Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052
2014
Open to Public Inspection

For calendar year 2014 or tax year beginning November 1 **, 2014, and ending** October 31 **, 20** 15

Name of foundation Three Swallows Foundation	A Employer identification number 521234546
Number and street (or P.O. box number if mail is not delivered to street address) 12608 Wyclow Drive — Room/suite	B Telephone number (see instructions) 4154564330
City or town, state or province, country, and ZIP or foreign postal code Clifton, VA 20124	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here . . . ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation . . ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1979106

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	2096	2096	2096	
	4	Dividends and interest from securities				
	5a	Gross rents	602345	602345	602345	
	b	Net rental income or (loss) 499431				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	604441	604441	604441	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	155500	38875	38875	116625
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	10058	5632	5632	4426
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	95315	92456	92456	2859
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	43780			43780
	22	Printing and publications	4047			4047
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	308700	136963	136963	171737
	25	Contributions, gifts, grants paid	450310			450310
	26	**Total expenses and disbursements.** Add lines 24 and 25	759010	136963	136963	622047
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(154569)			
	b	**Net investment income** (if negative, enter -0-)		467478		
	c	**Adjusted net income** (if negative, enter -0-)			467478	

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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	1171593	1376761	1376761
	2	Savings and temporary cash investments			
	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)			
	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)	60000		
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Bass Strait Royalty Int.)	None	None	602345
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1231593	1376761	1979106
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	None	None	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	1231593	1376761	

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	1231593
2	Enter amount from Part I, line 27a	2	(154569)
3	Other increases not included in line 2 (itemize) ▶	3	299737
4	Add lines 1, 2, and 3	4	1376761
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1376761

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				
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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1009237	1643801	0.4944509706
2012	877239	1649752	0.5317399221
2011	692192	1647238	0.4202137
2010	789765	1809798	0.417689
2009	783358	1518534	0.5158646431

2	**Total** of line 1, column (d)	2	2.3799582358
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	0.4759916471
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	1158873
5	Multiply line 4 by line 3	5	55161
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4675
7	Add lines 5 and 6	7	59836
8	Enter qualifying distributions from Part XII, line 4	8	622047

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	4675
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3	Add lines 1 and 2		3	4675
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	4675
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	4675
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ **N/A**

14 The books are in care of ▶ **Ms Lois Lewis** Telephone no. ▶ **4154564330**

Located at ▶ **P.O. Box 1723 Ross CA** ZIP+4 ▶ **94951**

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

			Yes	No
16	At any time during calendar year 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?	16	✓	
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		✓
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? ☐ Yes ☐ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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		✓
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		✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
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)?	5b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☑ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	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?	7b		

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

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

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

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
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	118706
b	Average of monthly cash balances	1b	455469
c	Fair market value of all other assets (see instructions)	1c	602345
d	**Total** (add lines 1a, b, and c)	1d	1176520
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	0
3	Subtract line 2 from line 1d	3	1176520
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	17647
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1158873
6	**Minimum investment return.** Enter 5% of line 5	6	57944

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	57944
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4675		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4675
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	53269
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	53269
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	53269

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	622047
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	622047
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	4675
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	617372

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					53269
2 Undistributed income, if any, as of the end of 2014:					
a Enter amount for 2013 only					
b Total for prior years: 20___,20___,20___					
3 Excess distributions carryover, if any, to 2014:					
a From 2009	712298				
b From 2010	705408				
c From 2011	816363				
d From 2012	921529				
e From 2013	944451				
f **Total** of lines 3a through e		4100049			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 622047					
a Applied to 2013, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions)			0		
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2014 distributable amount					53269
e Remaining amount distributed out of corpus		568778			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		4668827			
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)		0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		712298			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		3956529			
10 Analysis of line 9:					
a Excess from 2010	705408				
b Excess from 2011	816363				
c Excess from 2012	921529				
d Excess from 2013	944451				
e Excess from 2014	568778				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . . . ▶

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

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

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:

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 Attached Schedule				
Total			▶ **3a**	
b *Approved for future payment*				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					2096
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	713310	602345	15	602345	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
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)				602345	2096

13 **Total.** Add line 12, columns (b), (d), and (e) 13 604441

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee	Date	Title
Paul N. Temple	7-21-16	~~7-21-16~~ Chairman + President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
Leon W. Blazey Jr.	L-W Blazey	6-1-16	☑	P01209646
Firm's name ▶ Leon W. Blazey Jr. CPA			Firm's EIN ▶ 261-56-9866	
Firm's address ▶ 80 Hamlet Ct. Bratenahl, OH. 44108			Phone no. 216-451-4059	

Presido MMA

Month-Yr	Ammount	Interest	Deposits
Nov-14	167,729	25	-
Dec-14	261,304	17	-
Jan-15	186,321	17	-
Feb-15	111,330	9	-
Mar-15	196,760	5	-
Apr-15	96,769	9	-
May-15	265,308	6	-
Jun-15	265,329	22	-
Jul-15	357,360	14	-
Aug-15	373,453	32	-
Sep-15	1,173,497	44	-
Oct-15	1,180,145	100	-
Totals	4,635,304	299	-
Average	386,275	25	

Presido Checking

Month-Yr	Ammount	Interest	Deposits
Nov-14	802,111	1	-
Dec-14	(20,852)	3	-
Jan-15	20,274	1	-
Feb-15	39,813	2	-
Mar-15	51,104	2	-
Apr-15	52,627	1	-
May-15	65,851	1	-
Jun-15	(5,047)	1	-
Jul-15	165,176	2	-
Aug-15	150,504	4	-
Sep-15	94,981	9	-
Oct-15	78,121	2	-
Totals	1,494,665	29	-
Average	124,555	3	

BNY Mellon

Month-Yr	Ammount	Interest	Deposits
Start	16,061	-	-
End	-		-
Totals	16,061	-	-
Average	8,031		

EverBank

Month-Yr	Ammount	Interest	Deposits
Start	6,548	-	-
End	-		-
Totals	6,548	-	-
Average	3,274		

Keel Point

Month-Yr	Ammount	Interest	Deposits
Start	118,916	-	-
End	118,495	1,768	-
Totals	237,411	1,768	-
Average	118,706		

Year End Balance 1,376,761

Balance Sheet 31OCT2015	BV	MV
Presido Checking	78,121	
Presido MMA	1,180,145	
BNY Mellon	0	
Ever Bank	0	
Keel Point	118,495	
	1,376,761	1,376,761
Bass Strait Royalty		602,345
		1,979,106

AUD	Q1	Q2	Q3	Q4
	27-Feb-15	26-May-15	25-Aug-15	25-Nov-15
Overriding Royalty	220,779	105,856	256,738	225,978
Less: Australian Withholding Tax	33,117	15,878	38,511	33,897
Funds Received for Distribution	187,663	89,978	218,228	192,081
Operating Expense Refund	3,120	2,340	2,340	3,120
Less: E&Y Tax Service Fees	2,249	1,101	1,307	1,116
Total Net Royalty for the Quarter	182,293	86,537	214,581	187,845
Less: Payment to ATO	-	-	-	-
Royalty Payment	182,293	86,537	214,581	187,845

AUD/USD Conversion	0.7814	0.7829	0.7129	0.7254

USD	Q1	Q2	Q3	Q4
Overriding Royalty	172,517	82,875	183,029	163,925
Less: Australian Withholding Tax	25,878	12,431	27,454	24,589
Funds Received for Distribution	146,640	70,443	155,575	139,336
Operating Expense Refund	2,438	1,832	1,668	2,263
Less: E&Y Tax Service Fees	1,758	862	932	810
Total Net Royalty for the Quarter	142,444	67,750	152,975	136,263
Less: Payment to ATO	-	-	-	-
Royalty Payment	142,444	67,750	152,975	136,263

Total Gross Income	602,345
Total Net Income	499,431

Income Statement

Interest Income	2,096
Royalty Income	602,345
Total Income	**604,441**
Australia Witholding Tax	90,352
Operating Expense Refund	8,201
E&Y Tax Fees	4,361
	102,914
Net Royalty	**501,528**
Other Expenses	
Administrative Fee	16,000
President Fee	4,000
Bank Charges	305
Legal Representatives	4,000
Citibusiness	75
Office Supplies	4,047
Financial Administrator Fee	35,000
Telephone & Postage	2,337
Lee Blazey Tax Prep	5,000

Statement 6

Director, Manager, Trustee Compensation

Name	Title/ Avg Hrs per Week	Compensation
Paul N. Temple San Rafael, CA	President 20	22,000
Diane E Temple San Rafael, CA	Director 2	7,000
Lois Rees Lewis Ross, CA	Admin. Secretary 16	35,000
Paulina Temple San Fransisco, CA	Director 2	7,000
James H Brown Walnut Creek, CA	Director 2	7,000
Torin Kline Layfayette, CO	Director 2	3,000
Thomas C Brown Newcastle, CA	Director 2	7,000
Monique Brown Newcastle, CA	Director 2	7,000
Dunbar B Abell Lakewood, PA	Director 2	10,750
Pamela Abell Lakewood, PA	Director 2	7,000
Lise Temple Greenberg Pawleys Island, SC	Director 2	7,000
Steven J Greenberg Pawleys Island, SC	Director 2	4,000
Rachele Greeenberg Virginia Beach, VA	Director 2	3,000
Robin R Temple Layfayette, CO	Director 2	7,000
G Michael Moore Layfayette, CO	Director 2	4,000
Thomas Temple Clifton, VA	Director 2	7,000
Nancy E Temple Clifton, VA	Director 2	10,750
	TOTAL	155,500

150315

DONATIONS OF THREE SWALLOWS FOUNDATION

From December 1, 2014 through November 30, 2015

Name & Address	Foundation Status	Purpose	Amount
A Touch of Understanding 5280 Stirling Street, Ste 202 Granite Bay, CA 95746	Public	GEN	1,160
American Red Cross P.O. Box 37243 Washington, DC 20013	Public	GEN	65
Asian Women's Shelter c/o Huong Le 3543 18th Street, #19 San Francisco, CA 94110	Public	GEN	1,000
Bead for Life 2336 Canyon Blvd Ste 202 Boulder, CO 80302	Public	GEN	1,000
Closing the Gap 2495 Natomas Park Dr, Ste 2000 Sacramento, CA 95833	Public	GEN	1,500
Congregation B'rith Hadoshah 2608 Elmwood Ave Kenmore, NY 14217	Public	GEN	1,000
CRU PO Box 628222 Orlando, FL 32862-9841	Public	GEN	6,000
DC Fellowship of Christian Athletes 801 G Street NW Washington, DC 20001	Public	GEN	4,500
DHFC 14724 Ventura Blvd Ste 820 Sherman Oaks, CA 91403	Public	GEN	50

10

EntreAmigos PO Box 1373 Blue Jay, CA 92317	Public	GEN	12,000
Endowment for the Neurosciences 2824 Sawmill Road North Bellmore, NY 11710	Private	GEN	40,000
Family Ministry Life 5800 Ranch Drive Little Rock, AR 72223	Public	GEN	2,500
FINCA 1101 14th St, NW, 11th Floor Washington, DC 20005	Public	GEN	25
Foundation for Inner Peace PO Box 615 Tiburon, CA 94957	Public	GEN	15,000
Foundation Stone 4704 Delafield Ave Bronx, NY 10471	Public	GEN	1,500
Free Methodist 17 Church St Hawley, PA 18428	Public	GEN	2,000
Hillcrest Congregational Church Gregory Lane Pleasant Hill, CA 94523	Public	GEN	12,000
International Anti-Poaching USA2450 Louisiana St, Ste 400 Unit No 415 Houston, TX 77006	Public	GEN	1,500
International Eye Foundation 10801 Connecticut Ave Kensignton, MD 20895	Public	GEN	25
Institute of Noetic Sciences 475 Gate Five Road Sausalito, CA 9491	Public	GEN	91,000
International Foundation 133 C Street, S.E. Washington, DC 20003-1807	Public	GEN	67,500

Jews for Jesus 60 Haight St San Francisco, CA 94102	Public	GEN	1,000
Kanakuk Ministries 1353 Lake Shore Dr Branson, MO 65616	Public	GEN	3,000
KidKind 16 Mount Bethel Ave Suite 191 Warren, NJ 07059	Public	GEN	1,500
King of Tennis 50 Green Ave #4 Brooklyn, NY 11238	Public	GEN	3,000
KVNF P.O. Box 1350 Paonia, CO 81428	Public	GEN	200
Lamborn Foundation 41474 Reds Rd Paonia, CO 81428	Public	GEN	400
Learning Council PO Box 1744 Paonia, CO 81428	Public	GEN	7,650
Loomis Basin Charter School 5438 Laird Rd Loomis, CA 95650	Public	GEN	2,500
Loomis Basin Dolphins PO Box 773 Loomis, CA 95650	Public	GEN	500
Lost for a Reason 8441 W 51st Ave Arvada, CO 80002	Public	GEN	500
March of Dimes 1275 Mamaroneck Ave Ste 310 White Plains, NY 10605	Public	GEN	50
Marin Academy 1600 Mission Ave San Rafael, CA 94902	Public	GEN	5,000

McLean Bible Church PO Box 9300 McLean, VA 22102	Public	GEN	2,000
Media Research 1900 Campus Commons Dr, Ste 600 Reston, VA 20191	Public	GEN	50
Menlo Park Presbyterian Church 950 Santa Cruz Ave Menlo Park, CA 94025	Public	GEN	5,000
Mercy Home for Boys & Girls 1140 W Jackson Blvd Chicago, IL 60607	Public	GEN	25
More Than Words 1101 W Jones Creek Rd Grants Pass, OR 97526	Public	GEN	5,000
Motus Theater 4519 8th Street, Unit C Boulder, CO 80302	Public	GEN	10,500
National Asso of Chiefs of Police 6350 Horizon Dr Tutusville, FL 32780	Public	GEN	100
National Multiple Sclerosis PO Box 23664 Oakland, CA 94623	Public	GEN	50
New York Fellowship 232 E 32nd Street NYC, NY 07828	Public	GEN	2,500
North Fork Montessori School 397 Bulldog St Hotchkiss, CO 81419	Public	GEN	500
Open Door Church of San Mateo PO Box 27001 Santa Ana, CA 92799	Public	GEN	2,000
Optimum Health Institute 6970 Central Ave Lemon Grove, CA 91945	Public	GEN	6.000

Outreach Mission 2139 N Nottingham St Arlington, VA 22205	Public	GEN	2,500
Paradise Theater PO Box 886 Paonia, CO 81428	Public	GEN	8,000
Pause Ministry PO Box 123 Basking Ridge, NJ 07920	Public	GEN	17,000
Plan of Maryland 604 S Frederick Ave Ste 411 Gaithersburg, MD 20877-1284	Public	GEN	24,000
Placer PTC 8650 Horseshoe Bar Rd Loomis, CA 95650	Public	GEN	340
Placer Theatre Ballet PO Box 6723 Auburn, CA 95604	Public	GEN	1,000
Prison Fellowship PO Box 1550 Merryfield, VA 22116-1550	Public	GEN	1,500
Revival Ministries Tennessee St. Vallejo, CA	Public	GEN	2,000
Rivendall School 5700 Lee Highway Arlington, VA 22207	Public	GEN	5,000
Rudolf Steiner College 9200 Fair Oaks Blvd Fair Oaks, CA 95628	Public	GEN	4,000
Sacramento Region Community Fdn 955 University Avenue, Suite A Sacramento, CA 95825	Public	GEN	36,400
Salvation Army PO Box 193465 San Francisco, CA 94119	Public	GEN	1,000

Saint Barnabas Medical Center 95 Old Short Hills Road West Orange, NJ 07052	Public	GEN	500
SC Environmental Law Project-SCELP PO Box 1380 Pawleys Island, SC 29585	Public	GEN	1,500
Shepherds of Love Ministries, Inc PO Box 5043 Edmond, OK 73083	Public	GEN	2,000
Shine Network 208 Seven Hills Dr Boulder, CO 80302	Public	GEN	500
Shining Mountain Waldorf School 987 Locust Boulder, CO 80304	Public	GEN	2,000
Simon Wiesenthal Center 1399 South Roxbury Los Angeles, CA 90035	Public	GEN	1,000
Skate Ministries 3533 S Irving St Sheridan, CO 80110	Public	GEN	1,000
Smile Train 41 Madison Ave., 28th Floor New York, NY 10010	Public	GEN	1,500
There Goes My Hero PO Box 701 Bel Air, MD 21014	Public	GEN	1,000
Triskeles Foundation 707 Eagleview Blvd Ste 105 Exton, PA 19341	Public	GEN	3,000
Turning the Wheel Foundation 1123 County Road 83 Boulder, CO 80302	Public	GEN	4,000
Unity Columbine Spiritual Center 8900 Arapahoe Rd Boulder, CO 80303	Public	GEN	2,500

United States Justice Foundation PO Box 131637 Houston, TX 77219	Public	GEN	120
Widows & Orphans Network 8950 Clay Hibbins Road Fort Worth, TX 76180	Public	GEN	2,500
Women's Visionary Congress 1565 Calle Santa Anna Pleasanton, CA 94566	Public	GEN	2,600
World Missions Inner City Extension Center 1720 1st St. NW. Washington, DC 20001	Public	GEN	1,000
Wounded Warrior 7020 AC Skinner Parkway, Ste 100 Jacksonville, FL 32256	Public	GEN	500

THREE SWALLOWS FOUNDATION
A Virginia NonProfit Corporation
c/o P.O. Box 1723
Ross, CA 94957

TO: Institute of Noetic Sciences
101 San Antonio Road
Petaluma, CA 94952

DATE OF GRANTS: 12/1/14 to 11/30/15

PURPOSE OF GRANTS: Unrestricted, Board Designated and Next Generation Initiative

GRANTS AMOUNT FOR FISCAL YEAR of 2015: $ 91,000

AMOUNTS EXPENDED: $ 91,000

I DECLARE THAT I HAVE EXAMINED THIS INFORMATION, AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT AND COMPLETE. I ALSO DECLARE THAT NO PORTION OF THE GRANT AMOUNTS HAVE BEEN DIVERTED FROM THE PURPOSE OF THE GRANTS.

SIGNATURE

February 16, 2016
DATE

Lois Rees Lewis
Administrative Secretary