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Form **990-PF**

# Return of Private Foundation

OMB No 1545-0052

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

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# 2014

Department of the Treasury  
Internal Revenue Service

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2014 or tax year beginning

03/01, 2014, and ending

02/28, 2015

EXPIRES POSTMARK DATE JUN 21 2015

**A** Employer identification number  
06-6026054

**B** Telephone number (see instructions)  
888-866-3275

**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

Name of foundation  
**SWINDELLS CHAR FDN TR U/W**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state or province, country, and ZIP or foreign postal code  
**PROVIDENCE, RI 02901-1802**

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

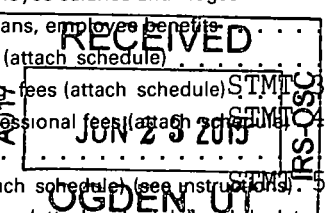
**H** Check type of organization:  
 Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 2,741,272.**

**J** Accounting method:  
 Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	57,386.	56,409.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	214,068.			
<b>b</b>	Gross sales price for all assets on line 6a	502,020			
<b>7</b>	Capital gain net income (from Part IV, line 2)		214,068.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)		16.		STMT 2
<b>12</b>	<b>Total</b> Add lines 1 through 11	271,454.	270,493.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	27,382.	16,429.		10,953.
<b>14</b>	Other employee salaries and wages		NONE	NONE	
<b>15</b>	Pension plans, employee benefits		NONE	NONE	
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
<b>c</b>	Other professional fees (attach schedule)	6,772.			6,772.
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	9,804.	1,025.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings		NONE	NONE	
<b>22</b>	Printing and publications		NONE	NONE	
<b>23</b>	Other expenses (attach schedule)	1,100.	395.		1,100.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23.	46,308.	17,849.	NONE	20,075.
<b>25</b>	Contributions, gifts, grants paid	107,000.			107,000.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	153,308.	17,849.	NONE	127,075.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	118,146.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		252,644.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

SCANNED JUN 25 2015





Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	75,548.	51,650.	51,650.
	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 ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .	50,477.	50,442.	54,137.
	b	Investments - corporate stock (attach schedule) . . . . .	2,203,332.	2,413,232.	2,635,485.
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	50,107.		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,379,464.	2,515,324.	2,741,272.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	2,379,464.	2,515,324.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,379,464.	2,515,324.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,379,464.	2,515,324.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 2,379,464.
2	Enter amount from Part I, line 27a . . . . .	2 118,146.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13 . . . . .	3 18,208.
4	Add lines 1, 2, and 3 . . . . .	4 2,515,818.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14 . . . . .	5 494.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6 2,515,324.



Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold, (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis, (h) Gain or (loss), (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col. (j), (l) Gains (Col (h) gain minus col. (k), but not less than -0- or Losses (from col (h)).

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 [X] No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

Table with columns for (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Includes rows for Total, Average distribution ratio, and Qualifying distributions.



Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 3,374 and overpayment is 2,528.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political activities, tax on political expenditures, and state registration.

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 ▶ N/A	13	X	
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no ▶ (888) 866-3275 Located at ▶ P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 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 ▶	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

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  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .  Yes  No

Organizations relying on a current notice regarding disaster assistance check here . . . . .  Yes  No

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		27,382.		

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		NONE	NONE	NONE

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



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	2,658,475.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	51,893.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	2,710,368.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	2,710,368.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	40,656.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,669,712.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	133,486.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	133,486.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	2,526.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,526.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	130,960.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	130,960.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	130,960.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	127,075.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	127,075.
<b>5</b>	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) . . . . .	<b>5</b>	2,526.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	124,549.

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				130,960.
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009 . . . . .				170.
<b>b</b> From 2010 . . . . .				1,204.
<b>c</b> From 2011 . . . . .				NONE
<b>d</b> From 2012 . . . . .				NONE
<b>e</b> From 2013 . . . . .				NONE
<b>f</b> Total of lines 3a through e . . . . .	1,374.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>127,075.</u>				
<b>a</b> Applied to 2013, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2014 distributable amount . . . . .				127,075.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a) )	1,374.			1,374.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				2,511.
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010 . . . . .	NONE			
<b>b</b> Excess from 2011 . . . . .	NONE			
<b>c</b> Excess from 2012 . . . . .	NONE			
<b>d</b> Excess from 2013 . . . . .	NONE			
<b>e</b> Excess from 2014 . . . . .	NONE			



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

NOT APPLICABLE

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 with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c...; e Qualifying distributions made directly for active conduct...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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).)

N/A

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.

N/A

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:

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2



**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
<p><b>a Paid during the year</b></p> <p>SEE ATTACHED STATEMENT</p>	<p>N/A</p>	<p>SEE ATTACH</p>	<p>SEE ATTACHED STATEMENT</p>	<p>107,000.</p>
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>107,000.</p>
<p><b>b Approved for future payment</b></p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	9,387.	9,387.
NONDIVIDEND DISTRIBUTIONS	977.	
DOMESTIC DIVIDENDS	17,770.	17,770.
OTHER INTEREST	13,850.	13,850.
FOREIGN INTEREST	768.	768.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	5,936.	5,936.
NONDISTRIBUTIVE DIVIDENDS	417.	417.
NONDISTRIBUTIVE FOREIGN DIVIDENDS	1,449.	1,449.
NONQUALIFIED FOREIGN DIVIDENDS	472.	472.
NONQUALIFIED DOMESTIC DIVIDENDS	6,360.	6,360.
TOTAL	57,386.	56,409.

SWINDELLS CHAR FDN TR U/W

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		16.
	-----	-----
TOTALS	=====	=====
		16.

FORM 990PF, PART I - ACCOUNTING FEES

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	6,772.	6,772.
	-----	-----
TOTALS	6,772.	6,772.
	=====	=====



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	199.	199.
EXCISE TAX - PRIOR YEAR	2,879.	
EXCISE TAX ESTIMATES	5,900.	
FOREIGN TAXES ON QUALIFIED FOR	726.	726.
FOREIGN TAXES ON NONQUALIFIED	100.	100.
TOTALS	9,804.	1,025.
	=====	=====



SWINDELLS CHAR FDN TR U/W

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	550.		550.
OTHER CHARITABLE EXPENSES	550.		550.
PARTNERSHIP EXPENSES		395.	
TOTALS	1,100.	395.	1,100.

SWINDELLS CHAR FDN TR U/W

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

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912810DW5 UNITED STATES TREAS	50,477.	50,442.	54,137.
TOTALS	50,477.	50,442.	54,137.



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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---

828806109	SIMON PPTY GROUP INC		
G3157S106	ENSCO PLC CL A COM		
032511107	ANADARKO PETE CORP C		
166764100	CHEVRON CORP COM		
26875P101	EOG RES INC COM		
406216101	HALLIBURTON CO COM		
436106108	HOLLYFRONTIER CORP C		
780259206	ROYAL DUTCH SHELL PL		
806857108	SCHLUMBERGER LTD COM		
969457100	WILLIAMS COS INC DEL		
009363102	AIRGAS INC COM		
232820100	CYTEC INDS INC COM		
260543103	DOW CHEM CO COM		
767204100	RIO TINTO PLC SPONSO		
G29183103	EATON CORP PLC COM		
H89128104	TYCO INTL LTD NEW F		
00101J106	ADT CORP COM		
097023105	BOEING CO COM		
31428X106	FEDEX CORP COM		
369604103	GENERAL ELEC CO COM		
42805T105	HERTZ GLOBAL HLDGS I		
428291108	HEXCEL CORP NEW COM		
438516106	HONEYWELL INTL INC C		
445658107	HUNT J B TRANS SVCS		
696429307	PALL CORP COM		
773903109	ROCKWELL AUTOMATION		
023135106	AMAZON COM INC COM		
20030N101	COMCAST CORP NEW CL		
25470M109	DISH NETWORK CORP CO		



SWINDELLS CHAR FDN TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---

345370860	FORD MTR CO DEL COM		
364760108	GAP INC DEL COM		
460690100	INTERPUBLIC GROUP CO		
548661107	LOWES COS INC COM		
580135101	MCDONALDS CORP COM		
887317303	TIME WARNER INC NEW		
92553P201	VIACOM INC CL B COM		
126650100	CVS CAREMARK CORP CO		
50076Q106	KRAFT FOODS GROUP IN		
713448108	PEPSICO INC COM		
718172109	PHILIP MORRIS INTL I		
742718109	PROCTER & GAMBLE CO		
002824100	ABBOTT LABS COM		
00817Y108	AETNA INC NEW COM		
018490102	ALLERGAN INC COM		
125509109	CIGNA CORP COM		
14149Y108	CARDINAL HEALTH INC		
30219G108	EXPRESS SCRIPTS HLDG		
375558103	GILEAD SCIENCES INC		
436440101	HOLOGIC INC COM		
478160104	JOHNSON & JOHNSON CO		
58933Y105	MERCK & CO INC NEW C		
683399109	ONYX PHARMACEUTICALS		
883556102	THERMO FISHER SCIENT		
92532F100	VERTEX PHARMACEUTICA		
98956P102	ZIMMER HLDGS INC COM		
H0023R105	ACE LTD COM		
084670702	BERKSHIRE HATHAWAY I		
14040H105	CAPITAL ONE FINL COR		

SWINDELLS CHAR FDN TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING	ENDING	ENDING
-----	BOOK VALUE	BOOK VALUE	FMV
-----	-----	-----	---

172967424	CITIGROUP INC NEW CO		
354613101	FRANKLIN RES INC COM		
38141G104	GOLDMAN SACHS GROUP		
46625H100	J P MORGAN CHASE & C		
693475105	PNC FINL SVCS GROUP		
92826C839	VISA INC CL A COM		
949746101	WELLS FARGO & CO NEW		
G1151C101	ACCENTURE PLC CL A C		
Y0486S104	AVAGO TECHNOLOGIES L		
032654105	ANALOG DEVICES INC C		
037833100	APPLE INC COM		
17275R102	CISCO SYS INC COM		
177376100	CITRIX SYS INC COM		
192446102	COGNIZANT TECHNOLOGY		
268648102	EMC CORP COM		
278642103	EBAY INC COM		
315616102	F5 NETWORKS INC COM		
38259P508	GOOGLE INC CL A COM		
594918104	MICROSOFT CORP COM		
62886E108	NCR CORP NEW COM		
747525103	QUALCOMM INC COM		
92343V104	VERIZON COMMUNICATIO		
92857W209	VODAFONE GROUP PLC S		
7483356102	QUESTAR CORP COM		
816851109	SEMPRA ENERGY COM		
19765J830	COLUMBIA MID CAP VAL		
19765P232	COLUMBIA MID CAP GRO		
19765Y688	COLUMBIA SELECT LARG		
722005667	PIMCO COMMODITY REAL	62,551.	108,853.

65,000.
55,000.
89,536.

SWINDELLS CHAR FDN TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
411511306 HARBOR INTERNATIONAL	65,000.	65,000.	87,838.
52106N889 LAZARD EMERGING MKTS	105,774.	105,774.	107,236.
197199813 COLUMBIA ACORN INTER	40,000.	40,000.	52,797.
19765H636 COLUMBIA MARSICO INT			
202671913 AGGREGATE BOND CTF	767,606.	677,346.	705,211.
1261291Q8 SMALL CAP CTF	151,172.	123,946.	125,601.
464287465 ISHARES MSCI EAFE ET	76,687.	76,687.	81,701.
922908553 VANGUARD REIT ETF	65,470.	64,981.	83,787.
22544R305 CREDIT SUISSE COMMOD	50,000.	50,000.	40,040.
45399C107 DIVIDEND INCOME COMM	274,117.	300,438.	328,552.
99Z466163 HIGH QUALITY CORE CO	131,079.	206,783.	222,400.
99Z501647 STRATEGIC GROWTH COM	266,891.	272,493.	333,715.
73935S105 POWERSHARES DB COMMO		50,107.	34,341.
693390841 PIMCO HIGH YIELD FD		105,000.	106,947.
880208400 TEMPLETON GLOBAL BD		50,000.	50,081.
302993993 MID CAP VALUE CTF		81,399.	81,648.
323991307 MID CAP GROWTH CTF		80,727.	84,737.
TOTALS	2,203,332.	2,413,232.	2,635,485.

SWINDELLS CHAR FDN TR U/W

06-6026054

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE
73935S105 POWERSHARES DB COMMO	C	50,107.
TOTALS		50,107.

SWINDELLS CHAR FDN TR U/W

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

=====

DESCRIPTION -----	AMOUNT -----
CTF COST ADJUSTMENT	5,505.
PARTNERSHIP TRANSACTION ADJUSTMENT	12,703.
	-----
TOTAL	18,208.
	=====



SWINDELLS CHAR FDN TR U/W

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

=====

DESCRIPTION -----	AMOUNT -----
SECURITIES ADJUSTMENT	489.
ROUNDING	5.
	-----
TOTAL	494.
	=====





GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS 7,062.00

-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) 7,062.00

-----  
=====

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

COMMON TRUST FUNDS 54,036.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-12,703.00

-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) 41,333.00

-----  
=====



SWINDELLS CHAR FDN TR U/W

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 27,382.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

TOTAL COMPENSATION:

27,382.

=====



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

06-6026054

RECIPIENT NAME:

AMY LYNCH - BANK OF AMERICA

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED STATEMENT

SUBMISSION DEADLINES:

SEE ATTACHED STATEMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED STATEMENT



SWINDELLS CHAR FDN TR U/W

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FEDERAL FOOTNOTES  
=====

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

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
4/16/2014	-2000	CHILD GUIDANCE CTR OF SECT	NONE	SUPPT CHILD & FAMILY THERAPY PROGRAM	PC
4/16/2014	-2500	CIRCLE OF CARE FOR FAMILIES	NONE	SUPPT LIFELINE EMERGENCY FUND	PC
4/17/2014	-3500	COMMUNITY DINING ROOM	NONE	SUPPORT GENERAL OPERATIONS OF THE ORG	PC
4/17/2014	-2500	FAMILY LIFE EDUCATION INC	NONE	SUPPORT PARENTING PROGRAMS	PC
4/17/2014	-3000	HOCKANUM VALLEY COMM COUNCIL	NONE	SUPPT CASE MANAGEMENT & FOOD PANTRY	PC
4/17/2014	-2000	HOLE IN THE WALL GANG FUND INC	NONE	SUPPT CAMPERSHIP FOR IL/UNDERSERVED KIDS	PC
4/17/2014	-1000	THE HOSPITAL OF CENTRAL CT AT	NONE	SUPPORT THE INFANT CPR ANYTIME	PC
4/17/2014	-3000	HSC COMMUNITY SERVICES INC	NONE	SUPPT SPECIAL CARE DENTAL SERVICES	PC
4/17/2014	-2500	HARTFORD INTERVAL HOUSE, INC	NONE	SUPPT THE CHILDREN'S PROGRAM	PC
4/17/2014	-2500	KIDS IN CRISIS INC	NONE	SUPPT SAFE HAVEN FOR KIDS PROGRAM	PC
4/17/2014	-2000	LIBERATION PROGRAMS INC	NONE	SUPPT FAMILIES IN RECOVERY PROGRAM	PC
4/17/2014	-2500	MALTA HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/17/2014	-2500	MARTIN HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/17/2014	-3000	MERCY HOUSING & SHELTER CORP	NONE	SUPPORT PROGRAMS AT ST ELIZABETH HOUSE	PC
4/17/2014	-2500	NORWALK SENIOR CENTER INC	NONE	SUPPT THE SATELLITE SENIOR CENTER	PC
4/17/2014	-3500	PLAINVILLE COMM FOOD PANTRY INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
4/17/2014	-3000	ST VINCENT DE PAUL MIDDLETOWN	NONE	SUPPT MEALS & COMMUNITY ASSISTANCE PROG	PC
4/17/2014	-2500	VETERANS SUPPORT FOUNDATION	NONE	SUPPT HOUSING PROGRAM FOR HOMELESS VETS	PC
4/17/2014	-2500	VISTING NURSE & HEALTH SERV OF CT	NONE	SUPPT TELEHEALTH PROGRAM	PC
4/17/2014	-2000	WAKEMAN BOYS & GIRLS CLUB	NONE	SUPPT AFTER SCHOOL PROGRAM	PC
4/17/2014	-2500	YMCA CAMP MOHAWK	NONE	SUPPORT THE CAMPERSHIP PROGRAM	PC
10/7/2014	-2000	THE SALVATION ARMY	NONE	TO SUPPORT THE HOUSING ASSISTANCE OFFICE	PC
10/7/2014	-2500	THAMES RIVER COMMUNITY SERVICE	NONE	TO SUPPORT CHILD DEVELOPMT PROGRAM	PC
10/7/2014	-3000	ST VINCENT DE PAUL PLACE NORWICH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-2000	SHORELINE SOUP KITCHENS, INC	NONE	TO SUPPORT THE PANTRY FOOD DISTRIBUTION	PC
10/7/2014	-2500	SAINTE MARY'S HOSPITAL	NONE	TO SUPPORT THE BASIC NEEDS PROGRAM	PC
10/7/2014	-2000	SAINTE JOSEPH'S RESIDENCE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-2500	NEW REACH	NONE	TO SUPPORT THE SEARCH PROGRAM	PC
10/7/2014	-2500	NETWORK AGAINST DOMESTIC ABUSE	NONE	TO SUPPORT THE TRACEY THURMAN HOUSE	PC
10/7/2014	-3000	MANCHESTER AREA CONF OF CHURCHES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-3000	MALTA HOUSE OF CARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-3000	IMMACULATE CONCEPTION SHELTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-2500	HORIZONS, INC	NONE	TO SUPPORT TRUSTED LIFELINE PROGRAM	PC
10/7/2014	-2500	HOMES WITH HOPE, INC	NONE	TO SUPPORT THE BACHARACH COMMUNITY	PC
10/7/2014	-2000	HEBREW HEALTH CARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-2500	FSW, INC CT	NONE	TO SUPPORT HOMELESSNESS PREVENTION PRGM	PC
10/7/2014	-2500	FISH OF GREATER NEW HAVEN, INC	NONE	TO SUPPORT FOOD DELIVERY PROGRAMS	PC
10/7/2014	-2000	FIRST CHOICE HEALTH CENTERS, INC	NONE	TO SUPPORT THE SCHOOL HEALTH PROGRAMS	PC
10/7/2014	-2000	FAMILY CENTERS, INC	NONE	TO SUPPORT SCHOOL BASED HEALTH CENTERS	PC
10/7/2014	-2500	COLUMBUS HOUSE, INC	NONE	TO SUPPORT THE MIDDLESEX FAMILY SHELTER	PC
10/7/2014	-3000	ELDERHOUSE	NONE	TO SUPPORT THE ELDERHOUSE ADULT	PC
10/7/2014	-2000	CENTER FOR SEXUAL ASSAULT CRISIS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/7/2014	-2500	CENTER FOR HOSPICE CARE SECT	NONE	TO SUPPORT THE SPECIAL CARE FUND	PC
<b>TOTAL</b>	<b>-107000</b>				

SCHEDULE D

SWINDELLS CHARITABLE FOUNDATION

Name of organization:

Address:

Amount Requested:

Specific purpose for which it is to be used:

Period of time in which it is to be used:

Anticipated benefits:

Does your organization engage in lobbying activities?

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

Yes \_\_\_\_\_ No \_\_\_\_\_

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

---

Please attach copies of the following:

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

Signature of Executive Director

Phone number