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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

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

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

CARL AND CAROLINE SWANSON FOUNDATION, INC.
650134000

A Employer identification number

47-6024644

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

Room/suite

4935 BATTLEFIELD DRIVE

City or town, state, and ZIP code

OMAHA, NE 68152

B Telephone number (see page 10 of the instructions)

(402) 453-7500

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 16,659,590.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	2 Check <input 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	455,622.	455,622.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-384,794.			
	b Gross sales price for all assets on line 6a	4,505,747.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	4,867.			STMT 4	
12 Total. Add lines 1 through 11	75,695.	455,622.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	50,232.	50,232.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	60,000.	NONE	NONE	60,000.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	6,948.	3,572.		
	19 Depreciation (attach schedule) and depletion				
	20 Travel, conferences, and meetings				
	21 Printing and publications				
	22 Other expenses (attach schedule) STMT 7	21,431.	21,431.		
	23 Total operating and administrative expenses. Add lines 13 through 23	138,611.	75,235.	NONE	60,000.
	24 Contributions, gifts, grants paid	730,000.			730,000.
	25 Total expenses and disbursements. Add lines 24 and 25	868,611.	75,235.	NONE	790,000.
26 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-792,916.				
b Net investment income (if negative, enter -0-)		380,387.			
c Adjusted net income (if negative, enter -0-)					

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		33,960.	53,534.	53,534.
	2	Savings and temporary cash investments		144,940.	394,916.	394,916.
	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 page 16 of the 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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 8	10,399,846.	10,022,727.	11,498,536.	
	c	Investments - corporate bonds (attach schedule) . STMT 10	5,197,936.	4,518,016.	4,712,604.	
	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)	15,776,682.	14,989,193.	16,659,590.		
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	16,007,442.	16,007,442.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	-230,760.	-1,018,249.		
	30	Total net assets or fund balances (see page 17 of the instructions)	15,776,682.	14,989,193.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,776,682.	14,989,193.			

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	15,776,682.
2	Enter amount from Part I, line 27a	2	-792,916.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	10,019.
4	Add lines 1, 2, and 3	4	14,993,785.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	4,592.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,989,193.

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 PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-384,794.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).					
If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	941,494.	17,048,472.	0.05522453860
2007	875,642.	17,531,777.	0.04994599235
2006	913,939.	17,358,549.	0.05265065646
2005	524,386.	18,346,601.	0.02858218806
2004	176,690.	11,882,059.	0.01487031835
2 Total of line 1, column (d)			2 0.20127369382
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 0.04025473876
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 14,658,540.
5 Multiply line 4 by line 3			5 590,076.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,804.
7 Add lines 5 and 6			7 593,880.
8 Enter qualifying distributions from Part XII, line 4			8 790,000.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		1	3,804.
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			
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	3,804.
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	3,804.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,108.	
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	4,108.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2.	
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	302.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 302. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
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?		X
If "Yes," attach a detailed description of the activities		
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?		X
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?	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 page 19 of the instructions) ► STMT 14		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> The Foundation Telephone no. <input type="checkbox"/> (402) 453-7500			
Located at <input type="checkbox"/> 4935 BATTLEFIELD DRIVE, OMAHA, NE ZIP + 4 <input type="checkbox"/> 68152				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15				

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 page 20 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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 2009 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 2009.)	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 2009?	4b	X

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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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		50,232.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	14,856,551.
b	Average of monthly cash balances	1b	25,215.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,881,766.
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	14,881,766.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	223,226.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,658,540.
6	Minimum investment return. Enter 5% of line 5	6	732,927.

Part XI Distributable Amount (see page 25 of the 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	732,927.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,804.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,804.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	729,123.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	729,123.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	729,123.

Part XII Qualifying Distributions (see page 25 of the 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	790,000.
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	790,000.
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 page 26 of the instructions)	5	3,804.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	786,196.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				729,123.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			733,536.	
b Total for prior years. 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>790,000.</u>				
a Applied to 2008, but not more than line 2a			733,536.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				56,464.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (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	NONE			
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 page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				672,659.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 19				
Total			3a	730,000.
b Approved for future payment				
Total			3b	

Part XVII 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) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| 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

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 or fiduciary) is based on all information of which preparer has any knowledge.

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 or fiduciary) is based on all information of which preparer has any knowledge.			
Signature of officer or trustee 		Date 07/29/2010	Title Treasurer
Paid Preparer's Use Only	Preparer's signature 	Date 07/29/2010	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP code THOMSON REUTERS (TAX & ACCOUNTING) 2395 MIDWAY ROAD, BUILDING 1 CARROLLTON, TX 75006-2584		Preparer's identifying number (See Signature on page 30 of the instructions) P00162244 EIN 75-1297386 Phone no. 312-873-6900

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

CARL AND CAROLINE SWANSON FOUNDATION, INC.

Employer identification number

47-6024644

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,166.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	80,143.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	82,309.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-467,103.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-467,103.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		82,309.
14	Net long-term gain or (loss):			
a	Total for year	14a		-467,103.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-384,794.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000
16	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

CARL AND CAROLINE SWANSON FOUNDATION, INC.

Employer identification number

47-6024644

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2628.01 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	01/25/2009	2,628.00	2,628.00	
2695.22 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	02/25/2009	2,695.00	2,695.00	
3092.28 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	03/25/2009	3,092.00	3,092.00	
5403.43 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	04/25/2009	5,403.00	5,403.00	
5386.36 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	05/25/2009	5,386.00	5,386.00	
500. ABBOTT LABORATORIES COM	10/02/2008	04/02/2009	22,650.00	29,390.00	-6,740.00
.758 AMERICAN CAPITAL LTD COM	08/10/2009	09/02/2009	2.00	2.00	
2000. AMERICAN EXPRESS CO COM	08/08/2008	02/05/2009	34,503.00	74,165.00	-39,662.00
175000. AMERICAN EXPRESS CREDIT CO NOTES	01/27/2009	08/20/2009	181,635.00	171,197.00	10,438.00
175000. AMERICAN EXPRESS CREDIT CO NOTES	09/10/2008	01/27/2009	181,381.00	180,131.00	1,250.00
50000. CISCO SYSTEMS INC SR UNSECURED NOTES	09/24/2008	04/30/2009	52,846.00	49,317.00	3,529.00
95000. CISCO SYSTEMS INC SR UNSECURED NOTES	09/24/2008	05/04/2009	99,966.00	93,702.00	6,264.00
1000. EMERSON ELECTRIC CO COM	10/24/2008	04/02/2009	30,982.00	32,823.00	-1,841.00
1351.37 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	01/15/2009	1,351.00	1,351.00	
40000. HARLEY DAVIDSON FUNDING SERIES 144A COMPANY	04/17/2009	09/10/2009	38,763.00	30,500.00	8,263.00
55000. HARLEY DAVIDSON FUNDING SERIES 144A COMPANY	04/17/2009	10/06/2009	53,527.00	41,938.00	11,589.00
172000. HOME DEPOT INC. NOTES	09/30/2009	10/23/2009	180,206.00	180,320.00	-114.00
175000. IBM CORP. NOTES	10/10/2008	06/09/2009	205,532.00	173,115.00	32,417.00
1566. JACOBS ENGR GROUP INC DEL COM	04/02/2009	10/15/2009	70,497.00	58,242.00	12,255.00
80000. KRAFT FOODS INC SR UNSECURED NOTES	10/31/2008	08/05/2009	87,740.00	71,385.00	16,355.00
55000. KRAFT FOODS INC. SENIOR NOTES	11/19/2008	08/05/2009	59,088.00	49,948.00	9,140.00
1000. MEMC ELECTRONIC MATERIALS INC COM	04/02/2009	10/15/2009	15,601.00	17,800.00	-2,199.00
3000. NOKIA CORP SPONSORED ADR	04/02/2009	10/15/2009	40,784.00	39,540.00	1,244.00
130000. PEPSICO INC NOTES	10/30/2008	04/20/2009	159,700.00	136,048.00	23,652.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

CARL AND CAROLINE SWANSON FOUNDATION, INC.

Employer identification number

47-6024644

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5687.33 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	06/25/2009	5,687.00	5,687.00	
4060.1 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	07/25/2009	4,060.00	4,060.00	
3944.12 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	08/25/2009	3,944.00	3,944.00	
2769.3 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	09/25/2009	2,769.00	2,769.00	
2948.59 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	10/25/2009	2,949.00	2,949.00	
3439.69 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	11/25/2009	3,440.00	3,440.00	
3645.08 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	12/25/2009	3,645.00	3,645.00	
1000. ALLERGAN INC COM	05/28/2004	04/02/2009	48,492.00	44,359.00	4,133.00
500. ALLERGAN INC COM	07/09/2004	10/15/2009	28,931.00	21,295.00	7,636.00
3000. ANADARKO PETE CORP COM	06/10/2004	02/05/2009	122,978.00	83,387.00	39,591.00
1000. BEST BUY INC COM	05/28/2004	04/02/2009	39,602.00	35,397.00	4,205.00
500. BEST BUY INC COM	05/28/2004	09/03/2009	19,208.00	17,698.00	1,510.00
100. CME GROUP INC COM	11/01/2007	04/02/2009	24,265.00	65,606.00	-41,341.00
300. CHEVRON CORP COM	04/14/2005	04/02/2009	20,967.00	16,314.00	4,653.00
200. CHEVRON CORP COM	04/14/2005	07/16/2009	12,894.00	10,876.00	2,018.00
198.73 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	01/25/2009	199.00	199.00	
3233.01 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	02/25/2009	3,233.00	3,233.00	
201.18 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	03/25/2009	201.00	201.00	
371.01 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	04/25/2009	371.00	371.00	
197.58 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	05/25/2009	198.00	198.00	
9946.1 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	06/25/2009	9,946.00	9,946.00	
178.92 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	07/25/2009	179.00	179.00	
2941.27 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	08/25/2009	2,941.00	2,941.00	
195.76 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	09/25/2009	196.00	196.00	
186.63 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	10/25/2009	187.00	187.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3025.98 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	11/25/2009	3,026.00	3,026.00	
127085.8 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	12/18/2009	102,622.00	124,180.00	-21,558.00
188.03 CITICORP MORTGAGE SECURITIES, INC. CMO SERIES	05/30/2007	12/25/2009	188.00	184.00	4.00
180000. CLOROX SR UNSECURED NOTE	02/20/2008	12/02/2009	196,740.00	177,548.00	19,192.00
1043.77 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	01/25/2009	1,044.00	1,044.00	
724.43 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	02/25/2009	724.00	724.00	
991.17 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	03/25/2009	991.00	991.00	
964.4 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	04/25/2009	964.00	964.00	
1565.19 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	05/25/2009	1,565.00	1,565.00	
1083.56 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	06/25/2009	1,084.00	1,084.00	
1141.82 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	07/25/2009	1,142.00	1,142.00	
757.24 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	08/25/2009	757.00	757.00	
1329.89 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	09/25/2009	1,330.00	1,330.00	
1266.84 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	10/25/2009	1,267.00	1,267.00	
159. CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	10/25/2009		159.00	-159.00
2665.78 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	11/25/2009	2,666.00	2,666.00	
95261.28 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	12/07/2009	66,683.00	89,200.00	-22,517.00
1975.94 CREDIT SUISSE MORTGAGE CAPITAL CERT CMO S	09/06/2006	12/25/2009	1,976.00	1,850.00	126.00
34000. EASTMAN KODAK CO SENIOR NOTES	03/11/2005	09/11/2009	26,775.00	36,508.00	-9,733.00
42000. EASTMAN KODAK CO SENIOR NOTES	03/11/2005	09/14/2009	33,075.00	45,098.00	-12,023.00
21000. EASTMAN KODAK CO SENIOR NOTES	03/11/2005	09/15/2009	16,538.00	22,549.00	-6,011.00
65000. EASTMAN KODAK CO SENIOR NOTES	02/20/2008	09/16/2009	51,350.00	66,788.00	-15,438.00
13000. EASTMAN KODAK CO SENIOR NOTES	02/20/2008	09/17/2009	11,050.00	12,903.00	-1,853.00
2000. EBAY INC COM	07/15/2005	09/03/2009	42,350.00	74,835.00	-32,485.00
135000. ELECTRONIC DATA SYSTEMS SENIOR NOTES	08/14/2007	05/28/2009	144,842.00	134,208.00	10,634.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1500. EXPRESS SCRIPTS INC COM	05/28/2004	04/02/2009	74,056.00	29,429.00	44,627.00
800. EXPRESS SCRIPTS INC COM	05/28/2004	07/28/2009	57,159.00	15,696.00	41,463.00
1172.19 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	01/26/2009	1,172.00	1,172.00	
3568.7 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	02/25/2009	3,569.00	3,569.00	
4100.59 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	03/25/2009	4,101.00	4,101.00	
3767.23 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	04/27/2009	3,767.00	3,767.00	
3557.12 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	05/26/2009	3,557.00	3,557.00	
3223.92 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	06/25/2009	3,224.00	3,224.00	
3120.43 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	07/27/2009	3,120.00	3,120.00	
2899.07 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	08/25/2009	2,899.00	2,899.00	
1832.79 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	09/25/2009	1,833.00	1,833.00	
1646.08 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	10/26/2009	1,646.00	1,646.00	
2975.94 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	11/25/2009	2,976.00	2,976.00	
2450.79 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	12/28/2009	2,451.00	2,451.00	
2766.18 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	02/15/2009	2,766.00	2,766.00	
4500.89 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	03/15/2009	4,501.00	4,501.00	
4800.87 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	04/15/2009	4,801.00	4,801.00	
4228.6 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	05/15/2009	4,229.00	4,229.00	
4837.32 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	06/15/2009	4,837.00	4,837.00	
4610.28 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	07/15/2009	4,610.00	4,610.00	
3518.87 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	08/15/2009	3,519.00	3,519.00	
2126.34 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	09/15/2009	2,126.00	2,126.00	
1891.18 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	10/15/2009	1,891.00	1,891.00	
2587.87 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	11/15/2009	2,588.00	2,588.00	
2425.13 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	12/15/2009	2,425.00	2,425.00	
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2000. FEDEX CORP COM	10/05/2006	02/05/2009	104,052.00	170,265.00	-66,213.00
500. GILEAD SCIENCES INC COM	04/10/2007	02/05/2009	25,886.00	19,625.00	6,261.00
500. GILEAD SCIENCES INC COM	04/10/2007	04/02/2009	22,210.00	19,625.00	2,585.00
175000. HOME DEPOT INC SENIOR UNSECURED NOTES	08/28/2007	09/30/2009	184,579.00	168,837.00	15,742.00
434. JACOBS ENGR GROUP INC DEL COM	03/28/2008	10/15/2009	19,538.00	32,945.00	-13,407.00
1000. JOHNSON & JOHNSON COM	05/28/2004	10/15/2009	60,659.00	55,746.00	4,913.00
60000. L-3 COMMUNICATIONS CORP SENIOR NOTES	07/20/2004	10/13/2009	60,810.00	64,575.00	-3,765.00
65000. L-3 COMMUNICATIONS CORP SENIOR NOTES	07/20/2004	10/15/2009	65,858.00	69,956.00	-4,098.00
3000. MEMC ELECTRONIC MATERIALS INC COM	08/08/2008	10/15/2009	46,803.00	179,572.00	-132,769.00
3000. MCGRAW-HILL COMPANIES INC COM	04/14/2005	02/05/2009	71,884.00	125,349.00	-53,465.00
4000. NOKIA CORP SPONSORED ADR	11/01/2007	09/08/2009	59,798.00	157,057.00	-97,259.00
4000. NOKIA CORP SPONSORED ADR	08/08/2008	10/15/2009	54,378.00	119,290.00	-64,912.00
50000. OFFICE DEPOT INC NOTES	07/17/2007	01/21/2009	27,000.00	49,637.00	-22,637.00
45000. OFFICE DEPOT INC NOTES	07/17/2007	04/29/2009	31,050.00	44,673.00	-13,623.00
25000. OFFICE DEPOT INC NOTES	07/17/2007	05/04/2009	17,438.00	24,819.00	-7,381.00
55000. OFFICE DEPOT INC NOTES	07/17/2007	05/05/2009	38,363.00	54,601.00	-16,238.00
500. PEPSICO INC COM	05/28/2004	04/02/2009	26,280.00	26,825.00	-545.00
500. PEPSICO INC COM	05/28/2004	07/16/2009	28,664.00	26,825.00	1,839.00
500. T ROWE PRICE GROUP INC COM	01/12/2007	09/03/2009	21,592.00	24,244.00	-2,652.00
500. PROCTER & GAMBLE CO COM	05/28/2004	07/16/2009	27,439.00	27,028.00	411.00
1000. QUALCOMM INC COM	05/28/2004	04/02/2009	40,750.00	33,230.00	7,520.00
1021.51 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	09/25/2009	1,022.00	1,022.00	
1154.7 RESIDENTIAL FUNDING MTG SEC I CMO SERIES 2003-S	05/23/2008	10/25/2009	1,155.00	1,155.00	
1663.57 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	11/25/2009	1,664.00	1,664.00	
990.11 RESIDENTIAL FUNDING MTG SEC I CMO SERIES 2003-S	05/23/2008	12/25/2009	990.00	990.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2009

Employer identification number

47-6024644

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-467,103.00
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS				2,166.	
2,628.00		2628.01 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,628.00				06/12/2008	01/25/2009
2,695.00		2695.22 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,695.00				06/12/2008	02/25/2009
3,092.00		3092.28 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 3,092.00				06/12/2008	03/25/2009
5,403.00		5403.43 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 5,403.00				06/12/2008	04/25/2009
5,386.00		5386.36 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 5,386.00				06/12/2008	05/25/2009
5,687.00		5687.33 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 5,687.00				06/12/2008	06/25/2009
4,060.00		4060.1 ABN AMRO MORTGAGE CORP CMO SERIES PROPERTY TYPE: SECURITIES 4,060.00				06/12/2008	07/25/2009
3,944.00		3944.12 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 3,944.00				06/12/2008	08/25/2009
2,769.00		2769.3 ABN AMRO MORTGAGE CORP CMO SERIES PROPERTY TYPE: SECURITIES 2,769.00				06/12/2008	09/25/2009
2,949.00		2948.59 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,949.00				06/12/2008	10/25/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,440.00		3439.69 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 3,440.00				06/12/2008	11/25/2009
3,645.00		3645.08 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 3,645.00				06/12/2008	12/25/2009
22,650.00		500. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES 29,390.00				10/02/2008	04/02/2009
48,492.00		1000. ALLERGAN INC COM PROPERTY TYPE: SECURITIES 44,359.00				05/28/2004	04/02/2009
28,931.00		500. ALLERGAN INC COM PROPERTY TYPE: SECURITIES 21,295.00				07/09/2004	10/15/2009
2.00		.758 AMERICAN CAPITAL LTD COM PROPERTY TYPE: SECURITIES 2.00				08/10/2009	09/02/2009
34,503.00		2000. AMERICAN EXPRESS CO COM PROPERTY TYPE: SECURITIES 74,165.00				08/08/2008	02/05/2009
181,635.00		175000. AMERICAN EXPRESS CREDIT CO NOTES PROPERTY TYPE: SECURITIES 171,197.00				01/27/2009	08/20/2009
181,381.00		175000. AMERICAN EXPRESS CREDIT CO NOTES PROPERTY TYPE: SECURITIES 180,131.00				09/10/2008	01/27/2009
122,978.00		3000. ANADARKO PETE CORP COM PROPERTY TYPE: SECURITIES 83,387.00				06/10/2004	02/05/2009
39,602.00		1000. BEST BUY INC COM PROPERTY TYPE: SECURITIES 35,397.00				05/28/2004	04/02/2009

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
19,208.00		500. BEST BUY INC COM PROPERTY TYPE: SECURITIES 17,698.00				05/28/2004 1,510.00	09/03/2009
24,265.00		100. CME GROUP INC COM PROPERTY TYPE: SECURITIES 65,606.00				11/01/2007 -41,341.00	04/02/2009
20,967.00		300. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 16,314.00				04/14/2005 4,653.00	04/02/2009
12,894.00		200. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 10,876.00				04/14/2005 2,018.00	07/16/2009
52,846.00		50000. CISCO SYSTEMS INC SR UNSECURED NO PROPERTY TYPE: SECURITIES 49,317.00				09/24/2008 3,529.00	04/30/2009
99,966.00		95000. CISCO SYSTEMS INC SR UNSECURED NO PROPERTY TYPE: SECURITIES 93,702.00				09/24/2008 6,264.00	05/04/2009
199.00		198.73 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 199.00				05/30/2007	01/25/2009
3,233.00		3233.01 CITICORP MORTGAGE SECURITIES, IN PROPERTY TYPE: SECURITIES 3,233.00				05/30/2007	02/25/2009
201.00		201.18 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 201.00				05/30/2007	03/25/2009
371.00		371.01 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 371.00				05/30/2007	04/25/2009
198.00		197.58 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 198.00				05/30/2007	05/25/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
9,946.00		9946.1 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 9,946.00					05/30/2007	06/25/2009
179.00		178.92 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 179.00					05/30/2007	07/25/2009
2,941.00		2941.27 CITICORP MORTGAGE SECURITIES, IN PROPERTY TYPE: SECURITIES 2,941.00					05/30/2007	08/25/2009
196.00		195.76 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 196.00					05/30/2007	09/25/2009
187.00		186.63 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 187.00					05/30/2007	10/25/2009
3,026.00		3025.98 CITICORP MORTGAGE SECURITIES, IN PROPERTY TYPE: SECURITIES 3,026.00					05/30/2007	11/25/2009
102,622.00		127085.8 CITICORP MORTGAGE SECURITIES, I PROPERTY TYPE: SECURITIES 124,180.00					05/30/2007	12/18/2009
							-21,558.00	
188.00		188.03 CITICORP MORTGAGE SECURITIES, INC PROPERTY TYPE: SECURITIES 184.00					05/30/2007	12/25/2009
							4.00	
196,740.00		180000. CLOROX SR UNSECURED NOTE PROPERTY TYPE: SECURITIES 177,548.00					02/20/2008	12/02/2009
							19,192.00	
1,044.00		1043.77 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,044.00					09/06/2006	01/25/2009
724.00		724.43 CREDIT SUISSE MORTGAGE CAPITAL CE PROPERTY TYPE: SECURITIES 724.00					09/06/2006	02/25/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
991.00		991.17 CREDIT SUISSE MORTGAGE CAPITAL CE PROPERTY TYPE: SECURITIES 991.00					09/06/2006	03/25/2009
964.00		964.4 CREDIT SUISSE MORTGAGE CAPITAL CER PROPERTY TYPE: SECURITIES 964.00					09/06/2006	04/25/2009
1,565.00		1565.19 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,565.00					09/06/2006	05/25/2009
1,084.00		1083.56 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,084.00					09/06/2006	06/25/2009
1,142.00		1141.82 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,142.00					09/06/2006	07/25/2009
757.00		757.24 CREDIT SUISSE MORTGAGE CAPITAL CE PROPERTY TYPE: SECURITIES 757.00					09/06/2006	08/25/2009
1,330.00		1329.89 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,330.00					09/06/2006	09/25/2009
1,267.00		1266.84 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,267.00					09/06/2006	10/25/2009
		159. CREDIT SUISSE MORTGAGE CAPITAL CERT PROPERTY TYPE: SECURITIES 159.00					09/06/2006	10/25/2009 -159.00
2,666.00		2665.78 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 2,666.00					09/06/2006	11/25/2009
66,683.00		95261.28 CREDIT SUISSE MORTGAGE CAPITAL PROPERTY TYPE: SECURITIES 89,200.00					09/06/2006	12/07/2009 -22,517.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,976.00		1975.94 CREDIT SUISSE MORTGAGE CAPITAL C PROPERTY TYPE: SECURITIES 1,850.00				09/06/2006 126.00	12/25/2009
26,775.00		34000. EASTMAN KODAK CO SENIOR NOTES PROPERTY TYPE: SECURITIES 36,508.00				03/11/2005 -9,733.00	09/11/2009
33,075.00		42000. EASTMAN KODAK CO SENIOR NOTES PROPERTY TYPE: SECURITIES 45,098.00				03/11/2005 -12,023.00	09/14/2009
16,538.00		21000. EASTMAN KODAK CO SENIOR NOTES PROPERTY TYPE: SECURITIES 22,549.00				03/11/2005 -6,011.00	09/15/2009
51,350.00		65000. EASTMAN KODAK CO SENIOR NOTES PROPERTY TYPE: SECURITIES 66,788.00				02/20/2008 -15,438.00	09/16/2009
11,050.00		13000. EASTMAN KODAK CO SENIOR NOTES PROPERTY TYPE: SECURITIES 12,903.00				02/20/2008 -1,853.00	09/17/2009
42,350.00		2000. EBAY INC COM PROPERTY TYPE: SECURITIES 74,835.00				07/15/2005 -32,485.00	09/03/2009
144,842.00		135000. ELECTRONIC DATA SYSTEMS SENIOR N PROPERTY TYPE: SECURITIES 134,208.00				08/14/2007 10,634.00	05/28/2009
30,982.00		1000. EMERSON ELECTRIC CO COM PROPERTY TYPE: SECURITIES 32,823.00				10/24/2008 -1,841.00	04/02/2009
74,056.00		1500. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES 29,429.00				05/28/2004 44,627.00	04/02/2009
57,159.00		800. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES 15,696.00				05/28/2004 41,463.00	07/28/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
1,172.00		1172.19 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,172.00					01/09/2008	01/26/2009
3,569.00		3568.7 FNMA POOL #257007 6.000% DUE 12/0 PROPERTY TYPE: SECURITIES 3,569.00					01/09/2008	02/25/2009
4,101.00		4100.59 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 4,101.00					01/09/2008	03/25/2009
3,767.00		3767.23 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 3,767.00					01/09/2008	04/27/2009
3,557.00		3557.12 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 3,557.00					01/09/2008	05/26/2009
3,224.00		3223.92 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 3,224.00					01/09/2008	06/25/2009
3,120.00		3120.43 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 3,120.00					01/09/2008	07/27/2009
2,899.00		2899.07 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 2,899.00					01/09/2008	08/25/2009
1,833.00		1832.79 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,833.00					01/09/2008	09/25/2009
1,646.00		1646.08 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,646.00					01/09/2008	10/26/2009
2,976.00		2975.94 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 2,976.00					01/09/2008	11/25/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,451.00		2450.79 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 2,451.00					01/09/2008	12/28/2009
1,351.00		1351.37 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,351.00					01/24/2008	01/15/2009
2,766.00		2766.18 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,766.00					01/24/2008	02/15/2009
4,501.00		4500.89 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 4,501.00					01/24/2008	03/15/2009
4,801.00		4800.87 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 4,801.00					01/24/2008	04/15/2009
4,229.00		4228.6 FREDDIE MAC REFERENCE REMIC - CMO PROPERTY TYPE: SECURITIES 4,229.00					01/24/2008	05/15/2009
4,837.00		4837.32 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 4,837.00					01/24/2008	06/15/2009
4,610.00		4610.28 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 4,610.00					01/24/2008	07/15/2009
3,519.00		3518.87 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 3,519.00					01/24/2008	08/15/2009
2,126.00		2126.34 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,126.00					01/24/2008	09/15/2009
1,891.00		1891.18 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,891.00					01/24/2008	10/15/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,588.00		2587.87 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,588.00					01/24/2008	11/15/2009
2,425.00		2425.13 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,425.00					01/24/2008	12/15/2009
104,052.00		2000. FEDEX CORP COM PROPERTY TYPE: SECURITIES 170,265.00					10/05/2006	02/05/2009
25,886.00		500. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 19,625.00					04/10/2007	02/05/2009
22,210.00		500. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 19,625.00					04/10/2007	04/02/2009
38,763.00		40000. HARLEY DAVIDSON FUNDING SERIES 14 PROPERTY TYPE: SECURITIES 30,500.00					04/17/2009	09/10/2009
53,527.00		55000. HARLEY DAVIDSON FUNDING SERIES 14 PROPERTY TYPE: SECURITIES 41,938.00					04/17/2009	10/06/2009
180,206.00		172000. HOME DEPOT INC. NOTES PROPERTY TYPE: SECURITIES 180,320.00					09/30/2009	10/23/2009
184,579.00		175000. HOME DEPOT INC SENIOR UNSECURED PROPERTY TYPE: SECURITIES 168,837.00					08/28/2007	09/30/2009
205,532.00		175000. IBM CORP. NOTES PROPERTY TYPE: SECURITIES 173,115.00					10/10/2008	06/09/2009
70,497.00		1566. JACOBS ENGR GROUP INC DEL COM PROPERTY TYPE: SECURITIES 58,242.00					04/02/2009	10/15/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,538.00		434. JACOBS ENGR GROUP INC DEL COM PROPERTY TYPE: SECURITIES 32,945.00					03/28/2008 -13,407.00	10/15/2009
60,659.00		1000. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 55,746.00					05/28/2004 4,913.00	10/15/2009
87,740.00		80000. KRAFT FOODS INC SR UNSECURED NOTE PROPERTY TYPE: SECURITIES 71,385.00					10/31/2008 16,355.00	08/05/2009
59,088.00		55000. KRAFT FOODS INC. SENIOR NOTES PROPERTY TYPE: SECURITIES 49,948.00					11/19/2008 9,140.00	08/05/2009
60,810.00		60000. L-3 COMMUNICATIONS CORP SENIOR NO PROPERTY TYPE: SECURITIES 64,575.00					07/20/2004 -3,765.00	10/13/2009
65,858.00		65000. L-3 COMMUNICATIONS CORP SENIOR NO PROPERTY TYPE: SECURITIES 69,956.00					07/20/2004 -4,098.00	10/15/2009
15,601.00		1000. MEMC ELECTRONIC MATERIALS INC COM PROPERTY TYPE: SECURITIES 17,800.00					04/02/2009 -2,199.00	10/15/2009
46,803.00		3000. MEMC ELECTRONIC MATERIALS INC COM PROPERTY TYPE: SECURITIES 179,572.00					08/08/2008 -132769.00	10/15/2009
71,884.00		3000. MCGRAW-HILL COMPANIES INC COM PROPERTY TYPE: SECURITIES 125,349.00					04/14/2005 -53,465.00	02/05/2009
59,798.00		4000. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 157,057.00					11/01/2007 -97,259.00	09/08/2009
40,784.00		3000. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 39,540.00					04/02/2009 1,244.00	10/15/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
54,378.00		4000. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 119,290.00					08/08/2008	10/15/2009
							-64,912.00	
27,000.00		50000. OFFICE DEPOT INC NOTES PROPERTY TYPE: SECURITIES 49,637.00					07/17/2007	01/21/2009
							-22,637.00	
31,050.00		45000. OFFICE DEPOT INC NOTES PROPERTY TYPE: SECURITIES 44,673.00					07/17/2007	04/29/2009
							-13,623.00	
17,438.00		25000. OFFICE DEPOT INC NOTES PROPERTY TYPE: SECURITIES 24,819.00					07/17/2007	05/04/2009
							-7,381.00	
38,363.00		55000. OFFICE DEPOT INC NOTES PROPERTY TYPE: SECURITIES 54,601.00					07/17/2007	05/05/2009
							-16,238.00	
26,280.00		500. PEPSICO INC COM PROPERTY TYPE: SECURITIES 26,825.00					05/28/2004	04/02/2009
							-545.00	
28,664.00		500. PEPSICO INC COM PROPERTY TYPE: SECURITIES 26,825.00					05/28/2004	07/16/2009
							1,839.00	
159,700.00		130000. PEPSICO INC NOTES PROPERTY TYPE: SECURITIES 136,048.00					10/30/2008	04/20/2009
							23,652.00	
20,421.00		300. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 27,635.00					05/09/2008	04/02/2009
							-7,214.00	
21,592.00		500. T ROWE PRICE GROUP INC COM PROPERTY TYPE: SECURITIES 24,244.00					01/12/2007	09/03/2009
							-2,652.00	
27,439.00		500. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 27,028.00					05/28/2004	07/16/2009
							411.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
40,750.00		1000. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 33,230.00				05/28/2004 7,520.00	04/02/2009
1,022.00		1021.51 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,022.00				05/23/2008	09/25/2009
1,155.00		1154.7 RESIDENTIAL FUNDING MTG SEC I CMO PROPERTY TYPE: SECURITIES 1,155.00				05/23/2008	10/25/2009
1,664.00		1663.57 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,664.00				05/23/2008	11/25/2009
990.00		990.11 RESIDENTIAL FUNDING MTG SEC I CMO PROPERTY TYPE: SECURITIES 990.00				05/23/2008	12/25/2009
51,039.00		2000. RITCHIE BROS AUCTIONEERS COM PROPERTY TYPE: SECURITIES 44,252.00				10/10/2008 6,787.00	08/07/2009
37,595.00		1600. RITCHIE BROS AUCTIONEERS COM PROPERTY TYPE: SECURITIES 29,807.00				10/29/2008 7,788.00	10/15/2009
9,399.00		400. RITCHIE BROS AUCTIONEERS COM PROPERTY TYPE: SECURITIES 7,783.00				10/10/2008 1,616.00	10/15/2009
20,101.00		500. ROPER INDS INC NEW COM PROPERTY TYPE: SECURITIES 27,837.00				04/10/2007 -7,736.00	02/05/2009
44,310.00		1000. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 27,949.00				08/17/2004 16,361.00	04/02/2009
25,649.00		500. 3M CO COM PROPERTY TYPE: SECURITIES 36,817.00				08/08/2008 -11,168.00	02/05/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
51,299.00		1000. 3M CO COM PROPERTY TYPE: SECURITIES 86,410.00					12/21/2007 -35,111.00	02/05/2009
157,783.00		145000. TYCO INTERNATIONAL FINANCE SA CO PROPERTY TYPE: SECURITIES 136,759.00					11/24/2008 21,024.00	12/02/2009
159,515.00		150000. VERIZON GLOBAL NOTES PROPERTY TYPE: SECURITIES 168,377.00					05/27/2004 -8,862.00	12/02/2009
1,429.00		1428.87 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 1,429.00					08/26/2009	09/25/2009
3,427.00		3426.62 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 3,427.00					08/26/2009	10/25/2009
2,921.00		2920.54 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,921.00					08/26/2009	11/25/2009
3,170.00		3169.77 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 3,170.00					08/26/2009	12/25/2009
10,008.00		200. WATERS CORP COM PROPERTY TYPE: SECURITIES 11,898.00					09/25/2008 -1,890.00	09/03/2009
24,379.00		500. WELLPOINT INC COM PROPERTY TYPE: SECURITIES 37,325.00					11/03/2005 -12,946.00	07/16/2009
29,262.00		200. ALCON INC COM SHS PROPERTY TYPE: SECURITIES 27,692.00					04/10/2007 1,570.00	10/15/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -384,794. =====	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABN AMRO MORTGAGE CORP CMO SERIES 2003-7	6,570.	6,570.
ABBOTT LABORATORIES COM	2,140.	2,140.
ALLERGAN INC COM	825.	825.
ALTRIA GROUP INC COM	4,560.	4,560.
AMERICAN CAPITAL LTD COM	6,420.	6,420.
AMERICAN EXPRESS CO COM	360.	360.
AMERICAN EXPRESS CREDIT CO NOTES	6,356.	6,356.
AMERICAN EXPRESS CREDIT CO NOTES	4,791.	4,791.
AMERICAN EXPRESS CREDIT CO NOTES	1,980.	1,980.
APACHE CORP COM	3,882.	3,882.
AVON PRODUCTS SR UNSECURED NOTES	185.	185.
NORTHERN INSTITUTIONAL GOVERNMENT	260.	260.
NORTHERN INSTITUTIONAL GOVERNMENT	4,270.	4,270.
BEST BUY INC COM	1,224.	1,224.
BLACK & DECKER CORP SR UNSECURED NOTES	12,011.	12,011.
BRIGGS & STRATTON CORP SENIOR NOTES	4,255.	4,255.
CME GROUP INC COM	8,881.	8,881.
CA INC NOTES	4,463.	4,463.
CAPITAL ONE FINANCIAL CORP COM	630.	630.
CATERPILLAR INC COM	2,700.	2,700.
CHESAPEAKE ENERGY CORP COM	7,105.	7,105.
CHEVRON CORP COM	4,588.	4,588.
CISCO SYSTEMS INC SR UNSECURED NOTES	8,028.	8,028.
CITICORP MORTGAGE SECURITIES, INC. CMO S	12,257.	12,257.
CLOROX SR UNSECURED NOTE	4,830.	4,830.
CREDIT SUISSE MORTGAGE CAPITAL CERT CMO	8,750.	8,750.
DELUXE CORP SENIOR NOTES	898.	898.
DONNELLEY (R.R.) & SONS SR UNSECURED NOT	10,706.	10,706.
EASTMAN KODAK CO SENIOR NOTES	6,773.	6,773.
ELECTRONIC DATA SYSTEMS SENIOR NOTES	330.	330.
EMERSON ELECTRIC CO COM	6,987.	6,987.
FNMA POOL #257007 6.000% DUE 12/01/2027	2,864.	2,864.
FREDDIE MAC - CMO SERIES 2595 CLASS GB		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FREDDIE MAC - CMO SERIES 2795 CLASS EN	3,835.	3,835.
FREDDIE MAC REFERENCE REMIC - CMO SERIES	6,638.	6,638.
FREDDIE MAC - CMO SERIES R013 CLASS AB	4,294.	4,294.
FEDEX CORP COM	220.	220.
FIRST HORIZON MORTGAGE - CMO SERIES 2006	4,895.	4,895.
FISHER SCIENTIFIC INTL INC SR SUB NOTES	10,413.	10,413.
FLUOR CORP NEW COM	1,813.	1,813.
FORTUNE BRANDS INC NOTES	9,406.	9,406.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	4,004.	4,004.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	2,825.	2,825.
GENERAL ELECTRIC CO COM	1,400.	1,400.
GOLDMAN SACHS GROUP INC COM	1,377.	1,377.
HARLEY DAVIDSON FUNDING SERIES 144A COMP	4,889.	4,889.
HARLEY DAVIDSON FUNDING SERIES 144A SENI	4,595.	4,595.
HOME DEPOT INC. NOTES	1,471.	1,471.
HOME DEPOT INC SENIOR UNSECURED NOTES	9,420.	9,420.
HUMANA INC SR UNSECURED NOTES	842.	842.
IBM CORP. NOTES	8,748.	8,748.
JOHNSON & JOHNSON COM	5,300.	5,300.
KRAFT FOODS INC SR UNSECURED NOTES	4,717.	4,717.
KRAFT FOODS INC. SENIOR NOTES	2,086.	2,086.
L-3 COMMUNICATIONS CORP SENIOR NOTES	8,024.	8,024.
LEXMARK INTL INC SR UNSECURED NOTES	10,915.	10,915.
LIBERTY MEDIA LLC SENIOR UNSECURED NOTES	4,243.	4,243.
LIMITED BRANDS INC NOTES	9,188.	9,188.
LOWES COS INC COM	2,450.	2,450.
MASTER ASSET SECURITIZATION TRUST CMO SE	1,136.	1,136.
MASTERCARD INC CL A	1,200.	1,200.
MATTEL INC NOTES	10,106.	10,106.
MICROSOFT CORP COM	2,600.	2,600.
MONSANTO CO COM	1,146.	1,146.
NEWELL RUBBERMAID INC SR UNSECURED NOTES	6,404.	6,404.
NOKIA CORP SPONSORED ADR	6,004.	6,004.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OFFICE DEPOT INC NOTES	7,069.	7,069.
OMNICOM GROUP INC SR DEBT SECS	9,440.	9,440.
PEPSICO INC COM	9,825.	9,825.
PEPSICO INC NOTES	4,957.	4,957.
PHILIP MORRIS INTERNATIONAL INC COM	6,060.	6,060.
POTASH CORP OF SASKATCHEWAN INC COM	370.	370.
PRAXAIR INC COM	4,120.	4,120.
T ROWE PRICE GROUP INC COM	3,250.	3,250.
PROCTER & GAMBLE CO COM	3,860.	3,860.
QUALCOMM INC COM	6,130.	6,130.
RESIDENTIAL FUNDING MTG SEC I CMO SERIES	5,219.	5,219.
RITCHIE BROS AUCTIONEERS COM	920.	920.
ROPER INDS INC NEW COM	1,361.	1,361.
SEARS ROEBUCK ACCEPTANCE NOTES	6,750.	6,750.
SMITH INTL INC COM	2,520.	2,520.
STATE STREET CORP COM	608.	608.
STRAYER EDUCATION INC COM	1,575.	1,575.
STRYKER CORP COM	2,000.	2,000.
TARGET CORP COM	3,300.	3,300.
TEVA PHARMACEUTICAL INDS LTD ADR	2,631.	2,631.
TYCO INTERNATIONAL FINANCE SA COMPANY GU	10,808.	10,808.
TYCO ELECTRONICS GROUP S A GUARANTEED SE	11,463.	11,463.
UNION PACIFIC CORP COM	4,320.	4,320.
VERIZON GLOBAL NOTES	11,056.	11,056.
VISA INC CLASS A	880.	880.
WAMU MORTGAGE PASS-THROUGH CERT CMO SERI	1,767.	1,767.
WELLS FARGO & CO NEW COM	4,370.	4,370.
WILLIS NORTH AMERICA INC NOTES	8,875.	8,875.
XEROX CORPORATION SENIOR NOTES	7,168.	7,168.
ALCON INC COM SHS	5,467.	5,467.
	-----	-----
TOTAL	455,622.	455,622.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
2008 - 990PF REFUND	4,867.

TOTALS	4,867.
	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - PRINCIPAL (ALLOCA	60,000.			60,000.
	-----	-----	-----	-----
TOTALS	60,000.	NONE	NONE	60,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	3,572.	3,572.
OTHER TAXES	295.	
FEDERAL ESTIMATES - INCOME	3,081.	
	-----	-----
TOTALS	6,948.	3,572.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-INCOME	31.	31.
INVESTMENT MGMT FEES-SUBJECT T	21,400.	21,400.
	-----	-----
TOTALS	21,431.	21,431.
	=====	=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
APACHE CORP	148,573.
BERKSHIRE HATHAWAY INC	448,600.
CAPITAL ONE FINANCIAL CORP	586,843.
STATE STREET CORP	100,134.
WELLS FARGO & CO NEW	287,364.
ALLERGAN INC	133,404.
EXPRESS SCRIPTS INC	89,623.
JOHNSON & JOHNSON	119,073.
STRYKER CORP	191,377.
TEVA PHARMACEUTICAL INDS	136,566.
BEST BUY	226,325.
EBAY INC	107,717.
LOWES COS INC	189,912.
TARGET CORP	225,840.
ALTRIA GROUP INC	56,625.
PEPSICO INC	259,543.
PROCTOR & GAMBLE CO	110,755.
QUALCOMM INC	260,493.
CHESAPEAKE ENERGY CORP	246,552.
CHEVRON CORP	142,258.
GOLDMAN SACHS GROUP INC COM	189,677.
WELLPOINT INC COM	147,919.
AMN CAPITAL STRATEGIES	188,563.
CME GROUP INC	275,083.
T ROWE PRICE GRP	147,494.
ALCON INC COM SHS	164,076.
GILEAD SCIENCES	205,224.
CATERPILLAR INC	81,229.
ROPER INDS INC	204,320.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
UNION PACIFIC	231,445.
ADOBE SYS INC	159,133.
APPLE INC	224,144.
AUTODESK INC	267,614.
CISCO SYS	389,868.
GOOGLE INC	403,439.
MASTERCARD	348,756.
STRAYER EDUC	115,548.
SMITH INTL	231,809.
TRANSOCEAN	229,491.
FLUOR	191,673.
GAMESTOP	56,617.
PRICELINE	47,450.
PHILIP MORRIS	90,566.
JP MORGAN	70,382.
VISA	121,330.
ABBOTT	103,647.
WATERS	64,951.
GENERAL ELECTRIC	75,320.
DOLBY	77,310.
FISERV	50,014.
HP	71,750.
MICROSOFT	95,279.
RESERACH IN MOTION	271,271.
MONSANTO	99,466.
POTASH	79,413.
PRAXAIR	183,879.

TOTALS	10,022,727.
	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
BRIGGS & STRAT 8.875% 3/15/11	167,875.
L-3 COMMUN 7.625% 6/15/2012	125,238.
DELUXE CORP 5.0% 12/15/2012	164,331.
GSR MORTGAGE 5.0% 9/25/2019	45,733.
GSR MORTGAGE 5.5% 9/25/2019	67,440.
FREDDIE MAC 5.5% 4/15/2022	42,676.
SEARS ROEBUCK 6.750% 8/15/2011	103,524.
LIMITED BRAND 6.125% 12/1/2012	154,685.
LEXMARK 5.90% 06/01/2013	179,917.
MATTEL 6.125% 06/15/2011	165,048.
FISHER SCNTIFIC 6.125% 7/1/15	169,772.
FREDDIE MAC 5.0% 3/15/2018	58,084.
MASTER ASSET 5.500% 4/25/2018	20,234.
WILLIS N/A 5.625% 7/15/2013	158,515.
FORTUNE BRANDS 5.375% 1/15/16	166,409.
TYCO ELEC 6.55% 10/01/2017	178,883.
1ST HORIZON MTG 5.75% 10/25/21	76,528.
FREDDIE MAC 6.0% 12/15/21	56,496.
AMER EXPR CREIT 5.125% 8/25/14	184,822.
LIBERTY MEDIA 5.7% 5/15/13	147,350.
XEROX CORP 8.25% 5/15/2014	173,932.
BLACK & DECKER 4.75%	170,734.
HERTZ 8.875% 1/01/2014	174,230.
HARLEY DAVIDSON 6.8% 6/15/2018	173,906.
FREDDIE MAC 5.5% 12/15/2020	102,936.
NEWELL RUBBMAID 10.6% 4/15/19	169,688.
AVON 6.5% 3/01/2019	120,833.
WAMU 4.5% 7/25/18	150,689.
ABN AMRO MORT 4.75% 7/25/18	106,905.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE
CA 6.125% 12/01/2014	135,525.
OMNICOM 5.9% 4/15/16	160,324.
FMNA POOL 6.0%	103,023.
RESIDENTIAL FNDG	94,889.
HUMANA 6.45%	101,642.
DONNELLEY 6.125%	145,200.

TOTALS	4,518,016.
	=====

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

=====

DESCRIPTION	AMOUNT
-----	-----
ACCRUED INCOME 2008 POSTED 2009	6,619.
2009 FEDERAL TAXES PAID 2010	934.
OUTSIDE DDA DEPOSIT MADE	33.
ASSET ADDITION BOOK VALUE ADJ- AMN CAPIT	2,431.
ROUNDING ADJ	2.

TOTAL	10,019.
	=====

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INCOME 2009 POSTED 2010	4,592.

TOTAL	4,592.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NE

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

=====

OFFICER NAME:

Provident Trust Company

ADDRESS:

8401 West Dodge Road Suite 256

Omaha, NE 68114-3451

TITLE:

Trustee

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 50,232.

TOTAL COMPENSATION:

50,232.

=====

RECIPIENT NAME:

Frederick S. Bucholz

ADDRESS:

4935 Battlefield Drive
Omaha, NE 68152

FORM, INFORMATION AND MATERIALS:

None Specified

None Specified

None Specified

SUBMISSION DEADLINES:

N/A

N/A

RESTRICTIONS OR LIMITATIONS ON AWARDS:

N/A

N/A

N/A

RECIPIENT NAME:
CORBETT MEDICAL FOUNDATION
ADDRESS:
P.O. BOX 343
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
AMERICAN QUARTERHORSE
FOUNDATION
ADDRESS:
2601 I-40 EAST
AMARILLO, TX 79104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 350,000.

RECIPIENT NAME:
BRECKENRIDGE OUTDOOR
EDUCATION CENTER
ADDRESS:
P.O. BOX 697
BRECKENRIDGE, CO 80424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
COLORADO STATE UNIV FOUNDATION
Dept of Animal Sciences
ADDRESS:
601 SOUTH HOWES STREET
FORT COLLINS, CO 80523-7115
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 200,000.

RECIPIENT NAME:
CENTER FOR HUMAN NUTRITION
ADDRESS:
505 DURHAM RESEARCH PL STE 1024
OMAHA, NE 68104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 85,000.

RECIPIENT NAME:
PLATTE VALLEY COMMUNITY CENTER
ADDRESS:
P.O. BOX 128
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HEARTLAND EQUINE THERAPEUTIC
RIDING ACADEMY
ADDRESS:
P.O. BOX 260
VALLEY, NE 68064
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
OU CANCER INSTITUTE
ADDRESS:
P.O. BOX 26901 BRC WEST 1417
OKLAHOMA CITY, OK 73104
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 730,000.
=====

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

2,166.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

2,166.00

=====

**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 ☒ **X**
 - 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).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Type or print	Name of Exempt Organization	CARL AND CAROLINE SWANSON FOUNDATION, INC. 650134000	Employer identification number	47-6024644
	Number, street, and room or suite no. If a P.O. box, see instructions.			
	4935 BATTLEFIELD DRIVE			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
OMAHA, NE 68152				

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 ► The Foundation

Telephone No. ► (402) 453-7500 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 corporation required to file Form 990-T) extension of time until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____, _____.

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.	3a	\$	3,804.
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.	3b	\$	4,108.
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.	3c	\$	

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)