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Return of Private Foundation

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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation THE SWINERTON FOUNDATION		A Employer identification number 03-0490864
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (415) 984-1248
260 TOWNSEND STREET, 5TH FL		
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94107		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 935,493.	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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)	541,822.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	77.	77.		
	4 Dividends and interest from securities	8,909.	8,909.		
	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.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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 (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
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				
Net Assets or Fund Balances	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.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	905,153.	923,062.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . <input type="checkbox"/> 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

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**8**

436,104.

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 <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-)		2	
3 Add lines 1 and 2		3	3,879.
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	3,879.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	397.	
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	397.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,482.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	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? Website address <u>WWW.SWINERTON.COM/FOUNDATION/INDEX.HTML</u>	13	X	
14	The books are in care of <u>LINDA SCHOWALTER</u> Telephone no <u>415-984-1248</u> Located at <u>260 TOWNSEND STREET, 5TH FL SAN FRANCISCO, CA</u> ZIP+4 <u>94107</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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"/>	1b	
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?	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 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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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)	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 2014?	4b	X

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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 4945(d)(4)(A)? (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 ☒ Nob 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)? ☐Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 88707a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	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)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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 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 SEE STATEMENT A				432,969.
Total			▶ 3a	432,969.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	77.	
4 Dividends and interest from securities				14	8,909.	
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						
8 Gain or (loss) from sales of assets other than inventory				18	184,964.	
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)					193,950.	
13 Total. Add line 12, columns (b), (d), and (e)					193,950.	

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

[illegible]

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

- | 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? | | Yes | No |
|---|---|-----|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | 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 | | |



[illegible]

- 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

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  5/14/15  **Treasurer**

Signature of officer or trustee Date Title

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 <i>Jennifer Lundberg</i>		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		

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ 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.

OMB No 1545-0047

2014

Name of the organization

THE SWINERTON FOUNDATION

Employer identification number

03-0490864

Organization type (check one)

Filers of:

Section:

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 foundationCheck 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Association	Contribution	Date	Address 1	Address 2	Phone	Tax ID	Extension
American Heart Association (2013 commitment)	\$ 10,000.00	1/14/2014	2700 O Street	Sacramento, CA 95811	916-448-5505	13-5613797	509(a)(1)
Bridge Housing	\$ 1,000.00	2/5/2014	345 Spear Street, Suite 700	San Francisco, CA 94105	None	94-2827908	509(a)(1)
Colorado State University (CM Cares)	\$ 5,000.00	2/5/2014	1584 Campus Delivery	Fort Collins, CO 80523	970-491-1060	23-7098397	509(a)(1)
Cystic Fibrosis Foundation	\$ 1,000.00	2/5/2014	10455 Sorrento 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 Kuwili Street, Suite 102	Honolulu, HI 96817	808-528-7388	99-0314751	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)
On Lok, Inc	\$ 2,500.00	2/5/2014	1333 Bush Street	San Francisco, CA 94109	415-292-8888	94-3101484	509(a)(1)
Royal Family KIDS	\$ 250.00	2/5/2014	3000 MacArthur Blvd., Suite 412	San Jose, CA 95128	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)
Asian Neighborhood Design	\$ 250.00	2/11/2014	1245 Howard Street	San Francisco, CA 94103	415-575-0423	23-7394580	509(a)(1)
Trust for Public Land	\$ 10,000.00	2/11/2014	101 Montgomery Street, Suite 900	San Francisco, CA 94104	None	23-7222333	509(a)(1)
American Heart Association San Diego	\$ 10,000.00	2/13/2014	9404 Genessee Avenue, Suite 240	La Jolla, CA 92037	303-906-8834	13-5613797	509(a)(1)
Rebuilding Together Sacramento	\$ 5,000.00	2/13/2014	P O Box 255584	Sacramento, CA 95825	916-455-1890, ext 61	68-0246355	509(a)(1)
Roadtrip Nation Org	\$ 1,000.00	2/18/2014	853 W. 17th Street	Costa Mesa, CA 92627	949-764-9121, ext 214	26-3889207	509(a)(2)
Ronald McDonald House Charities of Southern California	\$ 5,000.00	3/26/2014	4560 Fountain Avenue	Los Angeles, CA 90029	323 644 3082	95-3167869	509(a)(1)
American Red Cross - Shoshomish Chapter	\$ 5,000.00	4/1/2014	Everett Office, 2530 Lombard Avenue	Everett, WA 98201	425-252-4103	53-0196605	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	94-2897948	509(a)(2)
American Diabetes Association	\$ 3,000.00	4/9/2014	484 8th Street, #300	Oakland, CA 94607	510-654-4499, ext 7460	13-1623888	509(a)(1)
Asthma Foundation (Hawaii Walk)	\$ 5,000.00	4/9/2014	760 Halekauwila Street, Suite 201	Honolulu, HI 96813	808-596-2900	95-1885447	509(a)(1)
Autism Speaks	\$ 1,000.00	4/9/2014	6330 San Vicente Blvd., Suite 401	Los Angeles, CA 90048	323-549-0500, ext 74765	20-2329938	509(a)(1)
Avon Foundation for Women	\$ 1,000.00	4/9/2014	1 Avon Plaza	Rye, NY 10580	888-540-9255	13-6128447	509(a)(1)
California Community Connection Corporation	\$ 3,500.00	4/9/2014	8323 S. Figueroa Street	Los Angeles, CA 90003	323-791-1780	75-3071659	509(a)(2)
Community Services Program	\$ 3,500.00	4/9/2014	1221 E. Dyer Rd., #120	San Jose, CA 95128	949-250-0488, ext 278	95-3167868	509(a)(1)
Cypress Mandela, Inc Training Center	\$ 5,000.00	4/9/2014	2229 Poplar Street	Oakland, CA 94607	510-208-7350	80-0123340	509(a)(1)
Golden Gate Philharmonic	\$ 575.00	4/9/2014	3058 Market Street	San Francisco, CA 94114	415-863-2676	11-3740581	509(a)(2)
Mission Hiring Hall	\$ 5,000.00	4/9/2014	3080 16th Street	San Francisco, CA 94103	415-865-2105	94-1750329	509(a)(1)
North & South of Market Adult Day Care Corp (SteppingStone)	\$ 1,000.00	4/9/2014	930 Fourth Street, 2nd Floor	San Francisco, CA 94103	415-974-3784, ext 25	94-2915039	509(a)(1)
Rebuilding Together Silicon Valley	\$ 10,000.00	4/9/2014	1701 S. 7th Street, Suite 10	San Jose, CA 95112	408-578-9519, ext 1002	77-0289381	509(a)(1)
Special Olympics of Northern California	\$ 1,000.00	4/9/2014	3480 Buskirk Ave., Suite 340	Pleasant Hill, CA 94523	925-944-8801, ext 211	68-0363121	509(a)(1)
St. Anthony Foundation	\$ 1,000.00	4/9/2014	150 Golden Gate Avenue	San Francisco, CA 94102	415-592-2704	68-0480736	509(a)(2)
St. John's Well Child & Family Center	\$ 5,000.00	4/9/2014	808 W. 68th Street	Los Angeles, CA 90037	323-541-1800, ext 1115	95-4067758	509(a)(1)
Leukemia & Lymphoma Society	\$ 1,000.00	4/9/2014	221 Main Street, Suite 1650	San Francisco, CA 94105	415-625-1159	13-5644916	509(a)(1)
Tradeswomen Inc	\$ 2,500.00	4/9/2014	1433 Webster Street	Oakland, CA 94612	510-991-8773, ext 315	94-2628867	509(a)(1)
San Francisco Symphony	\$ 1,500.00	4/9/2014	Davis Symphony Hall	San Francisco, CA 94102	415-503-5377	94-1156284	509(a)(1)
USS Midway Museum	\$ 7,000.00	4/9/2014	910 North Harbor Drive	San Diego, CA 92101	619-398-8294	33-0355646	509(a)(1)
American Cancer Society (Relay for Life)	\$ 10,000.00	4/17/2014	1545 River Park Drive, Suite 100	Sacramento, CA 95815	916-446-7833	13-1788491	509(a)(1)
SPUR	\$ 5,000.00	4/22/2014	654 Mission Street	San Francisco, CA 94105	415-644-4885	94-1498232	509(a)(1)
ACE Mentor - Greater Bay Area Chapter	\$ 2,500.00	4/22/2014	1111 Broadway, Suite 2100	Oakland, CA 94607	408-450-4892	27-0091002	509(a)(2)
Delta Flight Museum	\$ 1,000.00	4/22/2014	1060 Delta Blvd., Bldg. B, Dept. 914	Atlanta, GA 30354	404-715-7866	58-2225585	509(a)(1)
ACE Mentor - Los Angeles	\$ 5,000.00	4/22/2014	231 Benton Court	City of Industry, CA 91789	909-839-8061	03-0505898	509(a)(2)
ACE Mentor - San Diego	\$ 2,500.00	4/22/2014	1050 Rosecrans Street, Suite B	San Diego, CA 92106	858-945-0373	20-1181138	509(a)(1)
Leukemia & Lymphoma Society	\$ 1,000.00	4/29/2014	1311 Mammonack Avenue, Suite 310	White Plains, NY 10605	None	13-5644916	509(a)(1)
San Francisco AIDS Foundation	\$ 1,000.00	5/6/2014	1035 Market Street	San Francisco, CA 94103	415-581-7093	94-2927405	509(a)(1)
The Salvation Army	\$ 2,000.00	5/21/2014	455 East Spring Street	Long Beach, CA 90808	562-428-7637, ext 229	94-1156347	509(a)(1)
Hugh O'Brian Youth Leadership	\$ 1,000.00	5/27/2014	P O Box 2100	Mission Viejo, CA 92690	949-229-2293	33-0204719	509(a)(1)
Alana Telangactasia Children's Project	\$ 750.00	6/4/2014	5300 W. Hillsboro Blvd., #105	Coconut Creek, FL 33073	954-481-6611	65-0427215	509(a)(2)
Downey Symphonic Society	\$ 2,000.00	6/4/2014	P O Box 783	Downey, CA 90241	562-879-3708	95-2058103	509(a)(2)
Get on the Bus	\$ 1,000.00	6/4/2014	6400 Laurel Canyon Blvd., Suite 304	North Hollywood, CA 91606	626-221-9797	68-0547196	509(a)(1)
Gentry City Repertory Theatre	\$ 1,500.00	6/4/2014	1540 Broadway	Oakland, CA 94612	None	45-3181349	509(a)(1)
Hope of the Valley Rescue Mission	\$ 3,000.00	6/4/2014	P O Box 248	Sun Valley, CA 91353	None	27-2053273	509(a)(1)
Leap	\$ 2,000.00	6/4/2014	2601 Mission Street, Suite 803	San Francisco, CA 94110	415-512-1899	94-2602967	509(a)(2)
Leukemia & Lymphoma Society	\$ 1,500.00	6/4/2014	675 N. First Street, Suite 1100	San Jose, CA 95112	408-490-3142	13-5644916	509(a)(1)
MacCanDo Tendon Youth Track Club	\$ 5,000.00	6/4/2014	P O Box 420455	San Francisco, CA 94142	510-375-2380	34-1990575	509(a)(1)
National Black Contractors Association (YouthBuild)	\$ 1,000.00	6/4/2014	6125 Imperial Ave., Suite A	San Diego, CA 92114	619-263-9791	33-0397378	509(a)(2)
Sanita Cruz AIDS Project/Encompass Community Services	\$ 500.00	6/4/2014	P O Box 557	San Jose, CA 95061	831-427-3900	23-7275290	509(a)(2)
SMMLUSD Young Collegians (Santa Monica-Malibu Education Foundation)	\$ 1,000.00	6/4/2014	1638 17th Street	Santa Monica, CA 90404	310-450-8338, ext 7028	95-6002855	509(a)(1)
Down Syndrome Connection of the Bay Area	\$ 2,500.00	7/15/2014	101-J Town and Country Drive	Danville, CA 94526	925-562-8660	91-1904304	509(a)(2)
YMCA (Ketchum-Downtown)	\$ 1,000.00	7/15/2014	401 S. Hope Street	Los Angeles, CA 90071	213-639-7454	95-164052	509(a)(1)
Inner City Arts	\$ 1,000.00	7/25/2014	1720 Kohler Street	Los Angeles, CA 90021	213-627-9621, ext 103	95-4239478	509(a)(1)
ACE Mentor - Denver Chapter	\$ 2,000.00	7/30/2014	P O Box 102917	Denver, CO 80250	720-365-1231	90-0286132	509(a)(1)
American Cancer Society (Relay for Life - Windward Oahu)	\$ 1,000.00	8/5/2014	2370 Nuuanu Avenue	Honolulu, HI 96817	808-432-1960	13-1788491	509(a)(1)
American Heart Association - San Francisco	\$ 5,000.00	8/5/2014	350 California Street, Mezzanine Level	San Francisco, CA 94104	415-773-2519	13-5613797	509(a)(1)
Bright Horizons Foundation for Children	\$ 1,000.00	8/5/2014	105 Westwood Place, Suite 125	Brentwood, TN 37027	615-238-6048	62-1782263	509(a)(1)

Association	Date	Address 1	Address 2	Phone	Tax ID	Extension
Neighborhood Youth Achievers	8/5/2014	10221 S Compton Ave., #103	Los Angeles, CA 90002	323-589-6862	56-2392509	509(a)(1)
Parents of Watts	8/5/2014	10828 Lou Dillon Ave	Los Angeles, CA 90059	323-586-7556	95-0235050	509(a)(1)
Penninsula Humane Society	8/5/2014	1450 Rollins Road	Burlingame, CA 94010	650-340-7022 ext 327	94-1243665	509(a)(2)
Leukemia & Lymphoma Society (Team in Training)	8/5/2014	221 Main Street, Suite 1650	San Francisco, CA 94105	868-646-7388	13-5644916	509(a)(1)
Boy Scouts of America	8/6/2014	1001 Davis Street	San Leandro, CA 94577	510-577-9242	94-1568616	509(a)(1)
American Heart Association - Puget Sound	8/6/2014	710 2nd Avenue, Suite 900	Seattle, WA 98104	208-632-6881	93-5613797	509(a)(1)
St Vincent de Paul Society	8/6/2014	1237 Van Ness Avenue, Suite 200	Honolulu, HI 96813	None	91-0458777	509(a)(1)
ACE Mentor - Hawaii	8/18/2014	1164 Bishop Street, Suite 605	Honolulu, HI 96813	703-942-8101	51-0465877	509(a)(1)
Leukemia & Lymphoma Society (Team in Training)	8/20/2014	675 N First Street, Suite 1100	San Jose, CA 95112	408-490-3119	13-5644916	509(a)(1)
Child & Family Service	8/20/2014	1001 Bishop Street, Suite 780	Honolulu, HI 96813	808-543-8448	99-0073483	509(a)(1)
ALS Golden West Chapter	8/25/2014	835 Market Street	San Francisco, CA 94103	415-904-2572	95-4163338	509(a)(1)
March of Dimes	9/8/2014	1220 SW Morrison, Suite 510	Portland, OR 97205	971-270-2868	13-1846366	509(a)(1)
Little Light Rock	9/15/2014	271 Grove Street, Bldg E-2	Verona, NJ 07044	415-515-8144	94-3396568	509(a)(1)
ACE Mentor Sacramento	9/15/2014	1331 T Street	Sacramento, CA 95811	916-442-9991	20-4048943	509(a)(1)
Leukemia & Lymphoma Society	9/16/2014	221 Main Street, Suite 1650	San Francisco, CA 94105	415-625-1132	13-5644916	509(a)(1)
Guide Dogs for the Blind	9/25/2014	238B Canyon Woods Way	San Ramon, CA 94582	800-295-4050	94-1196195	509(a)(1)
Bay Area Rescue Mission	9/30/2014	100 Chevron Way, Room 43-6264J	Richmond, CA 94802	510-242-4666	94-6124054	509(a)(1)
PUEBLO Learning Center	10/8/2014	501 South Boyle Avenue	Los Angeles, CA 90033	None	95-4242175	509(a)(1)
Crown's & Collie Foundation of America	10/8/2014	10350 Santa Monica Blvd	Los Angeles, CA 90025	310-694-3341	13-8193105	509(a)(1)
Hilbert Theatre	10/8/2014	1285 East Hillside Blvd	Foster City, CA 94040	650-349-6411 ext 303	94-6121747	509(a)(2)
One Flap Down Foundation, Inc	10/8/2014	P.O. Box 2095	Rocklin, CA 95677	916-749-7163	46-3197196	509(a)(2)
Prostate Cancer Foundation	10/8/2014	1250 Fourth Street, Suite 360	Santa Monica, CA 90401	925-354-5363	95-4418411	509(a)(1)
Raising A Reader	10/8/2014	470 Third Street, Suite 102	San Francisco, CA 94107	415-683-5462	27-1584876	509(a)(1)
Lucile Packard Children's Hospital	10/8/2014	418 Green Hills Drive	Millbrae, CA 94030	650-333-2483	77-0003859	509(a)(1)
SPUR	10/8/2014	654 Mission Street	San Francisco, CA 94105	415-644-4865	94-1498232	509(a)(1)
Susan G. Komen	10/8/2014	P.O. Box 660843	Dallas, TX 75286	877-465-6636	75-1835298	509(a)(1)
Susan G. Komen 3-Day	10/8/2014	P.O. Box 660843	Dallas, TX 75286	800-996-3328	75-1835298	509(a)(1)
Unity Council	10/8/2014	1900 Fruitvale Avenue, #2A	Oakland, CA 94601	510-599-6433	94-1670490	509(a)(1)
Wu Yee Children's Services	10/8/2014	827 Broadway	San Francisco, CA 94133	415-230-7503	94-2387002	509(a)(1)
National Forum of Black Public Administrators	10/8/2014	1002 Martin Luther Drive	Hayward, CA 94541	510-720-2526	99-2364093	509(a)(2)
Charles Reid Foundation	10/8/2014	618 South 8th Street	Richmond, CA 94804	510-236-6520	16-1636619	509(a)(2)
Bay Area Deputy Sheriff's Charitable Foundation	10/8/2014	460 Brennan Street, Suite 77650	San Francisco, CA 94107	415-550-8888 ext 108	30-0287554	509(a)(2)
Sage Place Austin	10/13/2014	1515 Grove Blvd., #A	Austin, TX 78741	512-267-7233	74-1977853	509(a)(1)
ACE Mentor - National	10/17/2014	150 S Washington Street, Suite 303	Falls Church, VA 22046	703-942-8101	51-0465877	509(a)(1)
ACE Mentor - Los Angeles	10/17/2014	231 Benton Court	City of Industry, CA 91789	909-639-6061	03-0505898	509(a)(2)
Boy Scouts of America - San Diego	10/17/2014	1207 Upas Street	San Diego, CA 92103	658-683-3068	95-1643993	509(a)(2)
Big Brothers & Big Sisters of Orange County	10/20/2014	14131 Yorba Street	Tustin, CA 92680	714-544-7773	95-1992702	509(a)(1)
Honor Our Troops	10/21/2014	4044 Penbrook Street	Oakland, CA 94612	432-889-0177	75-2216546	509(a)(1)
The Institute for Human Services	11/6/2014	546 Kaah Street	Honolulu, HI 96817	808-447-2800	99-0199107	509(a)(1)
American Lung Association (Greater Bay Area)	12/3/2014	424 Pendleton Way	Oakland, CA 94621	510-982-3158	94-0362650	509(a)(1)
Anders & Anders	12/3/2014	1560 McKinnon Ave., #206	San Francisco, CA 94124	415-309-6330	14-1914780	509(a)(2)
INPEACE	12/3/2014	1001 Kamokila Blvd., Suite 228	Kapolei, HI 96707	808-693-7222	99-0315193	509(a)(1)
Los Alamitos Education Foundation	12/3/2014	P.O. Box 1210	Los Alamitos, CA 90720	562-234-9823	95-3756247	509(a)(1)
SFMOMA	12/3/2014	151 Third Street	San Francisco, CA 94103	415-357-4136	94-1156300	509(a)(1)
We Care Outreach Ministries	12/3/2014	P.O. Box 137	Apple Valley, CA 92307	323-799-4175	22-3836444	509(a)(1)
St. Anthony Foundation	12/3/2014	150 Golden Gate Avenue	San Francisco, CA 94102	415-595-2704	68-0480736	509(a)(1)
Asian Women's Shelter	12/3/2014	3543 18th Street, #19	San Francisco, CA 94110	415-751-7110	94-3030212	509(a)(1)
SF Fire Fighters Toy Program	12/3/2014	1139 Mission Street	San Francisco, CA 94103	415-621-7103	94-2598851	509(a)(1)
Sacramento Food Bank & Family Services	12/3/2014	3333 Third Avenue	Sacramento, CA 95817	916-548-8209	94-3315566	509(a)(1)
Feeding America	12/3/2014	9151 Rencho Road, Suite B	San Diego, CA 92121	658-452-5663	28-0457477	509(a)(1)
Hawai Foodbank	12/3/2014	2611 Kilihau Street	Honolulu, HI 96819	808-836-3600 ext 239	99-0220699	509(a)(1)
Soroptimist Foundation	12/3/2014	P.O. Box 654	Anacortes, WA 98221	360-293-4798	91-6057498	509(a)(2)
Little Bit Therapeutic Riding Center	12/3/2014	18675 NE 106th Street	Redmond, WA 98052	425-882-1554	91-1012131	509(a)(1)
Second Harvest Food Bank	12/3/2014	750 Curtner Avenue	San Jose, CA 95125	408-266-8888	94-2814101	509(a)(1)
Call to Rescue	12/3/2014	11500 NE 76th Street, Suite A3, PMB 78	Vancouver, WA 98662	360-254-9369	91-1573293	509(a)(1)
Wardrobe for Opportunity	12/8/2014	570 14th St., Suite 5	Oakland, CA 94612	510-463-4100	68-0369734	509(a)(1)
Food Bank of Contra Costa & Solano County	12/8/2014	4010 Nelson Avenue	Concord, CA 94520	925-676-7543	94-2418054	509(a)(1)
The Gathering Place	12/12/2014	1535 High Place	Denver, CO 80218	303-321-4198	84-1021059	509(a)(1)
Denver Children's Home Foundation	12/12/2014	1501 Alborn Street	Denver, CO 80202	303-399-4890	84-1444359	509(a)(1)
Pacific Spandit Players	12/16/2014	1050 Crespo Drive	Pacific, CA 94044	650-359-8002	94-3004547	509(a)(2)
Big Brothers & Big Sisters of Central Texas	12/16/2014	1400 Tillery	Austin, TX 78721	512-472-5437	74-1678586	509(a)(1)
St. John's Well Child & Family Center	12/29/2014	808 W 68th Street	Los Angeles, CA 90037	323-541-1600 ext 1115	95-4087758	509(a)(1)
CSP Huntington Beach Youth Shelter	12/29/2014	7281 Talbert Avenue	Huntington Beach, CA 92648	714-842-6600	95-3167866	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	8/5/2014	Construction Management Dept	**	San Luis Obispo, CA 93407	805-756-1111	77-0208717
California State University at Chico	\$ 5,000.00	8/5/2014	Dept. of Construction Management	Langdon Hall 103	Chico, CA 95929	530-898-5216	95-1230865
California State University at Fresno	\$ 5,000.00	5/7/2014	Construction Management Program	5241 N. Maple Ave	Fresno, CA 93740	559-278-7561	94-6003272
Sacramento Construction Management Education Foundation	\$ 5,000.00	4/16/2014	C.C. Myers, Inc.	3286 Fitzgerald Road	Rancho Cordova, CA 95742	**	20-1917821
Stanford University	\$ 5,000.00	8/19/2014	Civil Engineering & Constr Mgmt Dept	**	Stanford, CA 94305	650-725-4649	94-1156365
Texas A & M Foundation	\$ 5,000.00	7/21/2014	Department of Construction Science	Langford A138	College Station, TX 77843	979-845-1017	74-1974733
University of California at Berkeley	\$ 5,000.00	7/14/2014	Civil & Environmental Engineering	213 McLaughlin Hall	Berkeley, CA 94720	510-843-8739	94-6002123
University of Washington	\$ 5,000.00	5/30/2014	Dept. of Construction Management	Box 351610	Seattle, WA 98101	800-328-7566	94-3079432
University of Southern California	\$ 5,000.00	9/4/2014	School of Engineering	**	Los Angeles, CA 90089	**	95-1642394
San Diego State University (Reinstated 2010)	\$ 5,000.00	7/21/2014	Campanile Foundation (San DiegoSU)	5500 Campanile Drive	San Diego, CA 92182	691-594-7008	33-0858418
ASCE Student Chapter (University of Hawaii)	\$ 5,000.00	12/12/2014	Coll of Engineering, Holmes Hall 240G	2540 Dole Street	Honolulu, HI 96822	808-956-2299	99-0085260
Washington State University	\$ 5,000.00	5/30/2014	School of Architecture & Construction	P O Box 642220	Pullman, WA 99164	**	91-1075542
Colorado State University	\$ 2,000.00	3/24/2014	Dept. of Construction Management	1584 Campus Delivery	Fort Collins, CO 80523	970-491-7353	99-0085260
Colorado State University Foundation	\$ 500.00	7/21/2014	Dept. of Construction Management	1584 Campus Delivery	Fort Collins, CO 80523	970-491-7353	99-0085260
Colorado State University Foundation (PADB)	\$ 2,500.00	12/3/2014	110A Guggenheim Hall	1984 Campus Delivery	Fort Collins, CO 80523	970-491-0435	23-7098397
University of Denver	\$ 5,000.00	12/3/2014	Burns School - Altin Gift Processing	P O Box 910585	Denver, CO 80291	303-871-2311	84-0576459
Oregon State University Foundation	\$ 5,000.00	5/30/2014	School of Civil and Construction Engineering	850 SW 35th Street	Corvallis, OR 97333	541-737-4218	93-6022772
Kansas State University Foundation	\$ 5,000.00	12/3/2014	Department of Architectural Engineering and Construction Management Program	2118 Fiedler Hall	Marnettan, KS 66506	785-532-5862	48-0667209
Central Washington University Foundation	\$ 5,000.00	3/28/2014	Construction Management Program	400 E University Way	Ellensburg, WA 98926	509-963-1423	23-7017467
2014 Universities	\$ 85,000.00						

2014 Total 432,969.27

ATTACHMENT 1

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>3,050.</u>			<u>3,050.</u>

ATTACHMENT 2

FORM 990PF, PART I - TAXES

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

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISCELLANEOUS FUNDRAISING EXPS	117,255.
BANK FEES	2,808.
TOTALS	<u>120,063.</u>

ATTACHMENT 4FORM 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.	159,911.	159,911.
ISHARES TR RUSSELL 1000 VALUE	199,923.	122,343.	122,343.
VANGUARD DEVELOPED MARKETS	38,914.	23,260.	23,260.
VANGUARD TOTAL STOCK MARKET	212,382.	21,842.	21,842.
ISHARES TR CORE S&P 500 ETF		51,694.	51,694.
ISHARES TR US AGGREGATE BD ETF		49,958.	49,958.
ISHARES TR MSCI EMERGING MKTS			
ISHARES TR MSCI EAFE ETF			
ISHARES TR CORE S&P MID-CAP ET			
ISHARES TR CORE S&P SMALL-CAP			
TOTALS	<u>483,915.</u>	<u>429,008.</u>	<u>429,008.</u>

ATTACHMENT 5FORM 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>129,015.</u>	<u>25,280.</u>	<u>25,280.</u>

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

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
19,159.		PROPERTY TYPE: SECURITIES 18,490.				669.	
		2436.647 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES				03/18/2009	01/03/2014
25,521.		24,630.				891.	
		4863.813 SH VANGUARD SHORT-TERM PROPERTY TYPE: SECURITIES				04/16/2009	01/03/2014
50,942.		49,163.				1,779.	
		197.024 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES				03/31/2005	01/03/2014
9,110.		5,927.				3,183.	
		1626.545 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES				06/29/2006	01/03/2014
75,205.		48,932.				26,273.	
		2129.053 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES				08/08/2006	01/03/2014
98,439.		64,049.				34,390.	
		598.086 SH VANGUARD INDEX TRUST CK PROPERTY TYPE: SECURITIES				02/11/2011	01/03/2014
27,653.		17,992.				9,661.	
TOTAL GAIN (LOSS)						<u>184,964.</u>	

THE SWINERTON FOUNDATION

03-0490864

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>
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

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ATTACHMENT 8

THE SWINERTON FOUNDATION

03-0490864

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8 (CONT'D)

<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>
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

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

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	
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

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

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		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 wrksh)	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	20	()
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 FOUNDATIONSocial 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

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 OLIO	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

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	
	197.024 SH VANGUARD INDEX TRUST CK	03/31/2005	01/03/2014	9,110.	5,927.			3,183.
	1626.545 SH VANGUARD INDEX TRUST CK	06/29/2006	01/03/2014	75,205.	48,932.			26,273.
	2129.053 SH VANGUARD INDEX TRUST CK	08/08/2006	01/03/2014	98,439.	64,049.			34,390.
	598.086 SH VANGUARD INDEX TRUST CK	02/11/2011	01/03/2014	27,653.	17,992.			9,661.
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.

THE SWINERTON FOUNDATION

03-0490864

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

103.

LONG-TERM CAPITAL GAIN DIVIDENDS