

2019

Open to Public Inspection

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2019 or tax year beginning

, 2019, and ending

, 20

Name of foundation

SWALL FOUNDATION

A Employer identification number

94-6169932

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

Room/suite

B Telephone number (see instructions)

415-705-7664

PO BOX 52007

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

PHOENIX, AZ 85072

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method: ☒ Cash ☐ Accrual

end of year (from Part II, col. (c), line

Other (specify)

16) \$ 84,961,052.

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

C If exemption application is pending, check here.

D 1 Foreign organizations, check here.

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

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

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

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

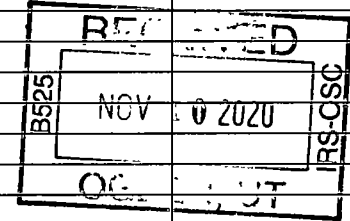
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,688,767.	2,688,767.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	559,579.			
b	Gross sales price for all assets on line 6a	13,842,688.			
7	Capital gain net income (from Part IV, line 2)		559,579.		
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	3,248,346.	3,248,346.		
13	Compensation of officers, directors, trustees, etc.	460,948.	345,711.		115,237.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT. 2	16,169.	NONE	NONE	16,169.
b	Accounting fees (attach schedule) STMT. 3	1,000.	NONE	NONE	1,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 4	97,997.	34,387.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 5	12.	2.		10.
24	Total operating and administrative expenses. Add lines 13 through 23.	576,126.	380,100.	NONE	132,416.
25	Contributions, gifts, grants paid	9,480,005.			9,480,005.
26	Total expenses and disbursements. Add lines 24 and 25.	10,056,131.	380,100.	NONE	9,612,421.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-6,807,785.			
b	Net investment income (if negative, enter -0-)		2,868,246.		
c	Adjusted net income (if negative, enter -0-)				



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	5,081,998.		
	2	Savings and temporary cash investments		1,346,166.	1,346,166.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	31,747,444.	31,241,350.	55,073,525.
	c	Investments - corporate bonds (attach schedule) . STMT 9	30,592,958.	27,949,348.	28,541,361.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		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)	67,422,400.	60,536,864.	84,961,052.
	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	
Net Assets or Fund Balances		Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds	67,422,400.	60,536,864.	
	27	Paid-in or capital surplus, or land, bldg, and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	Total net assets or fund balances (see instructions)	67,422,400.	60,536,864.	
	30	Total liabilities and net assets/fund balances (see instructions)	67,422,400.	60,536,864.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1 67,422,400.
2	Enter amount from Part I, line 27a	2 -6,807,785.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3 17,732.
4	Add lines 1, 2, and 3	4 60,632,347.
5	Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT - EATON VANCE GLBL MACR	5 95,483.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6 60,536,864.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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.)
1 a PUBLICLY TRADED SECURITIES					
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 13,842,688.		13,271,800.	570,888.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			570,888.		
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	559,579.	
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 doesn't qualify under section 4940(e). Do not complete this part.

(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))
2018	3,927,871.	83,345,817.	0.047127
2017	3,958,878.	82,724,616.	0.047856
2016	3,834,175.	77,388,896.	0.049544
2015	3,789,195.	78,582,097.	0.048220
2014	3,877,603.	79,774,009.	0.048607
2 Total of line 1, column (d)			2 0.241354
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.048271
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 85,031,175.
5 Multiply line 4 by line 3.			5 4,104,540.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28,682.
7 Add lines 5 and 6			7 4,133,222.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 9,612,421.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	28,682.
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	NONE
3 Add lines 1 and 2		3	28,682.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	28,682.
6 Credits/Payments.			
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	83,840.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	83,840.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
-10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	55,158.	
11 Enter the amount of line 10 to be Credited to 2020 estimated tax <input checked="" type="checkbox"/> 28,684. Refunded <input type="checkbox"/>	11	26,474.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ MUFG UNION BANK, N.A. Telephone no. ▶ (415) 705-7122 Located at ▶ 350 CALIFORNIA ST, SAN FRANCISCO, CA ZIP+4 ▶ 94104		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year		X
16 At any time during calendar year 2019, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	X
Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) STMT 15	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	X

Form 990-PF (2019)

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870.		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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
MUFG UNION BANK, N.A. 400 CALIFORNIA ST., SAN FRANCISCO, CA, CA 94101	TRUSTEE 20	460,948.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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

Form 990-PF (2019)

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	83,518,718.
b	Average of monthly cash balances	1b	2,807,348.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	86,326,066.
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	NONE
3	Subtract line 2 from line 1d.	3	86,326,066.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,294,891.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,031,175.
6	Minimum investment return. Enter 5% of line 5	6	4,251,559.

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	4,251,559.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	28,682.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b.	2c	28,682.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	4,222,877.
4	Recoveries of amounts treated as qualifying distributions.	4	NONE
5	Add lines 3 and 4	5	4,222,877.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	4,222,877.

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	9,612,421.
b	Program-related investments - total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,612,421.
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	28,682.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,583,739.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				4,222,877.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only.			1,794,374.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2019				
a From 2014	NONE			
b From 2015	NONE			
c From 2016	NONE			
d From 2017	NONE			
e From 2018	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 9,612,421.				
a Applied to 2018, but not more than line 2a . . .			1,794,374.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2019 distributable amount.				4,222,877.
e Remaining amount distributed out of corpus. . .	3,595,170.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,595,170.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				NONE
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)	NONE			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	3,595,170.			
10 Analysis of line 9				
a Excess from 2015 . . .	NONE			
b Excess from 2016 . . .	NONE			
c Excess from 2017 . . .	NONE			
d Excess from 2018 . . .	NONE			
e Excess from 2019 . . .	3,595,170.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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)

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) 2019	(b) 2018	(c) 2017	(d) 2016	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 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				
AMERICAN LUNG ASSOCIATION ATTN: ANITA LEE, V 424 PENDLETON WAY OAKLAND CA 94621	NONE	EXEMPT	CHARITABLE	1,896,001.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1700 OWENS STREET, SUITE 190 SAN FRANCISCO CA 94115	NONE	EXEMPT	CHARITABLE	1,896,001.
AMERICAN HEART ASSOCIATION 1710 GILBRETH ROAD BURLINGAME CA 94010	NONE	EXEMPT	CHARITABLE	1,896,001.
AMERICAN CANCER SOCIETY NAT'L OFFICE OF PROBATION PO BOX 720366 OKLAHOMA CITY OK 73162	NONE	EXEMPT	CHARITABLE	1,896,001.
UNITED CEREBRAL PALSY ATTN: SCOTT WEBB, EXEC 4265 SPYRES WAY #2 MODESTO CA 95356	NONE	EXEMPT	CHARITABLE	1,896,001.
Total			3a	9,480,005.
b Approved for future payment				
Total			3b	

[illegible]

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.)
▼	

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	53,740.	53,740.
FOREIGN DIVIDENDS	288,635.	288,635.
DOMESTIC DIVIDENDS	945,167.	945,167.
OTHER INTEREST	37,593.	37,593.
CORPORATE INTEREST	165,475.	165,475.
FOREIGN INTEREST	19,384.	19,384.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	71,382.	71,382.
U.S. GOVERNMENT INTEREST - FEDERAL & STA	86,106.	86,106.
US GOVERNMENT INTEREST REPORTED AS QUALI	15.	15.
NONQUALIFIED FOREIGN DIVIDENDS	247,371.	247,371.
NONQUALIFIED DOMESTIC DIVIDENDS	697,280.	697,280.
SECTION 199A DIVIDENDS	65,310.	65,310.
ACCRUED MARKET DISCOUNT	11,309.	11,309.
	-----	-----
TOTAL	2,688,767.	2,688,767.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	16,169.			16,169.
TOTALS	16,169.	NONE	NONE	16,169.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		
FEDERAL ESTIMATES - PRINCIPAL	2,091.	2,091.
FOREIGN TAXES ON QUALIFIED FOR	63,610.	
FOREIGN TAXES ON NONQUALIFIED	20,054.	20,054.
	12,242.	12,242.
	-----	-----
TOTALS	97,997.	34,387.
	=====	=====

SWALL FOUNDATION

94-6169932

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CA STATE FILING FEE	10.		10.
OTHER MISC EXPENSES	2.	2.	
TOTALS	12.	2.	10.
	=====	=====	=====

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
ISHARES COHEN & STEERS REALTY	989,352.	2,456,790.
LAZARD EMERG MKTS INSTL #638		
3M CO	161,551.	352,840.
ABBOTT LABS COM	173,367.	608,020.
AT&T INC COM	181,704.	273,560.
AUTOMATIC DATA PROCESSING INC	179,750.	852,500.
CHEVRON CORP- COMMON STOCK	544,183.	843,570.
CISCO SYS INC	374,023.	767,360.
COLGATE PALMOLIVE CO	146,368.	275,360.
ECOLAB INC	191,323.	771,960.
EXXON MOBIL CORP	457,023.	488,460.
HOME DEPOT INC	348,896.	2,620,560.
INTEL CORP	265,842.	837,900.
JP MORGAN CHASE & CO	292,163.	1,115,200.
MERCK & CO COM	441,860.	1,182,350.
MICROCHIP TECHNOLOGY INC	129,935.	733,040.
MICROSOFT CORP	481,450.	2,838,600.
PFIZER INC	437,233.	979,500.
PROCTER & GAMBLE CO	266,899.	499,600.
QUALCOMM INC	389,068.	882,300.
SCHLUMBERGER LTD	405,024.	281,400.
SUNCOR ENERGY INC	363,542.	360,800.
UNITED PARCEL SERVICE CL B	21,045.	4,658,988.
VERIZON COMMUNICATIONS	323,689.	675,400.
WAL-MART STORES INC	369,017.	831,880.
APPLE INC COM	749,076.	2,510,708.
DODGE & COX INTL STOCK FD #104	2,333,617.	2,289,972.
BAXTER INTL INC	234,978.	418,100.
BK NEW YORK MELLON CORP	333,621.	352,310.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CHUBB LIMITED	222,139.	311,320.
COMCAST CORP-CL A	436,266.	764,490.
COSTCO WHOLESALE CORP	395,004.	734,800.
HOLOGIC		
MEDTRONIC PLC	444,897.	680,700.
STARBUCKS CORP	460,353.	703,360.
WASTE MGMT INC	94,667.	319,088.
WEC ENERGY GROUP INC	247,540.	645,610.
WELLS FARGO & CO	253,492.	484,200.
BLACKROCK INC	389,230.	477,565.
BRISTOL MYERS SQUIBB CO	317,553.	320,950.
CELGENE CORP		
CITIGROUP INC COM	345,851.	359,505.
COCA-COLA CO	445,379.	553,500.
DISNEY (WALT) COMPANY HOLDING	331,881.	462,816.
DOWDUPONT INC COM		
DUCK ENERGY CORP COM	171,479.	182,420.
GIEAD SCIENCES INC	405,021.	324,900.
ORACLE CORP	120,618.	132,450.
PHILP MORRIS INTL COM	445,460.	340,360.
PNC FINANCIAL SERVICES GROUP	494,452.	638,520.
XILINX INC	282,486.	488,850.
T ROWE PRICE NEW HORIZONS FD #		
UNDISCOVERED MGRS BEHAVRL VAL	1,600,000.	1,435,276.
VANGUARD MID-CAP ETF	1,412,290.	1,603,620.
VICTORY SYCAMORE VAL FD CL I #		
ANALOG DEVICES INC	194,263.	237,680.
APTIV PLC COM	191,068.	189,940.
LINDE PLC COM	490,365.	638,700.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MCDONALDS CORP	162,310.	197,610.
PAYCHEX INC	135,997.	170,120.
PINNACLE WEST CAP CORP	145,045.	359,720.
DELAWARE SM CAP CORE FD CL R6	1,800,000.	1,575,832.
HARTFORD FINL SVCS GROUP INC	210,059.	243,080.
MFS INTERNATIONAL GROWTH RG #4	2,168,988.	2,480,009.
VANGUARD FTSE DEVELOPED MARKETS	2,597,055.	2,863,900.
HARTFORD SCHRODERS EMRG MKT	900,000.	982,357.
VICTORY RS SM CAP GEOW #279	1,344,543.	1,411,249.
	-----	-----
TOTALS	31,241,350.	55,073,525.
	=====	=====

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FGLMC 6%G02980	4,919.	5,585.
FGLMC 5% G12402	4,427.	4,407.
FGLMC 5.5 G12600	8,720.	8,436.
FGLMC 5% G12674	4,552.	4,426.
FGLMC 4.5% G18323	17,840.	17,886.
FNMA 4.5% 735646	399.	399.
FNMA 6.5% 889111	10,285.	10,237.
FNMA 5.5% 922039	1,632.	1,835.
FNMA 6% 959596	4,273.	4,821.
FNMA 5% 995957	15,357.	15,059.
ABBOTT LABS SR NT 3.750% 11/30		
ABBVIE INC 3.200% 11/06/22	122,519.	128,265.
AMERICAN EXPRESS CO 3.000% 10/	124,153.	134,410.
AMERICAN INTL GRP 3.300% 03/01		
AMXCA 2017-3 A 1.770% 11/15/22	148,014.	149,945.
AMXCA 2017-6 A 2.040% 5/15/23	69,232.	70,107.
AT&T INC NTS 4.125% 2/17/26	150,316.	162,591.
AVALONBAY CMNTYS INC 2.950% 5/	124,037.	134,042.
BANK OF NY MELLON 2.600%2/07/2	79,336.	81,217.
BB&T CORP SR MTN 2.850% 10/26/	127,347.	134,317.
BK OF AMERICA CORP 4.000% 4/01		
BK OF MONTREAL MTN 2.350% 9/11	97,349.	101,360.
BK OF NOVA SCOTIA 2.700% 3/07/		
BLACKROCK STRAT INC OPPS CL K		
BOSTON PPTYS LTD PAR 2.750% 10	1,692,172.	1,715,100.
BP CAPITAL MARKETS 3.796% 9/21	119,578.	131,862.
CAPITAL ONE BK USA 3.375% 2/15	124,689.	135,285.
CC CCIT 2014-A1 2.880% 1/23/23		
CDN IMPERIAL BK 2.550% 6/16/22	251,680.	252,558.
	127,513.	131,941.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CELGENE CORP NT 3.250% 2/20/23		
CHAIT 2016-A4 A 1.490% 7/15/22	146,859.	149,693.
CITIGROUP INC 3.200% 10/21/26	171,475.	181,578.
COAIL 2012-1 CLA 4.150% 10/11/	98,445.	100,042.
COMCAST CORP NEW SR 4.150% 10/	167,529.	185,846.
CONCHO RES INC 4.300% 8/15/28	60,213.	65,424.
CVS HEALTH CORP 5.050% 3/25/48	100,523.	118,503.
DOWDUPONT INC 5.319% 11/15/38	113,263.	131,304.
EATON VANCE FLT-RT HI INC R6 #		
EATON VANCE GLBL MACR ABSOL RE		
EATON VANCE GLBL MACRO ABS R6	1,060,177.	1,072,387.
EL PASO ENERGY CORP 7.800% 8/0	99,498.	110,323.
ENBRIDGE INC 2.900% 7/15/22		
ENTERPRISE PRODS NT 3.350% 3/1		
ERP OVER LTD PRTN NT 4.625% 12		
FGLMC #G08697 3.000% 3/01/46	193,240.	203,151.
FGLMC #G18323 4.500% 9/01/24		
FGLMC G08701 3.000% 4/01/46	40,720.	42,688.
FGLMC G18541 3.000% 2/01/30	21,112.	21,791.
FGLMC G18632 3.000% 2/01/32	27,213.	28,047.
FHLMC G08669 4.000% 9/01/45	147,090.	155,302.
FIFTH THIRD BANCORP 2.600% 6/1	121,929.	126,595.
FNMA #AB2068 3.500% 1/01/41	211,923.	222,245.
FNMA #AH6778 3.500% 3/01/41	94,955.	99,361.
FNMA #AS3603 3.000% 10/01/29	71,370.	73,500.
FNMA #AX2509 3.000% 10/01/29	39,429.	40,609.
FNMA #MA1490 3.000% 7/01/33	232,071.	240,155.
FNMA AL6146 3.500% 1/01/30	248,561.	258,013.
FNMA MA2489 2.500% 12/01/30	227,761.	233,982.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
FNMA MA3313 3.500% 3/01/33	118,766.	122,063.
FORD MTR CO NTS 7.450% 7/16/31	109,118.	106,961.
GENERAL MTRS FINL CO 4.000% 10	133,508.	141,560.
GEORGIA PAC CORP 8.000% 1/15/2		
HALLIBURTON CO BDS 3.800% 11/1	196,375.	200,730.
HAR 2017-4A-4 2.210% 3/21/24	118,990.	119,703.
HAROT 2017-4 A3 2.050% 11/22/2	102,266.	103,748.
HEWLETT PACKARD CO NT4.375% 9/	88,664.	91,143.
HSBC HLDGS 2.950% 5/25/21		
ISHARES U.S. PREFERRED STOCK E		
JPMORGAN CHASE NTS 3.200% 1/25		
KEY BANK NA 2.250% 3/16/20		
MACY'S RETAIL HLDGS 4.375% 9/0	127,931.	135,505.
MAGELLAN MIDSTREAM 5.000% 3/01		
MIDAMERICAN ENERGY 3.750% 11/1	116,483.	124,364.
NORFOLK SOUTHERN COR 4.150% 2/	133,577.	142,467.
PETRO-CDA NT 6.800% 5/15/38		
PIMCO HIGH YIELD, INSTL #108		
PIMCO INCOME FUND INSTL #1821	2,484,369.	2,522,618.
PIMCO TOTAL RETURN INSTL #35	2,480,502.	2,476,054.
PRUDENTIAL TOTAL RTRN BD CL Q	1,300,000.	1,289,271.
QUEST DIAGNOSTICS BD 3.500% 3/	122,197.	131,711.
REPUBLIC SVCS NTS 3.375% 11/15	116,229.	126,931.
SHIRE ACQ INV IRELAND2.875% 9/	137,050.	142,663.
TAOT 2017-D A3 1.930% 1/18/22	117,030.	119,002.
TIME WARNER CABLE IN 6.550% 5/	69,332.	73,604.
TIME WARNER CABLE NT 7.300% 7/	57,411.	65,225.
TRANSCONTINENTAL GAS 7.850% 2/		
UNITED STATES TREAS 2.875% 8/1	170,358.	188,741.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
UNTD AIR 2013-1 4.300% 8/15/25	116,849.	120,990.
US TREAS BDS 3.625% 8/15/43	493,118.	552,974.
US TREAS NTS 1.500% 11/30/19		
US TREAS NTS 1.625% 4/30/23	476,521.	484,961.
US TREAS NTS 1.750% 2/15/26		
US TREAS NTS 1.875% 1/31/22	195,914.	201,172.
US TREAS NTS 2.000% 2/15/25	529,121.	552,875.
US TREAS NTS 2.000% 5/31/24		
US TREAS NTS 2.125% 8/15/21	197,906.	201,672.
US TREAS NTS V		
US TREAS NTS 2.375% 5/15/27	353,008.	363,059.
US TREAS NTS 2.375% 12/31/20	249,613.	251,768.
US TREAS NTS 3.125% 5/15/21		
VERIZON COMM SR NT 4.125% 3/16		
VERIZON COMMUNICATIO 5.250% 3/	81,295.	94,195.
VNGRD ST TERM INVMT GRADE ADM	1,099,068.	1,110,311.
WELLS FARGO & CO NEW 3.000% 10	187,319.	199,856.
WESTERN ASSET MAC OPP IS FD #5	1,799,996.	1,839,566.
AMERICAN INTL GROUP 3.900% 4/0	155,479.	155,752.
ANHEUSER-BUSCH INBEV 4.900% 1/	49,821.	59,592.
BACCT 2018-A2 A2 3.000% 9/15/2	178,370.	177,525.
BANK OF AMERICA CORP 3.194% 7/	200,133.	201,743.
BERKSHIRE HATHWAY 4.250% 1/15/	124,489.	148,310.
CAPITAL ONE NTS 3.800% 1/31/28	159,488.	161,313.
EATON VANCE GBL MARCO ABS FD	2,767,202.	2,684,797.
ECOLAB INC SR NT 2.375% 8/10/	121,009.	126,281.
ENBRIDGE INC SR GBL 3.125% 11	145,502.	146,802.
FHLMC G08823 3.500% 7/01/48	177,982.	181,933.
FHLMC Q38373 3.500% 1/01/46	120,310.	120,839.

SWALL FOUNDATION

94-6169932

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FNMA BM4913 3.000% 5/01/46	116,550.	118,043.
FNMA MA2895 3.000% 2/01/47	109,104.	112,791.
FNMA MA3026 3.500% 6/01/47	372,827.	383,048.
FNMA MA3210 3.500% 11/01/47	122,281.	122,974.
FNMA MA3489 3.500% 10/01/33	89,818.	91,058.
FNMA MA3536 4.000% 12/01/48	18,215.	18,410.
JPMORGAN CHASE & CO 3.200% 6/1	170,096.	188,069.
PIMCO LOW DURATION FD INSTL	999,134.	996,797.
UNITED AIR 4.150% 8/25/31	118,449.	127,428.
US TREAS NTS 1.625% 8/15/29	359,553.	355,860.
VENTAS RLTY LTD 3.500% 4/15/24	67,957.	67,903.
	-----	-----
TOTALS	27,949,348.	28,541,361.
	=====	=====

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

MUTUAL FUND TIMING DIFFERENCE	10,399.
PURCHASED ACCRUED INTEREST	4,754.
BASIS ADJUSTMENT - PIMCO HIGH YIELD INST	2,579.

TOTAL	17,732.
	=====

SWALL FOUNDATION

94-6169932

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY
UNDISTRIBUTED INCOME FROM PRIOR YEARS

STATEMENT 15