

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

2005

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2005, or tax year beginning **NOV 1, 2005**, and ending **OCT 31, 2006**

G Check all that apply Initial return Final return Amended return Address change Name change

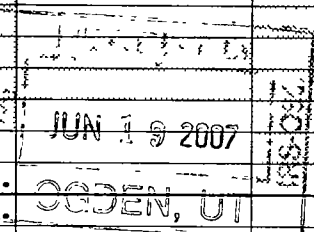
Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of organization Three Swallows Foundation Number and street (or P O box number if mail is not delivered to street address) Room/suite 12608 Wyclow Drive City or town, state, and ZIP code Clifton, VA 20124	A Employer identification number 52-1234546 B Telephone number 415-456-4330
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 3755861.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	553.	553.		Statement 1
4 Dividends and interest from securities	10787.	10787.		Statement 2
5a Gross rents	1061948.	1061948.		Statement 3
b Net rental income or (loss)	-134140.			Statement 4
6a Net gain or (loss) from sale of assets not on line 10	-9600.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
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)				
11 Other income				
12 Total. Add lines 1 through 11	1063688.	1073288.		
13 Compensation of officers, directors, trustees, etc	80000.	20000.		60000.
14 Other employee salaries and wages	48000.	12000.		36000.
15 Pension plans, employee benefits				
16a Legal fees Stmt 5	6000.	1500.		4500.
b Accounting fees Stmt 6	4000.	1000.		3000.
c Other professional fees				
17 Interest				
18 Taxes				
19 Depreciation and depletion	1185185.	1185185.		
20 Occupancy				
21 Travel, conferences, and meetings	23794.	5949.		17845.
22 Printing and publications				
23 Other expenses Stmt 7	19049.	2036.		6110.
24 Total operating and administrative expenses Add lines 13 through 23	1366028.	1227670.		127455.
25 Contributions, gifts, grants paid	459614.			459614.
26 Total expenses and disbursements Add lines 24 and 25	1825642.	1227670.		587069.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-761954.			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2005)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	545650.	573900.	573900.
	2	Savings and temporary cash investments	406039.	725181.	725181.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶ 4266.				
	Less accumulated depreciation ▶ 4266.				
12	Investments - mortgage loans				
13	Investments - other Stmt 9	77365.	67765.	67765.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶ Bass Strait Royalty)	3574200.	2389015.	2389015.	
16	Total assets (to be completed by all filers)	4603254.	3755861.	3755861.	
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			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	32570127.	32570127.	
	29	Retained earnings, accumulated income, endowment, or other funds	-27966873.	-28814266.	
30	Total net assets or fund balances	4603254.	3755861.		
31	Total liabilities and net assets/fund balances	4603254.	3755861.		

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	4603254.
2	Enter amount from Part I, line 27a	2	-761954.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3841300.
5	Decreases not included in line 2 (itemize) ▶	5	85439.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3755861.

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	NONE		
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) 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			
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) 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the organization 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))
2004	682511.	1541974.	.442622
2003	368104.	2126890.	.173071
2002	580965.	1983153.	.292950
2001	387144.	2005865.	.193006
2000	615930.	3266471.	.188561
2 Total of line 1, column (d)			2 1.290210
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 .258042
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5			4 3054825.
5 Multiply line 4 by line 3			5 788273.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0.
7 Add lines 5 and 6			7 788273.
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 587069.

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 letter (attach copy of ruling letter if necessary-see instructions)
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here [] and enter 1% of Part I, line 27b
c All other domestic organizations 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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments
a 2005 estimated tax payments and 2004 overpayment credited to 2005
b Exempt foreign organizations - tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be Credited to 2006 estimated tax Refunded

Part VII-A Statements Regarding Activities

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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 organization in connection with the activities
c Did the organization file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the organization \$ 0. (2) On organization managers \$ 0.
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ 0.
2 Has the organization engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
3 Has the organization 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
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?
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
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?
7 Did the organization have at least \$5,000 in assets at any time during the year?
If "Yes," complete Part II, col. (c), and Part XV
8a Enter the states to which the foundation reports or with which it is registered (see instructions)
VA
b If the answer is "Yes" to line 7, has the organization 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
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV)? If "Yes," complete Part XIV
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address N/A
12 The books are in care of Ms. Lois Lewis Telephone no 415-456-4330
Located at P.O. Box 1723, Ross, CA ZIP+4 94951
13 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 13 N/A

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.

Table with columns for question text, Yes/No checkboxes, and a grid for Yes/No answers. Questions include: 1a During the year did the organization... 2 Taxes on failure to distribute income... 3a Did the organization hold more than a 2% direct or indirect interest... 4a Did the organization invest during the year... 5a During the year did the organization pay or incur any amount to... 6a Did the organization, during the year, receive any funds... 6b Did the organization, during the year, pay premiums...

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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	67765.
b Average of monthly cash balances	1b	644565.
c Fair market value of all other assets	1c	2389015.
d Total (add lines 1a, b, and c)	1d	3101345.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3101345.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46520.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3054825.
6 Minimum investment return. Enter 5% of line 5	6	152741.

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	152741.
2a Tax on investment income for 2005 from Part VI, line 5	2a	
b Income tax for 2005 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	152741.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	152741.
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	152741.

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	587069.
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	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	587069.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	587069.

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 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				152741.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2005				
a From 2000	452606.			
b From 2001	286851.			
c From 2002	481807.			
d From 2003	366852.			
e From 2004	682511.			
f Total of lines 3a through e	2270627.			
4 Qualifying distributions for 2005 from Part XII, line 4 ▶ \$ 587069.				
a Applied to 2004, 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)	0.			
d Applied to 2005 distributable amount				152741.
e Remaining amount distributed out of corpus	434328.			
5 Excess distributions carryover applied to 2005 (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.	2704955.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7	452606.			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	2252349.			
10 Analysis of line 9				
a Excess from 2001	286851.			
b Excess from 2002	481807.			
c Excess from 2003	366852.			
d Excess from 2004	682511.			
e Excess from 2005	434328.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, 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)

	Tax year				(e) Total
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
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 page 26 of the 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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 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)				
<i>a Paid during the year</i>				
See Attached				
Total			▶ 3a	0.
<i>b Approved for future payment</i>				
None				
Total			▶ 3b	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Mellon Bank	553.
Total to Form 990-PF, Part I, line 3, Column A	553.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Ever Bank - CDs	10787.	0.	10787.
Total to Fm 990-PF, Part I, ln 4	10787.	0.	10787.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
Oil Wells - Australian Royalty	1	1061948.
Total to Form 990-PF, Part I, line 5a		1061948.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
Cost Depletion		1185185.	
Operating Expenses		10903.	
- SubTotal -	1		1196088.
Total rental expenses			1196088.
Net rental Income to Form 990-PF, Part I, line 5b			-134140.

Form 990-PF	Legal Fees			Statement 5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	6000.	1500.		4500.
To Fm 990-PF, Pg 1, ln 16a	6000.	1500.		4500.

Form 990-PF	Accounting Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation Fee	4000.	1000.		3000.
To Form 990-PF, Pg 1, ln 16b	4000.	1000.		3000.

Form 990-PF	Other Expenses			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Fees	529.	132.		397.
Office Supplies and Equipment	573.	143.		430.
Telephone & Postage	4044.	1011.		3033.
Media Monitor	3000.	750.		2250.
Operating Expenses	10903.	0.		0.
To Form 990-PF, Pg 1, ln 23	19049.	2036.		6110.

Footnotes	Statement 8
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Page 2; Part III; Line 5--This adjustmet has been made to
 account for book/tax accounting/timing differences
 with no effect on tax or distribution rquirements.

85439.

Form 990-PF Other Investments Statement 9

Description	Book Value	Fair Market Value
Mentor Cap	6500.	6500.
Gateway Park	1265.	1265.
Virgin Oil	60000.	60000.
Total to Form 990-PF, Part II, line 13	67765.	67765.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Paul N. Temple San Rafael, CA	President 20.00	0.	0.	0.
Diane E. Temple San Rafael, CA	Director 2.00	0.	0.	0.
Thomas Temple Clifton, VA	Attorney 2.00	0.	0.	0.
Nancy Temple Clifton, VA	Director 2.00	0.	0.	0.
Robin Temple Boulder, CO	Director 2.00	0.	0.	0.
G. Michael Moore Boulder, CO	Director 2.00	0.	0.	0.
Pamela T. Abell Lakewood, PA	Director 2.00	0.	0.	0.

Three Swallows Foundation

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D. Barry Abell Lakewood, PA	Director 2.00	0.	0.	0.
Lise T. Greenberg Flemington, NJ	Director 2.00	0.	0.	0.
Steven Greenberg Flemington, NJ	Treasurer, Director 4.00	0.	0.	0.
Thomas Brown	Assoc. Director 2.00	0.	0.	0.
Rebecca Wagner	Assoc. Director 2.00	0.	0.	0.
James Brown	Assoc. Director 2.00	0.	0.	0.
Monique Brown	Assoc. Director 2.00	0.	0.	0.
Marc Abell	Assoc. Director 2.00	0.	0.	0.
Lois Lewis Ross, CA	Admin. Secretary 16.00	0.	0.	0.
Lori Brown	Assoc. Director 0.00	0.	0.	0.
Charles Wagner	Assoc. Director 0.00	0.	0.	0.
Jenica Kline	Assoc. Director 0.00	0.	0.	0.
Ursula Moore	Assoc. Director 0.00	0.	0.	0.

Three Swallows Foundation

52-1234546

Adam Greenberg

Assoc. Director

0.00

0.

0.

0.

Totals included on 990-PF, Page 6, Part VIII

0.

0.

0.

DONATIONS OF THREE SWALLOWS FOUNDATION

From November 1, 2005 through October 31, 2006

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
AFCEA Educational Fund 4400 Fair Lakes Court Fairfax, VA 22033	Public	GEN	3,000
All Seasons Chalice Church 6277 N. 39th St Longmont, CO 80503	Public	GEN	8,700
American Cancer Society California Division, Inc PO Box 7899 San Francisco, CA 94120	Public	GEN	100
American Diabetes 1900 Powell St, Ste 285 Emeryville, CA 94608	Public	GEN	150
American Heart Association 120 Montgomery St San Francisco, CA 94102	Public	GEN	1,000
American Red Cross PO Box 37243 Washington, DC 20013	Public	GEN	50
Arthur Blessitt Evangelical P.O. Box 4737 N. Fort Myers, FL 33918-4737	Public	GEN	500
Bead for Life 1630 30th St 349 Boulder, CO 80301	Public	GEN	300
Big Brothers & Sisters of Marin 1618 Second St San Rafael, CA	Public	GEN	1,000
Campus Crusade for Christ PO Box 628222 Orlando, FL 32862-9841	Public	GEN	6,500
Center for Attitudinal Healing 33 Abuchanan Dr Sausalito, CA 94965	Public	GEN	350

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Child and Family Advocacy dba blue sky bridge PO Box 19122 Boulder, CO 80308-2122	Public	GEN	2,000
Christian Fellowship International 9280 Dale View Lane East Jacksonville, FL 32225	Public	GEN	2,500
CHUBB Institute Accounting Department 8 Sylvan Way Parsippany, NJ 07054	Public	GEN	4,250
Colorado College PO Box 1117 Colorado Springs, CO 80901	Public	GEN	250
Crossing Community Church 14600 North Portland Avenue Oklahoma City, OK 73134	Public	GEN	4,000
DC FCA 801 G Street NW Washington, DC 20001	Private	GEN	1,250
Dreamtime (Colorado Creative Education) 38270 Stucker Mesa Rd Hotchkiss, CO 81419	Public	GEN	3,500
Elk Mountain Healing Center 22 Forrest Tallman Orford, NH 03777	Public	GEN	4,500
Endowment for the Neurosciences 2824 Sawmill Road North Bellmore, NY 11710	Private	GEN	20,000
Faulkner University Jones School of Law 5345 Atlanta Highway Montgomery, AL 36109-3398	Public	GEN	3,000
FCA Lacrosse PO Box 652 Hunt Valley, MD 21030	Public	GEN	5,000
Feed The Children PO Box 36 Oklahoma City, OK 73101	Public	GEN	100

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
First Presbyterian Church 801 W Lincoln Lexington, NE 68850	Public	GEN	1,000
First Unitarian Church of Oklahoma City 600 NW 13th Street Oklahoma City, OK 73103	Public	GEN	5,000
Foundation For Inner Peace PO Box 615 Tiburon, CA 94920	Public	GEN	1,000
Free A Child PO Box 4203 Boulder, CO 80306	Public	GEN	500
Friends of the British Primary School 5465 Pennsylvania Avenue Boulder, CO 80303	Public	GEN	10,000
Global Family PO Box 90710 Santa Barbara, CA 93190	Public	GEN	6,900
Harvard Law School 1587 Massachusetts Avenue Cambridge, MA 02138-2802	Public	GEN	500
The Heart of the Healer Foundation PO Box 1458 Old Chelsea Station New York, NY 10113-1458	Public	GEN	1,000
House of Acts ATTN: Gerald Thomas 627 Grant St Vallejo, CA 94590	Public	GEN	150
IMAGINE 1400 Dixon Ave Layfayette, CO 80026	Public	GEN	2,000
Institute of Noetic Sciences 475 Gate Five Road Sausalito, CA 94965	Private	GEN	31,350
International Children's Fund PO Box 97191 Washington, DC 20090	Public	GEN	200

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
International Foundation 133 C Street, S.E. Washington, DC 20003-1807	Public	GEN	203,500
Jill's House PO Box 9104 McLean, VA 22101	Public	GEN	1,250
Kaleida Health Foundation Dr. Ann Kedron, Academic Administrator Jacobs Neurological Institute Buffalo General Hospital 100 High Street Buffalo, NY 14203	Public	GEN	6,000
Maha Bere Ethopian Church P.O. Box 42204 Arlington, VA 22204	Public	GEN	10,000
Marin Academy 1600 Mission Avenue San Rafael, CA 94902	Public	GEN	11,000
McLean Bible Church 8925 Lessburg Vienna, VA	Public	GEN	1,000
National Asso of Chiefs of Police 6350 Horizon Dr Tutusville, FL 32780	Public	GEN	50
National Center for Family Philanthropy 1818 N Street, NW, Suite 300 Washington, DC 20036	Public	GEN	1,300
National Multiple Sclerosis PO Box 23664 Oakland, CA 94623	Public	GEN	100
Optimum Health Institute 6970 Central Ave Lemon Grove, CA 91945	Public	GEN	800
Peacejam Foundation 2427 W Argyle Pl Denver, CO 80311	Public	GEN	2,000
Planetary Society 65 North Catalina Ave Pasadena, CA 91106	Public	GEN	100

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
PVI International Pro Vision (PVI) International/USA PO Box 419 Fairfax Station, VA 22039	Public	GEN	1,000
Results Educational Fund, Inc. c/o Alice McVey 1705 Quince Ave Boulder, CO 80304	Public	GEN	1,000
Revival Center Ministries Tennessee St. Vallejo, CA	Public	GEN	1,050
Ron Hutchcraft Ministries P.O. Box 1818 Wayne, NJ 07474	Public	GEN	500
Sacred Heart Catholic Church PO Box 988 Paonia, CO 81428	Public	GEN	8,500
Shine Network 208 Seven Hills Dr Boulder, CO 80302	Public	GEN	2,500
Shining Mountain Waldorf School 987 Locust Boulder, CO 80304	Public	GEN	17,475
Skinner Leadership PO Box 190 Tracy's Landing, MD 20779	Public	GEN	100
Special Olympics 109 Stevenson San Francisco, CA 94105	Public	GEN	44
Springs Foundation c/o Gary Robertson PO Box 575 Carbondale, CO 81623	Public	GEN	2,500
St Anthony's Booster Club 121 Golden Gate San Francisco, CA 94102	Public	GEN	195
St. Baldrick's Foundation 1443 E Washington Blvd, #650 Pasadena, CA 91104	Public	GEN	100

<u>Name & Address</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Stop Hunger Now! 2501 Clark Avenue, Ste 301 Raleigh, NC 27607	Public	GEN	10,000
Susan Perez Porter Foundation PO Box 36 Camillus, NY 13031-0036	Public	GEN	6,000
Tara Institute of Performing Arts 1800 Sumac Boulder, CO 80304	Public	GEN	4,500
Turning the Wheel Productions 1123 County Road 83 Boulder, CO 80302	Public	GEN	1,000
University of Denver 2197 South University Blvd Denver, CO 80208	Public	GEN	8,000
USO World Headquarters PO Box 96860 Washington, DC 20077	Public	GEN	50
Widows & Orphans Network 8950 Clay Hibbins Road Fort Worth, TX 76180	Public	GEN	7,000
World Business Academy 428 Bryant Circle Ojai, CA 93023	Public	GEN	2,300
World Missions Center 29 Hawthorne Ct, NE Washington, DC 20017-1017	Public	GEN	1,000
World Vision PO Box 70941 Tacoma, WA 98471	Public	GEN	100
YMCA of Boulder 2850 Mapleton Ave Boulder, CO 80301	Public	GEN	1,000
YMCA Development Office 5541 Central Ave Ste 135 Boulder, CO 80301	Public	GEN	5,000
Young Life PO Box 520 Colorado Springs, CO 80901	Public	GEN	10,000

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: 11/1/05 to 10/31/06

PURPOSE OF GRANTS: Grants made to the Institute of

Noetic Sciences were in support of general
operating expenses and special projects.

GRANTS AMOUNT FOR FISCAL YEAR of 2004: \$ 31,350

AMOUNTS EXPENDED: \$ 31,350

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.

Richard Reithbach
SIGNATURE

2/20/07
DATE

Lois Rees Lewis
Administrative Secretary

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

TO: Endowment for the Neurosciences
2824 Sawmill Road
North Bellmore, NY 11710

DATE OF GRANT: 12/20/04

PURPOSE OF GRANT: FUNDING FOR KALEIDA HEALTH FOUNDATION TO
HELP SUPPORT BASIC AND CLINICAL RESEARCH IN
THE FIELD OF NEUROLOGICAL SCIENCES \$15,000.
FOR ADMINISTRATIVE EXPENSES \$5,000

GRANT AMOUNT: \$ 20,000

AMOUNTS EXPENDED: \$20,000

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 GRANT.

Lois Rees Lewis
SIGNATURE

12/20/04
DATE

Melvin Greenberg TREASURER-ENS

January 6, 2005
DATE

Lois Rees Lewis
Administrative Secretary

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: 11/1/04 to 10/31/05

PURPOSE OF GRANTS: \$ 74,500 to support the annual


Fund, Temple Awards Fund, and

the 2005 International Conference Sponsorship
program.

GRANTS AMOUNT FOR FISCAL YEAR of 2004: \$ 74,500

AMOUNTS EXPENDED: \$74,500

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

7/24/06


DATE

Lois Rees Lewis
Administrative Secretary

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time—Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension—check this box and complete Part I only
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile

Type or print	Name of Exempt Organization THREE SWALLOWS FOUNDATION	Employer identification number 52 1234546
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 12608 MYCLOW DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CLIFTON, VA. 20124	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **Ms. Lois Lewis P.O. Box 1723, Pass, CA.**

Telephone No ▶ **(415) 456-4330** FAX No ▶ ()

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the **whole** group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **JUNE 15**, 20**07** to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year 20... or
 ▶ tax year beginning ... **11-1-**..., 20**05**, and ending ... **10-31-**..., 20**06**

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ **NONE**

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ **NONE**

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions