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Form 990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation
MARION E KENWORTHY SARAH H SWIFT FOUNDATION
C/O STEPHEN WISE TULIN
% STEPHEN WISE TULIN

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

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
NORTH FERRISBURG, VT 05473

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)8,793,173

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

13-6140940

B Telephone number (see instructions)

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	473,862	473,862	473,862	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-556,570			
	b Gross sales price for all assets on line 6a				
		3,171,611			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	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	-82,708	473,862	473,862	
	13 Compensation of officers, directors, trustees, etc	22,000	5,500	5,500	16,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,800	5,800	5,800	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	13,001	13,001	13,001	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,053	1,419	1,419	2,635
22 Printing and publications					
23 Other expenses (attach schedule)	72,076	42,076	42,076	30,000	
24 Total operating and administrative expenses. Add lines 13 through 23	116,930	67,796	67,796	49,135	
25 Contributions, gifts, grants paid	395,000			395,000	
26 Total expenses and disbursements. Add lines 24 and 25	511,930	67,796	67,796	444,135	
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-594,638			
	b Net investment income (if negative, enter -0-)		406,066		
c Adjusted net income(if negative, enter -0-)			406,066		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	750,566	149,663	149,663
	2	Savings and temporary cash investments	100,955	116,495	116,495
	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)	6,647,193	6,646,287	8,527,015
	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)			
	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)	7,498,714	6,912,445	8,793,173	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,498,714	6,904,076	
30	Total net assets or fund balances (see instructions)	7,498,714	6,904,076		
31	Total liabilities and net assets/fund balances (see instructions) .	7,498,714	6,904,076		

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	7,498,714
2	Enter amount from Part I, line 27a	2	-594,638
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	6,904,076
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	6,904,076

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	-556,570
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 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))
2015	457,430	9,273,298	0 049328
2014	499,000	10,410,146	0 047934
2013	438,026	9,355,026	0 046823
2012	396,673	8,569,638	0 046288
2011	433,483	8,212,204	0 052785

2 Total of line 1, column (d)	2	0 243158
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 048632
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,534,948
5 Multiply line 4 by line 3	5	415,072
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,061
7 Add lines 5 and 6	7	419,133
8 Enter qualifying distributions from Part XII, line 4	8	444,135

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	4,061
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	4,061
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,061
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	15,024
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	15,024
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	10,963
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 10,963 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY _____		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>http://kenworthyswiftfoundation.org/</u>	13	Yes	
14	The books are in care of ► <u>STEPHEN WISE TULIN</u> Telephone no ► <u>(802) 425-3383</u>			

Located at ► BOX 3040 CHAMPLIN HILL ROAD NORTH FERRISBURGH VT ZIP+4 ► 05473

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		
16	At any time during calendar year 2016, 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	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 2016?	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		☐ 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		No
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 2016 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 2016).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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. ☒	5b		
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	6b		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	7b		
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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
STEPHEN WISE TULIN ESQ 100 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT 05473	SECY-TREAS 0	10,000	0	0
DR TRUDY FESTINGER 37 WEST 12TH STREET NEW YORK, NY 10011	PESIDENT 0	12,000	0	0
W Walter Menninger M D 1505 SW Plass Ave TOPEKA, KS 666042751	VICE PRESIDENT 0	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Total number of other employees paid over \$50,000. ☐				

Part VIII

3 Five hig

Total number

Part IX-A

List the foundation

1

Part IX-B

Describe the

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	8,560,311
b	Average of monthly cash balances.	1b	104,611
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,664,922
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	8,664,922
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	129,974
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,534,948
6	Minimum investment return. Enter 5% of line 5.	6	426,747

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	426,747
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	4,061
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,061
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	422,686
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	422,686
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	422,686

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	444,135
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	444,135
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	4,061
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	440,074

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				422,686
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 33,907				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015. 8,786				
f Total of lines 3a through e.	42,693			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 444,135				
a Applied to 2015, but not more than line 2a			0	
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 2016 distributable amount.				422,686
e Remaining amount distributed out of corpus	21,449			
5 Excess distributions carryover applied to 2016 (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	64,142			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
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 2011 not applied on line 5 or line 7 (see instructions).	33,907			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	30,235			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015. 8,786				
e Excess from 2016. 21,449				

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 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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 email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	395,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

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. | | 1a(1) | No |
| (2) Other assets. | | 1a(2) | No |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | No |
| (4) Reimbursement arrangements. | | 1b(4) | No |
| (5) Loans or loan guarantees. | | 1b(5) | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | No |
| 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 |
| | | |
| | | |
| | | |
| | | |

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.

*****	2017-05-15	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P01350299
	DAVID DORFMAN				
	Firm's name ▶ DORFMAN MIZRACH & THALER LLP				Firm's EIN ▶
	Firm's address ▶ 555 ROUTE ONE SOUTH ISELIN, NJ 08830				Phone no (732) 404-1860

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1780 SH HEWLETT PACKARD		2015-03-24	2016-01-15
50 SH PJT PARTNERS		2015-10-01	2016-01-15
1000 SH BRISTOL MYERS SQUIBB		2014-08-08	2016-04-13
1060 SH DU PONT EI		2015-06-26	2016-04-13
570 MASTERCARD INC		2014-12-10	2016-04-13
7000 SH APOLLO GLOBAL		2013-08-15	2016-05-09
1200 SH PRUDENTIAL FIN		2015-02-10	2016-05-12
1100 SH SANOFI SPON		2014-11-10	2016-05-12
2050 SH ABBVIE INC		2015-04-16	2016-06-10
575 SH ABBOTT LAB		2015-08-06	2016-06-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,102		31,522	-9,420
1,069		190	879
66,289		50,314	15,975
68,410		66,680	1,730
53,839		50,277	3,562
118,244		168,443	-50,199
90,329		95,372	-5,043
43,019		51,464	-8,445
122,723		132,169	-9,446
21,777		29,390	-7,613

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-9,420
			879
			15,975
			1,730
			3,562
			-50,199
			-5,043
			-8,445
			-9,446
			-7,613

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
700 SH CONOCOPHILIPPS		2014-04-11	2016-06-10
1780 SH HP INC		2015-03-24	2016-06-10
2250 SH INTEL CORP		2015-06-26	2016-06-10
2499 98 SH WILLIAMS PARTNERS		2015-02-10	2016-06-10
9800 SH KKR		2013-03-07	2016-07-13
2000 SH BLACKSTONE		2015-05-14	2016-08-15
4200 SH ENTERPRISE PRODUCTS		2013-06-10	2016-08-16
25 SH DONNELLY FINANCIAL		2013-02-12	2016-10-07
2 5 SH FORD MOTOR CO		2016-06-14	2016-10-07
25 SH LSC COMM		2013-02-12	2016-10-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
31,648		50,217	-18,569
23,762		28,123	-4,361
70,684		70,404	280
84,096		127,437	-43,341
120,878		166,491	-45,613
55,127		81,660	-26,533
114,452		110,266	4,186
5		4	1
30,112		33,003	-2,891
6		5	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-18,569
			-4,361
			280
			-43,341
			-45,613
			-26,533
			4,186
			1
			-2,891
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
64 SH DONNELLEY RR		2013-02-12	2016-10-12
2300 SH PFIZER INC		2014-11-05	2016-11-16
750 SH TARGET CORP		2016-06-10	2016-11-16
3249 44 SH DONNELLEY RR		2013-02-12	2016-12-13
1218 5 SH DONNELLEY FINANCIAL		2013-02-12	2016-12-13
4850 SH CARLYLE GROUP		2015-03-23	2016-01-08
2060 SH STARWOOD PROP		2014-10-07	2016-03-10
5150 SH APOLLO GLOBAL		2013-07-09	2016-04-11
2700 SH APOLLO GLOBAL		2015-05-11	2016-04-11
1140 SH DIGITAL REALTY		2013-11-18	2016-04-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
20		20	
73,124		74,941	-1,817
57,130		51,300	5,830
54,089		64,053	-9,964
23,581		23,169	412
67,855		139,101	-71,246
37,001		45,541	-8,540
83,058		146,733	-63,675
43,545		59,346	-15,801
100,360		54,686	45,674

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-1,817
			5,830
			-9,964
			412
			-71,246
			-8,540
			-63,675
			-15,801
			45,674

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
3850 SH INTEL CORP		2015-02-12	2016-04-18
230 SH LOCKHEED MARTIN		2015-02-12	2016-04-18
3135 SH OAKTREE CAP		2012-07-20	2016-04-18
3500 SH ABBVIE INC		2015-02-12	2016-06-08
615 SH ELI LILLY		2016-01-08	2016-06-08
6125 SH BLACKSTONE GROUP		2013-10-25	2016-06-08
1325 SH BLACKSTONE GROUP		2016-01-08	2016-06-08
7675 SH KKR & CO		2013-03-07	2016-07-13
4605 SH KKR & CO		2015-08-12	2016-07-13
765 SH OAKTREE CAP		2013-08-13	2016-08-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
121,258		124,378	-3,120
52,170		45,407	6,763
151,023		121,138	29,885
216,165		215,416	749
45,948		49,869	-3,921
164,952		175,196	-10,244
35,684		33,916	1,768
94,188		155,352	-61,164
56,513		84,021	-27,508
34,279		39,648	-5,369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-3,120
			6,763
			29,885
			749
			-3,921
			-10,244
			1,768
			-61,164
			-27,508
			-5,369

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
2375 SH OAKTREE CAP		2016-01-08	2016-08-05
600 SH BOEING CO		2016-01-13	2016-10-10
1700 SH REAVES UTILITY		2015-08-12	2016-10-10
3300 SH REAVES UTILITY		2016-04-18	2016-10-10
3975 SH BLACKROCK HLTH		2016-01-08	2016-10-10
LITGATION		2015-01-01	2016-12-31
700 SH SANOFI SPON		2015-05-14	2016-05-12
766 53 SH DONNELLEY RR		2016-04-13	2016-12-13
287 5 SH DONNELLEY FINANCIAL		2016-04-13	2016-12-13
BASIS ADJUSTMENT		2015-01-01	2016-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
106,422		99,914	6,508
81,881		76,534	5,347
50,438		50,330	108
98,799		99,900	-1,101
137,404		150,286	-12,882
454			454
27,376		35,869	-8,493
12,759		21,382	-8,623
5,564		7,736	-2,172
		139,568	-139,568

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			6,508
			5,347
			108
			-1,101
			-12,882
			454
			-8,493
			-8,623
			-2,172
			-139,568

Form 990FP Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ENACT 630 9th Ave 301 NEW YORK, NY 10036	NONE	PC	GENERAL SUPPORT	15,000
COUNCIL ON ADOPTABLE CHILDREN 589 8th Ave NEW YORK, NY 10018	NONE	PC	GENERAL SUPPORT	10,000
THE DOOR 555 BROOME STREET NEW YORK, NY 10013	NONE	PC	GENERAL SUPPORT	20,000
MFY LEGAL SERVICES 299 Broadway NEW YORK, NY 10007	NONE	PC	GENERAL SUPPORT	10,000
CHILD GUIDANCE CENTER OF SOUTHERN CT 972 Post Rd DARIEN, CT 06820	NONE	PC	GENERAL SUPPORT	10,000
NEW ALTERNATIVES FOR CHILDREN 37 WEST 26TH ST NEW YORK, NY 10010	NONE	PC	GENERAL SUPPORT	10,000
BROOKLYN CONSERVATORY 58 7th Ave BROOKLYN, NY 11217	NONE	PC	GENERAL SUPPORT	15,000
THE SOCIETY FOR THE PREVENTION OF TEEN SUICIDE 110 West Main Street FREEHOLD, NJ 07728	NONE	PC	GENERAL SUPPORT	15,000
CASES 1717 Rhode Island Avenue NW WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	15,000
CITIZENS COMMITTEE FOR CHILDREN 14 Wall Street Suite 4E NEW YORK, NY 10005	NONE	PC	GENERAL SUPPORT	20,000
THE JEWISH BOARD 135 W 50th St NEW YORK, NY 10020	NONE	PC	GENERAL SUPPORT	15,000
TRINITY COUNSELING SERVICE 22 Stockton St PRINCETON, NJ 08540	NONE	PC	GENERAL SUPPORT	10,000
ROOM TO GROW 7 W 30th St NEW YORK, NY 10001	NONE	PC	GENERAL SUPPORT	20,000
GREENWICH HOUSE 122 W 27th St NEW YORK, NY 10001	NONE	PC	TRADITIONAL MENTORING PROGRAM	10,000
CITIES AT PEACE 104 W 27th St 12th Floor NEW YORK, NY 10001	NONE	PC	GENERAL SUPPORT	15,000
Total ► 3a				395,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NYSPCC 161 WILLAIM ST 9 NEW YORK, NY 10038	NONE	PC	GENERAL SUPPORT	15,000
RED HOOK INITIATIVE 767 Hicks St BROOKLYN, NY 11231	NONE	PC	GENERAL SUPPORT	20,000
HOWARD CENTER 855 Pine ST BURLINGTON, VT 05401	NONE	PC	GENERAL SUPPORT	20,000
FOUNTAIN HOUSE 425 W 47th St NEW YORK, NY 10036	NONE	PC	GENERAL SUPPORT	20,000
VISITING NURSE SERVICE OF NY 107 E 70th Street 5th Floor NEW YORK, NY 10021	NONE	PC	GENERAL SUPPORT	15,000
SAFE HORIZON 189 Montague St 600 BROOKYLN, NY 11201	NONE	PC	GENERAL SUPPORT	20,000
VISIONS 500 Greenwich St NEW YORK, NY 10013	NONE	PC	GENERAL SUPPORT	25,000
COMMUNILIFE 214 W 29th Street 8th Floor NEW YORK, NY 10001	NONE	PC	LIFE IS PRECIOUS PROGRAM	20,000
GEMS ADDRESS NOT ALLOWED PER CHARITIES R NEW YORK, NY 10001	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
NORTHSIDE CENTER FOR CHILD DEVELOPMENT 1301 5TH AVENUE NEW YORK, NY 10029	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
Total ▶ 3a				395,000

TY 2016 All Other Program Related Investments Schedule

Name: MARION E KENWORTHY SARAH H SWIFT FOUNDATION
C/O STEPHEN WISE TULIN
EIN: 13-6140940

Category	Amount
NONE	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: MARION E KENWORTHY SARAH H SWIFT FOUNDATION

C/O STEPHEN WISE TULIN

EIN: 13-6140940

TY 2016 Other Expenses Schedule

Name: MARION E KENWORTHY SARAH H SWIFT FOUNDATION
C/O STEPHEN WISE TULIN

EIN: 13-6140940

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEE	250	250	250	
OFFICE EXPENSES	2,070	2,070	2,070	
ACCOUNT FEES	39,756	39,756	39,756	
OUTSIDE LABOR	30,000			30,000

TY 2016 Taxes Schedule

Name: MARION E KENWORTHY SARAH H SWIFT FOUNDATION
C/O STEPHEN WISE TULIN

EIN: 13-6140940

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER TAXES	13,001	13,001	13,001	