bay Area Deputy Sheriff's Charitable Foundation	\$ 1,200.00	10/8/2014	460 Brannan Street, Suite 77650	San Francisco, CA 94133	512-261-7233	74-1977853	509(a)(1)
Sell Place Austin	\$ 5,000.00	10/13/2014	1515 Grove Blvd, #A	Felicie Church, VA 22046	703-942-8101	51-0465677	509(a)(1)
ACE Mentor - National	\$ 8,500.00	10/17/2014	150 S. Washington Street, Suite 303	City of Industry, CA 91789	905-839-8061	03-0505998	509(a)(2)
S. 1,000.00	10/17/2014	231 Benton Court	San Diego, CA 92103	858-683-3068	05-1643983	509(a)(2)	
\$ 15,000.00	10/17/2014	1207 Juras Street	Tustin, CA 92780	432-889-0177	75-2216346	509(a)(1)	
\$ 3,000.00	10/20/2014	14131 Yorba Street	Odessa, TX 79762	808-447-2800	99-0199107	509(a)(1)	
\$ 1,000.00	10/21/2014	4044 Penbrook Street	Honolulu, HI 96817	510-982-3156	94-03627550	509(a)(1)	
The Institute for Human Services	\$ 1,000.00	11/6/2014	546 Kaah Street	Oakland, CA 94621	415-982-3156	94-03627550	509(a)(1)
\$ 2,500.00	12/26/2014	424 Pandion Way	Apple Valley, CA 92307	415-982-3156	94-03627550	509(a)(1)	
\$ 3,000.00	12/26/2014	1501 McKinnon Ave, #208	San Francisco, CA 94124	415-595-2704	68-04080736	509(a)(2)	
\$ 1,000.00	12/26/2014	10011 Kemokila Blvd, Suite 228	Kapolei, HI 96707	415-751-7109	94-3030212	509(a)(1)	
\$ 1,000.00	12/26/2014	P.O. Box 1210	Los Alamitos, CA 90720	808-693-7222	99-0315193	509(a)(1)	
\$ 1,500.00	12/26/2014	151 Third Street	San Francisco, CA 94103	562-234-9823	95-3756247	509(a)(1)	
\$ 2,809.76	12/26/2014	9151 Rhine Road, Suite B	San Diego, CA 92121	415-357-4136	04-1156300	509(a)(1)	
\$ 4,985.00	12/26/2014	P.O. Box 37	Honolulu, HI 96819	808-836-3600, ext 9139	99-0220699	509(a)(1)	
\$ 1,466.17	12/26/2014	150 Golden Gate Avenue	Acacots, WA 98221	360-283-7498	91-6075498	509(a)(2)	
\$ 1,466.17	12/26/2014	3543 18th Street, #119	Redmond, WA 98052	426-882-1554	91-1012131	509(a)(1)	
\$ 1,466.17	12/26/2014	1139 Mission Street	San Jose, CA 95125	408-266-8866	94-261401	509(a)(1)	
\$ 1,856.00	12/26/2014	3333 Third Avenue	Sacramento, CA 95817	916-548-9209	94-315566	509(a)(1)	
\$ 4,649.00	12/26/2014	1150 NE 76th Street	Vancouver, WA 98662	360-254-9369	91-1573293	509(a)(1)	
\$ 4,985.00	12/26/2014	2611 Kihau Street	Honolulu, HI 96819	858-452-3633	26-0457477	509(a)(1)	
\$ 750.00	12/26/2014	P.O. Box 654	Concord, CA 94512	510-463-4100	98-0369734	509(a)(1)	
\$ 2,500.00	12/26/2014	1535 High Place	Acacots, WA 98221	925-676-7542	94-2418054	509(a)(1)	
\$ 2,500.00	12/26/2014	1501 Alton Street	Denver, CO 80218	303-321-4198	94-1021059	509(a)(1)	
\$ 2,029.00	12/26/2014	750 Cunier Avenue	Denver, CO 80220	303-399-4890	94-14432539	509(a)(1)	
\$ 4,649.00	12/26/2014	1150 NE 76th Street, Suite A3, PNB 78	Pacifica, CA 94044	650-359-8024	94-3004547	509(a)(2)	
\$ 2,809.76	12/26/2014	1501 Rhine Road, Suite B	Austin, TX 78721	512-477-5431	74-167886	509(a)(1)	
\$ 1,000.00	12/27/2014	808 W 88th Street	Los Angeles, CA 90037	323-541-1600, ext 1116	95-4087758	509(a)(1)	
\$ 1,000.00	12/27/2014	7291 El Cajon Avenue	Huntington Beach, CA 92648	714-842-2680	95-3167566	509(a)(1)	
2014 Others	\$ 347,969.27						

Association	Contribution	Date	Address 1	Address 2	Phone	Tax ID	Extension
Cal Poly State University, San Luis Obispo	\$ 5,000.00	8/15/2014	Construction Management Dept	Langdon Hall 103	805-756-1111	77-0209717	
California State University at Chico	\$ 5,000.00	8/15/2014	Dept of Construction Management	5241 N Maple Ave	530-898-5216	56-1230865	
California State University at Fresno	\$ 5,000.00	5/7/2014	Construction Management Program	3286 Fitzgerald Road	559-278-7561	94-5003272	
Sacramento Construction Management Education Foundation	\$ 5,000.00	4/15/2014	C C Myers, Inc	**	Rancho Cordova, CA 95742	**	20-1917821
Stanford University	\$ 5,000.00	8/15/2014	Civil Engineering & Constr Mgmt Dept	Stanford, CA 94305	650-725-4649	94-1156385	
Texas A & M Foundation	\$ 5,000.00	7/2/2014	Department of Construction Science	Langford A138	979-845-1017	74-1914733	
University of California at Berkeley	\$ 5,000.00	7/14/2014	Civil & Environmental Engineering	213 McLaughlin Hall	510-643-8739	94-5002123	
University of Washington	\$ 5,000.00	5/30/2014	Dept of Construction Management	Box 351810	800-326-7566	94-30179432	
University of Southern California	\$ 5,000.00	9/4/2014	School of Engineering	**	Los Angeles, CA 90089	**	95-1612394
San Diego State University (Reinstated 2010)	\$ 5,000.00	7/2/2014	Campuslife Foundation (SanDiegoSU)	5500 Campanile Drive	691-594-7008	33-08688418	
ASCE Student Chapter (University of Hawaii)	\$ 5,000.00	12/1/2014	Coll of Engineering, Holmes Hall 240G	2540 Dole Street	Honolulu, HI 96822	808-956-2299	93-0055290
Washington State University	\$ 5,000.00	5/30/2014	School of Architecture & Construction	P O Box 342220	Pullman, WA 99164	**	91-1075542
Colorado State University Foundation	\$ 2,000.00	3/2/2014	Dept of Construction Management	1584 Campus Delivery	Fort Collins, CO 80523	970-491-7353	99-0055260
Colorado State University Foundation (PADO)	\$ 500.00	7/2/2014	Dept of Construction Management	1584 Campus Delivery	Fort Collins, CO 80523	970-491-0435	23-098397
University of Denver	\$ 2,500.00	7/2/2014	110A Guggenheim Hall	1584 Campus Delivery	Denver, CO 80291	303-871-2311	84-0576459
University of Illinois Foundation	\$ 5,000.00	12/5/2014	Burns School - Alum Gift Processing	P O Box 910585	Convalis, OR 97333	541-737-4216	94-5022772
Kansas State University Foundation	\$ 5,000.00	5/30/2014	School of Civil and Construction Engineering	850 SW 35th Street	Manhattan, KS 66506	785-532-5862	48-0667209
Central Washington University Foundation	\$ 5,000.00	3/29/2014	Department of Architectural Engineering and CI	2118 Fader Hall	Ellensburg, WA 98926	509-863-1423	23-017467
2014 Universities	\$ 35,000.00						

2014 Total 432,969.27

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL FEES	3,050.			3,050.
TOTALS	<u><u>3,050.</u></u>			<u><u>3,050.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
FRANCHISE TAX BOARD REGISTRY OF CHARITABLE TRUST	10. 75.	10. 75.
TOTALS	<u>85.</u>	<u>85.</u>

ATTACHMENT 2

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSESDESCRIPTIONMISCELLANEOUS FUNDRAISING EXPS
BANK FEESREVENUE
AND
EXPENSES
PER BOOKS117,255.
2,808.

TOTALS

120,063.

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ISHARES TR RUSSELL MIDCAP	32,696.		
ISHARES TR RUSSELL 1000 VALUE	199,923.		
VANGUARD DEVELOPED MARKETS	38,914.		
VANGUARD TOTAL STOCK MARKET	212,382.		
ISHARES TR CORE S&P 500 ETF		159,911.	159,911.
ISHARES TR US AGGREGATE BD ETF		122,343.	122,343.
ISHARES TR MSCI EMERGING MKTS		23,260.	23,260.
ISHARES TR MSCI EAFE ETF		21,842.	21,842.
ISHARES TR CORE S&P MID-CAP ET		51,694.	51,694.
ISHARES TR CORE S&P SMALL-CAP		49,958.	49,958.
TOTALS	<u>483,915.</u>	<u>429,008.</u>	<u>429,008.</u>

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VANGUARD ST BD INDEX	129,015.	25,280.	25,280.
VANGUARD CHARLOTTE BOND			
TOTALS	<u><u>129,015.</u></u>	<u><u>25,280.</u></u>	<u><u>25,280.</u></u>

THE SWINERTON FOUNDATION

03-0490864

ATTACHMENT 6

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PRIOR PERIOD ADJUSTMENT	630.
TOTAL	<u>630.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	162,326.
TOTAL	<u>162,326.</u>

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

Kind of Property		Description				(P or D)	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					103.	
11,871.		80 SH ISHARES TR RUSSELL M PROPERTY TYPE: SECURITIES 4,926.				07/08/2009	01/03/2014	6,945.
20,478.		138 SH ISHARES TR RUSSELL M PROPERTY TYPE: SECURITIES 14,948.				02/11/2011	01/03/2014	5,530.
58,317.		625 SH ISHARES TR RUSSELL 1 ETF PROPERTY TYPE: SECURITIES 25,054.				03/18/2009	01/03/2014	33,263.
98,906.		1060 SH ISHARES TR RUSSELL 1 ETF PROPERTY TYPE: SECURITIES 49,692.				05/28/2009	01/03/2014	49,214.
40,869.		438 SH ISHARES TR RUSSELL 1 ETF PROPERTY TYPE: SECURITIES 30,044.				02/11/2011	01/03/2014	10,825.
13,324.		1173.285 SH VANGUARD DEVELOPED F KETS PROPERTY TYPE: SECURITIES 12,947.				06/29/2006	01/03/2014	377.
14,044.		1236.749 SH VANGUARD DEVELOPED F KETS PROPERTY TYPE: SECURITIES 13,648.				08/08/2006	01/03/2014	396.
10,825.		953.289 SH VANGUARD DEVELOPED F KETS PROPERTY TYPE: SECURITIES 10,520.				02/11/2011	01/03/2014	305.
3,892.		371.594 SH VANGUARD SHORT-TERM OLIO PROPERTY TYPE: SECURITIES 3,756.				03/01/2005	01/03/2014	136.
8,912.		850.851 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES 8,600.				03/31/2005	01/03/2014	312.
20,389.		1946.721 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES 19,677.				06/29/2006	01/03/2014	712.
		1829.268 SH VANGUARD SHORT-TERM				08/08/2006	01/03/2014	

THE SWINERTON FOUNDATION

03-0490864

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
19,159.		PROPERTY TYPE: SECURITIES 18,490.					669.	
25,521.		2436.647 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES 24,630.					03/18/2009	01/03/2014
50,942.		4863.813 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES 49,163.					04/16/2009	01/03/2014
9,110.		197.024 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES 5,927.					03/31/2005	01/03/2014
75,205.		1626.545 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES 48,932.					06/29/2006	01/03/2014
98,439.		2129.053 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES 64,049.					08/08/2006	01/03/2014
27,653.		598.086 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES 17,992.					02/11/2011	01/03/2014
TOTAL GAIN(LOSS)							<u>184,964.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
			<u>BENEFIT PLANS</u>	<u>ALLOWANCES</u>
ERIC M. FOSTER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	PRESIDENT .38	0	0	0
GARY J. RAFFERTY 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
LINDA G. SCHOWALTER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	CHAIRPERSON .38	0	0	0
MARK PAYNE 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
CHARLES R. MOORE 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
FRANK FOELLMER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE	AND OTHER ALLOWANCES
DAVID K. WHITE 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
MEGGIE HOLLYWOOD 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	SECRETARY .38	0	0	0
MYRNA WAGNER 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
GEORGE EHARA 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	DIRECTOR .38	0	0	0
BRAD K. PETERSON 260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA 94107	TREASURER .38	0	0	0
GRAND TOTALS		0	0	0

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

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

2014

Name of estate or trust

THE SWINERTON FOUNDATION

Employer identification number
03-0490864**Note: Form 5227 filers need to complete only Parts I and II****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				

SHORT-TERM CAPITAL GAIN DIVIDENDS**ATTACHMENT 1**

103.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	103.
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet	6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ► 7		103.

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

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	607, 856.	422, 995.		184, 861.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ► 16				184, 861.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2014

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		103 .
18	Net long-term gain or (loss):			
a	Total for year	18a		184,861 .
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ►	19		184,964 .

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ►	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,500	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ►	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$12,150	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%. ►		37	
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ►		41	
42	Figure the tax on the amount on line 27. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ►		45	

Schedule D (Form 1041) 2014

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side THE SWINERTON FOUNDATION	Social security number or taxpayer identification number 03-0490864
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Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo. , day, yr.)	(c) Date sold or disposed (Mo. , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
80 SH ISHARES TR RUSSELL M		07/08/2009	01/03/2014	11,871.	4,926.			6,945.
138 SH ISHARES TR RUSSELL M		02/11/2011	01/03/2014	20,478.	14,948.			5,530.
625 SH ISHARES TR RUSSELL 1 ETF		03/18/2009	01/03/2014	58,317.	25,054.			33,263.
1060 SH ISHARES TR RUSSELL 1 ETF		05/28/2009	01/03/2014	98,906.	49,692.			49,214.
438 SH ISHARES TR RUSSELL 1 ETF		02/11/2011	01/03/2014	40,869.	30,044.			10,825.
1173.285 SH VANGUARD DEVELOPED F KETS		06/29/2006	01/03/2014	13,324.	12,947.			377.
1236.749 SH VANGUARD DEVELOPED F KETS		08/08/2006	01/03/2014	14,044.	13,648.			396.
953.289 SH VANGUARD DEVELOPED F KETS		02/11/2011	01/03/2014	10,825.	10,520.			305.
371.594 SH VANGUARD SHORT-TERM OLIQ		03/01/2005	01/03/2014	3,892.	3,756.			136.
850.851 SH VANGUARD SHORT-TERM		03/31/2005	01/03/2014	8,912.	8,600.			312.
1946.721 SH VANGUARD SHORT-TERM		06/29/2006	01/03/2014	20,389.	19,677.			712.
1829.268 SH VANGUARD SHORT-TERM		08/08/2006	01/03/2014	19,159.	18,490.			669.
2436.647 SH VANGUARD SHORT-TERM		03/18/2009	01/03/2014	25,521.	24,630.			891.
4863.813 SH VANGUARD SHORT-TERM		04/16/2009	01/03/2014	50,942.	49,163.			1,779.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				607,856.	422,995.			184,861..

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

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side
THE SWINERTON FOUNDATION

Social security number or taxpayer identification number
03-0490864

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

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

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

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

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

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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

FEDERAL CAPITAL GAIN DIVIDENDSSHORT-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 1

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

103.LONG-TERM CAPITAL GAIN DIVIDENDS