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

OMB No. 1545-0052
2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

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)
4935 BATTLEFIELD DRIVE

Room/suite

B Telephone number (see page 10 of the instructions)
(402) 453-7500

City or town, state, and ZIP code
OMAHA, NE 68152

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,704,909.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	431,878.	431,878.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-49,682.			
	b	Gross sales price for all assets on line 6a 6,489,901.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	382,196.	431,878.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	61,140.	61,140.		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 5	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) STMT 6	3,897.	395.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 7	21,593.	21,593.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	146,630.	83,128.	NONE	60,000.
	25	Contributions, gifts, grants paid	659,000.			659,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	805,630.	83,128.	NONE	719,000.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-423,434.			
	b	**Net investment income** (if negative, enter -0-)		348,750.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

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	53,534.	34,545.	34,545.
	2	Savings and temporary cash investments	394,916.	262,766.	262,766.
	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 15 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	10,022,727.	9,439,076.	12,388,757.
	c	Investments - corporate bonds (attach schedule) STMT 11	4,518,016.	4,825,941.	5,018,841.
	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)	14,989,193.	14,562,328.	17,704,909.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	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	-1,018,249.	-1,445,114.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,989,193.	14,562,328.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,989,193.	14,562,328.	

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	14,989,193.
2	Enter amount from Part I, line 27a	2	-423,434.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	4,596.
4	Add lines 1, 2, and 3	4	14,570,355.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	8,027.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,562,328.

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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
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	-49,682.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	786,196.	14,658,540.	0.05363399083
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

2	**Total** of line 1, column (d)	2	0.24003736630
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	0.04800747326
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,774,487.
5	Multiply line 4 by line 3	5	805,301.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,488.
7	Add lines 5 and 6	7	808,789.
8	Enter qualifying distributions from Part XII, line 4	8	719,000.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	6,975.
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	6,975.
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	6,975.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,804.		
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	3,804.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	3,171.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ____ (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 15			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ N/A

14 The books are in care of ▶ The Foundation Telephone no. ▶ (402)453-7500

Located at ▶ 4935 BATTLEFIELD DRIVE, OMAHA, NE ZIP + 4 ▶ 68152

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 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. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*	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 2010?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to. **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No **(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 16		61,140.	-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

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 24 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 ▶	

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	16,999,279.
b	Average of monthly cash balances	1b	30,657.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,029,936.
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	17,029,936.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	255,449.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,774,487.
6	**Minimum investment return.** Enter 5% of line 5	6	838,724.

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	838,724.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,975.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	831,749.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	*Add lines 3 and 4*			5	831,749.
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	831,749.

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	719,000.
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	719,000.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	719,000.

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.

Form **990-PF** (2010)

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					831,749.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				672,659.	
b Total for prior years 20 08 , 20 ____ , 20 ____			NONE		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	NONE				
b From 2006	NONE				
c From 2007	NONE				
d From 2008	NONE				
e From 2009	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 719,000.					
a Applied to 2009, but not more than line 2a				672,659.	
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 2010 distributable amount					46,341.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2010 *(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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					785,408.
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2006	NONE				
b Excess from 2007	NONE				
c Excess from 2008	NONE				
d Excess from 2009	NONE				
e Excess from 2010	NONE				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 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).)

FREDERICK S. BUCHOLZ

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

SEE STATEMENT 17

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 19				
Total . . . . ▶ 3a				659,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	431,878.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-49,682.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				382,196.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 382,196.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		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.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee	Date	Title
	06/15/2011	Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	06/15/2011		P00162244

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING) Firm's EIN ▶ 75-1297386

Firm's address ▶ 2395 MIDWAY ROAD, BUILDING 1
CARROLLTON, TX 75006-2584 Phone no. 312-873-6900

Form **990-PF** (2010)

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)	
		4344.83 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	01/25/2010
4,345.00		4,345.00						
		3198.74 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	02/25/2010
3,199.00		3,199.00						
		2277.85 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	03/25/2010
2,278.00		2,278.00						
		3834.31 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	04/25/2010
3,834.00		3,834.00						
		3626.31 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	05/25/2010
3,626.00		3,626.00						
		2948.69 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	06/25/2010
2,949.00		2,949.00						
		3605.28 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	07/25/2010
3,605.00		3,605.00						
		3274.12 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	08/25/2010
3,274.00		3,274.00						
		4413.1 ABN AMRO MORTGAGE CORP CMO SERIES PROPERTY TYPE: SECURITIES					06/12/2008	09/25/2010
4,413.00		4,413.00						
		4568.22 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	10/25/2010
4,568.00		4,568.00						
		4236.34 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES					06/12/2008	11/25/2010
4,236.00		4,236.00						

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)	
		3247.62 ABN AMRO MORTGAGE CORP CMO SERIE					06/12/2008	12/25/2010
		PROPERTY TYPE: SECURITIES						
3,248.00		3,248.00						
		5000. ADOBE SYSTEMS INC COM					02/05/2009	09/24/2010
		PROPERTY TYPE: SECURITIES						
134,037.00		159,133.00					-25,096.00	
		40000. AMERICAN EXPRESS CREDIT CO SENIOR					08/20/2009	11/23/2010
		PROPERTY TYPE: SECURITIES						
43,707.00		39,962.00					3,745.00	
		2000. AUTODESK INC COM					01/16/2007	01/15/2010
		PROPERTY TYPE: SECURITIES						
51,959.00		88,411.00					-36,452.00	
		5000. AUTODESK INC COM					10/29/2008	09/01/2010
		PROPERTY TYPE: SECURITIES						
144,463.00		179,203.00					-34,740.00	
		50000. AVNET INC SR UNSECURED BONDS					02/24/2010	08/02/2010
		PROPERTY TYPE: SECURITIES						
54,486.00		53,311.00					1,175.00	
		45000. AVON PRODUCTS SR UNSECURED NOTES					03/04/2009	07/01/2010
		PROPERTY TYPE: SECURITIES						
52,967.00		43,500.00					9,467.00	
		80000. AVON PRODUCTS SR UNSECURED NOTES					03/04/2009	07/07/2010
		PROPERTY TYPE: SECURITIES						
93,960.00		77,333.00					16,627.00	
		6000. BANK OF AMERICA CORP COM					09/01/2010	12/01/2010
		PROPERTY TYPE: SECURITIES						
66,059.00		98,140.00					-32,081.00	
		2. BERKSHIRE HATHAWAY INC CLASS A COM					05/21/2004	02/25/2010
		PROPERTY TYPE: SECURITIES						
236,679.00		179,440.00					57,239.00	
		75000. BLACK & DECKER CORP SR UNSECURED					09/08/2009	06/22/2010
		PROPERTY TYPE: SECURITIES						
80,161.00		75,050.00					5,111.00	

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)	
		50000. BLACK & DECKER CORP SR UNSECURED					09/08/2009	07/06/2010
		PROPERTY TYPE: SECURITIES						
54,059.00		50,360.00					3,699.00	
		45000. BLACK & DECKER CORP SR UNSECURED					09/08/2009	07/06/2010
		PROPERTY TYPE: SECURITIES						
48,573.00		45,324.00					3,249.00	
		150000. BRIGGS & STRATTON CORP SENIOR NO					01/22/2009	02/08/2010
		PROPERTY TYPE: SECURITIES						
156,963.00		167,875.00					-10,912.00	
		100. CME GROUP INC COM					03/28/2008	01/15/2010
		PROPERTY TYPE: SECURITIES						
34,108.00		49,543.00					-15,435.00	
		200. CME GROUP INC COM					08/08/2008	09/30/2010
		PROPERTY TYPE: SECURITIES						
52,736.00		83,713.00					-30,977.00	
		1000. CAPITAL ONE FINANCIAL CORP COM					05/28/2004	01/15/2010
		PROPERTY TYPE: SECURITIES						
41,324.00		70,195.00					-28,871.00	
		1000. CAPITAL ONE FINANCIAL CORP COM					05/28/2004	04/01/2010
		PROPERTY TYPE: SECURITIES						
41,480.00		70,195.00					-28,715.00	
		1000. CAPITAL ONE FINANCIAL CORP COM					07/09/2004	12/01/2010
		PROPERTY TYPE: SECURITIES						
37,707.00		68,423.00					-30,716.00	
		4000. CHESAPEAKE ENERGY CORP COM					02/16/2006	12/01/2010
		PROPERTY TYPE: SECURITIES						
84,439.00		120,181.00					-35,742.00	
		1000. CHESAPEAKE ENERGY CORP COM					02/16/2006	12/13/2010
		PROPERTY TYPE: SECURITIES						
22,889.00		29,542.00					-6,653.00	
		1000. CISCO SYSTEMS INC COM					07/16/2007	01/15/2010
		PROPERTY TYPE: SECURITIES						
24,450.00		30,050.00					-5,600.00	

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)	
		3000. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					07/16/2007	12/01/2010
57,749.00		90,150.00					-32,401.00	
		2000. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					07/16/2007	12/13/2010
39,459.00		60,100.00					-20,641.00	
		5991.41 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES					05/17/2010	06/25/2010
5,991.00		5,991.00						
		2697.91 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES					05/17/2010	07/25/2010
2,698.00		2,698.00						
		1065.82 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES					05/17/2010	08/25/2010
1,066.00		1,066.00						
		2665.9 CS FIRST BOSTON MORTGAGE SECURITI PROPERTY TYPE: SECURITIES					05/17/2010	09/25/2010
2,666.00		2,666.00						
		6276.22 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES					05/17/2010	10/25/2010
6,276.00		6,276.00						
		10437.25 CS FIRST BOSTON MORTGAGE SECURI PROPERTY TYPE: SECURITIES					05/17/2010	11/25/2010
10,437.00		10,437.00						
		3103.33 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES					05/17/2010	12/25/2010
3,103.00		3,103.00						
		160000. DAVITA INC NOTES PROPERTY TYPE: SECURITIES					08/11/2010	10/20/2010
166,200.00		164,000.00					2,200.00	
		175000. DELUXE CORP SENIOR NOTES PROPERTY TYPE: SECURITIES					12/05/2005	12/16/2010
168,221.00		164,331.00					3,890.00	

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)	
		1000. EBAY INC COM PROPERTY TYPE: SECURITIES					06/14/2006	02/25/2010
22,635.00		30,750.00					-8,115.00	
		3000. EBAY INC COM PROPERTY TYPE: SECURITIES					08/04/2006	05/20/2010
62,839.00		76,967.00					-14,128.00	
		200. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES					05/28/2004	03/16/2010
19,890.00		3,924.00					15,966.00	
		1000. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES					05/28/2004	12/13/2010
54,409.00		9,810.00					44,599.00	
		2270.13 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	01/25/2010
2,270.00		2,270.00						
		2515.29 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	02/25/2010
2,515.00		2,515.00						
		2656.21 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	03/25/2010
2,656.00		2,656.00						
		3141.5 FNMA POOL #257007 6.000% DUE 12/0 PROPERTY TYPE: SECURITIES					01/09/2008	04/26/2010
3,142.00		3,142.00						
		4941.77 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	05/25/2010
4,942.00		4,942.00						
		2244.04 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	06/25/2010
2,244.00		2,244.00						
		2540.13 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	07/26/2010
2,540.00		2,540.00						

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)	
		2525.63 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	08/25/2010
2,526.00		2,526.00						
		2207.49 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	09/27/2010
2,207.00		2,207.00						
		2337.21 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	10/25/2010
2,337.00		2,337.00						
		2621.57 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	11/26/2010
2,622.00		2,622.00						
		1818.82 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES					01/09/2008	12/27/2010
1,819.00		1,819.00						
		2539.38 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	01/15/2010
2,539.00		2,539.00						
		2026.58 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	02/15/2010
2,027.00		2,027.00						
		8117.52 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	03/15/2010
8,118.00		8,118.00						
		2576.06 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	04/15/2010
2,576.00		2,576.00						
		2425.12 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	05/15/2010
2,425.00		2,425.00						
		2297.05 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	06/15/2010
2,297.00		2,297.00						

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)	
		2509.83 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	07/15/2010
2,510.00		2,510.00						
		2685.31 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	08/15/2010
2,685.00		2,685.00						
		3267.36 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	09/15/2010
3,267.00		3,267.00						
		3151.86 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	10/15/2010
3,152.00		3,152.00						
		3138.15 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	11/15/2010
3,138.00		3,138.00						
		3732.67 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES					01/24/2008	12/15/2010
3,733.00		3,733.00						
		1000. FISERV INC COM PROPERTY TYPE: SECURITIES					04/01/2008	02/25/2010
47,313.00		50,014.00					-2,701.00	
		170000. FISHER SCIENTIFIC INTL INC SR SU PROPERTY TYPE: SECURITIES					05/11/2007	07/01/2010
175,207.00		169,772.00					5,435.00	
		1000. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES					11/25/2008	01/15/2010
49,191.00		38,770.00					10,421.00	
		1000. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES					02/05/2009	04/01/2010
47,865.00		38,942.00					8,923.00	
		500. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES					02/05/2009	04/15/2010
25,586.00		19,557.00					6,029.00	

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)	
		500. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES					02/05/2009	09/30/2010
24,757.00		19,557.00					5,200.00	
		2000. GAMESTOP CORP NEW CLASS A PROPERTY TYPE: SECURITIES					10/15/2009	03/11/2010
38,591.00		56,617.00					-18,026.00	
		2000. GAMESTOP CORP NEW CLASS A PROPERTY TYPE: SECURITIES					01/15/2010	03/17/2010
38,845.00		41,266.00					-2,421.00	
		1000. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					04/10/2007	02/25/2010
46,739.00		39,249.00					7,490.00	
		1500. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					09/06/2007	04/15/2010
68,159.00		57,872.00					10,287.00	
		500. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					09/06/2007	09/30/2010
17,825.00		18,888.00					-1,063.00	
		2000. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					09/03/2009	12/28/2010
72,475.00		89,215.00					-16,740.00	
		1000. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					10/15/2009	12/28/2010
42,240.00		47,834.00					-5,594.00	
		1000. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					10/15/2009	09/30/2010
38,159.00		46,921.00					-8,762.00	
		500. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					01/15/2010	12/01/2010
18,870.00		21,998.00					-3,128.00	
		500. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					10/15/2009	12/01/2010
18,870.00		23,461.00					-4,591.00	

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)	
		500. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					05/28/2004	04/15/2010
32,625.00		27,873.00					4,752.00	
		2000. KOHLS CORP COM PROPERTY TYPE: SECURITIES					04/01/2010	12/13/2010
107,098.00		105,592.00					1,506.00	
		45000. LIBERTY MEDIA LLC SENIOR UNSECURE PROPERTY TYPE: SECURITIES					05/28/2009	07/08/2010
44,213.00		38,588.00					5,625.00	
		125000. LIBERTY MEDIA LLC SENIOR UNSECUR PROPERTY TYPE: SECURITIES					06/10/2009	07/12/2010
123,266.00		108,763.00					14,503.00	
		150000. LIMITED BRANDS INC NOTES PROPERTY TYPE: SECURITIES					09/23/2005	04/20/2010
161,813.00		154,685.00					7,128.00	
		2000. LOWES COS INC COM PROPERTY TYPE: SECURITIES					08/17/2004	02/25/2010
46,900.00		52,206.00					-5,306.00	
		5000. LOWES COS INC COM PROPERTY TYPE: SECURITIES					08/08/2008	05/20/2010
119,307.00		137,706.00					-18,399.00	
		165000. MATTEL INC NOTES PROPERTY TYPE: SECURITIES					06/08/2006	03/16/2010
173,580.00		165,048.00					8,532.00	
		400. MONSANTO CO COM PROPERTY TYPE: SECURITIES					02/05/2009	01/15/2010
32,793.00		32,560.00					233.00	
		800. MONSANTO CO COM PROPERTY TYPE: SECURITIES					10/29/2008	01/15/2010
65,587.00		66,907.00					-1,320.00	
		700. NETFLIX INC COM PROPERTY TYPE: SECURITIES					04/01/2010	06/21/2010
82,890.00		40,732.00					42,158.00	

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)	
		150000. NEWELL RUBBERMAID INC SR UNSECUR					05/15/2009	08/10/2010
		PROPERTY TYPE: SECURITIES						
215,625.00		169,688.00					45,937.00	
		25000. OMNICOM GROUP INC SR DEBT SECS					05/28/2008	11/23/2010
		PROPERTY TYPE: SECURITIES						
28,544.00		25,049.00					3,495.00	
		1000. POTASH CORP OF SASKATCHEWAN INC CO					04/02/2009	09/01/2010
		PROPERTY TYPE: SECURITIES						
147,681.00		79,413.00					68,268.00	
		500. PRAXAIR INC COM					05/09/2008	01/15/2010
		PROPERTY TYPE: SECURITIES						
40,420.00		46,058.00					-5,638.00	
		2000. PRAXAIR INC COM					02/05/2009	04/05/2010
		PROPERTY TYPE: SECURITIES						
167,139.00		137,821.00					29,318.00	
		300. PRICELINE.COM INC COM NEW					10/15/2009	09/01/2010
		PROPERTY TYPE: SECURITIES						
90,666.00		47,450.00					43,216.00	
		1000. RESEARCH IN MOTION LTD COM					05/09/2008	09/30/2010
		PROPERTY TYPE: SECURITIES						
48,705.00		133,146.00					-84,441.00	
		1000. RESEARCH IN MOTION LTD COM					07/16/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
61,189.00		66,633.00					-5,444.00	
		2434.62 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	01/25/2010
		PROPERTY TYPE: SECURITIES						
2,435.00		2,435.00						
		3473.96 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	02/25/2010
		PROPERTY TYPE: SECURITIES						
3,474.00		3,474.00						
		2036.94 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	03/25/2010
		PROPERTY TYPE: SECURITIES						
2,037.00		2,037.00						

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)	
		2516.17 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	04/25/2010
		PROPERTY TYPE: SECURITIES						
2,516.00		2,516.00						
		978.44 RESIDENTIAL FUNDING MTG SEC I CMO					05/23/2008	05/25/2010
		PROPERTY TYPE: SECURITIES						
978.00		978.00						
		5914.47 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	06/25/2010
		PROPERTY TYPE: SECURITIES						
5,914.00		5,914.00						
		903.09 RESIDENTIAL FUNDING MTG SEC I CMO					05/23/2008	07/25/2010
		PROPERTY TYPE: SECURITIES						
903.00		903.00						
		3825.67 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	08/25/2010
		PROPERTY TYPE: SECURITIES						
3,826.00		3,826.00						
		945.45 RESIDENTIAL FUNDING MTG SEC I CMO					05/23/2008	09/25/2010
		PROPERTY TYPE: SECURITIES						
945.00		945.00						
		5668.36 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	10/25/2010
		PROPERTY TYPE: SECURITIES						
5,668.00		5,668.00						
		1534.57 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	11/25/2010
		PROPERTY TYPE: SECURITIES						
1,535.00		1,535.00						
		3383.19 RESIDENTIAL FUNDING MTG SEC I CM					05/23/2008	12/25/2010
		PROPERTY TYPE: SECURITIES						
3,383.00		3,383.00						
		1000. ROPER INDS INC NEW COM					04/10/2007	01/15/2010
		PROPERTY TYPE: SECURITIES						
51,580.00		55,673.00					-4,093.00	
		1500. SMITH INTL INC COM					04/02/2009	01/15/2010
		PROPERTY TYPE: SECURITIES						
44,827.00		34,560.00					10,267.00	

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)	
		4500. SMITH INTL INC COM					10/29/2008	01/15/2010
		PROPERTY TYPE: SECURITIES						
134,480.00		197,249.00					-62,769.00	
		40000. SPRINT NEXTEL CORP SENIOR UNSECUR					02/08/2010	11/23/2010
		PROPERTY TYPE: SECURITIES						
37,243.00		34,500.00					2,743.00	
		2250. STATE STREET CORP COM					10/05/2004	04/01/2010
		PROPERTY TYPE: SECURITIES						
103,013.00		100,134.00					2,879.00	
		300. STRAYER EDUCATION INC COM					07/09/2010	09/24/2010
		PROPERTY TYPE: SECURITIES						
48,781.00		62,303.00					-13,522.00	
		700. STRAYER EDUCATION INC COM					03/07/2008	09/24/2010
		PROPERTY TYPE: SECURITIES						
113,823.00		115,548.00					-1,725.00	
		1000. STRYKER CORP COM					05/28/2004	01/15/2010
		PROPERTY TYPE: SECURITIES						
55,759.00		51,100.00					4,659.00	
		800. STRYKER CORP COM					05/28/2004	04/15/2010
		PROPERTY TYPE: SECURITIES						
46,332.00		40,880.00					5,452.00	
		40000. TYCO ELECTRONICS GROUP S A GUARAN					10/04/2007	11/23/2010
		PROPERTY TYPE: SECURITIES						
46,122.00		40,888.00					5,234.00	
		500. UNION PACIFIC CORP COM					02/02/2007	01/15/2010
		PROPERTY TYPE: SECURITIES						
32,590.00		25,668.00					6,922.00	
		4659.05 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	01/25/2010
		PROPERTY TYPE: SECURITIES						
4,659.00		4,659.00						
		4281.46 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	02/25/2010
		PROPERTY TYPE: SECURITIES						
4,281.00		4,281.00						

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)	
		1389.16 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	03/25/2010
		PROPERTY TYPE: SECURITIES						
1,389.00		1,389.00						
		5984.45 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	04/25/2010
		PROPERTY TYPE: SECURITIES						
5,984.00		5,984.00						
		5782.02 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	05/25/2010
		PROPERTY TYPE: SECURITIES						
5,782.00		5,782.00						
		1686.83 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	06/25/2010
		PROPERTY TYPE: SECURITIES						
1,687.00		1,687.00						
		3487.9 WAMU MORTGAGE PASS-THROUGH CERT C					08/26/2009	07/25/2010
		PROPERTY TYPE: SECURITIES						
3,488.00		3,488.00						
		1300.32 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	08/25/2010
		PROPERTY TYPE: SECURITIES						
1,300.00		1,300.00						
		3755.35 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	09/25/2010
		PROPERTY TYPE: SECURITIES						
3,755.00		3,755.00						
		1326.48 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	10/25/2010
		PROPERTY TYPE: SECURITIES						
1,326.00		1,326.00						
		1407.31 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	11/25/2010
		PROPERTY TYPE: SECURITIES						
1,407.00		1,407.00						
		9303.34 WAMU MORTGAGE PASS-THROUGH CERT					08/26/2009	12/25/2010
		PROPERTY TYPE: SECURITIES						
9,303.00		9,303.00						
		500. WELLPOINT INC COM					03/04/2005	02/25/2010
		PROPERTY TYPE: SECURITIES						
29,971.00		31,458.00					-1,487.00	

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)	
		2000. WELLPOINT INC COM					03/28/2008	03/23/2010
		PROPERTY TYPE: SECURITIES						
127,449.00		116,462.00					10,987.00	
		2000. WELLS FARGO & CO NEW COM					05/28/2004	02/25/2010
		PROPERTY TYPE: SECURITIES						
54,019.00		58,940.00					-4,921.00	
		2000. WELLS FARGO & CO NEW COM					10/05/2004	12/01/2010
		PROPERTY TYPE: SECURITIES						
54,559.00		58,855.00					-4,296.00	
		175000. WILLIS NORTH AMERICA INC NOTES					11/14/2008	08/11/2010
		PROPERTY TYPE: SECURITIES						
182,289.00		158,515.00					23,774.00	
		35000. XEROX CORPORATION SENIOR NOTES					05/06/2009	02/03/2010
		PROPERTY TYPE: SECURITIES						
41,172.00		36,010.00					5,162.00	
		60000. XEROX CORPORATION SENIOR NOTES					05/06/2009	02/18/2010
		PROPERTY TYPE: SECURITIES						
70,090.00		61,732.00					8,358.00	
		10000. XEROX CORPORATION SENIOR NOTES					05/06/2009	02/24/2010
		PROPERTY TYPE: SECURITIES						
11,721.00		10,289.00					1,432.00	
		65000. XEROX CORPORATION SENIOR NOTES					05/06/2009	04/28/2010
		PROPERTY TYPE: SECURITIES						
75,943.00		65,901.00					10,042.00	
		300. ALCON INC COM SHS					04/10/2007	02/25/2010
		PROPERTY TYPE: SECURITIES						
47,525.00		41,539.00					5,986.00	
		300. ALCON INC COM SHS					04/10/2007	04/15/2010
		PROPERTY TYPE: SECURITIES						
47,994.00		41,539.00					6,455.00	
		200. ALCON INC COM SHS					04/10/2007	05/19/2010
		PROPERTY TYPE: SECURITIES						
29,166.00		27,692.00					1,474.00	

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)	
		500. ALCON INC COM SHS PROPERTY TYPE: SECURITIES					10/29/2008	05/20/2010
70,038.00		53,307.00					16,731.00	
TOTAL GAIN(LOSS)		....					---------- -49,682. ==========	

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	4,481.	4,481.
ABBOTT LABORATORIES COM	3,440.	3,440.
ALLERGAN INC COM	700.	700.
ALTRIA GROUP INC COM	7,140.	7,140.
ALTRIA GROUP INC. NOTES	3,899.	3,899.
AMERICAN EXPRESS CREDIT CO SENIOR UNSECU	10,017.	10,017.
ANADARKO PETE CORP COM	810.	810.
APACHE CORP COM	1,980.	1,980.
AVNET INC SR UNSECURED BONDS	1,437.	1,437.
AVNET INC SR UNSECURED NOTES	4,163.	4,163.
AVON PRODUCTS SR UNSECURED NOTES	7,536.	7,536.
BANK OF AMERICA CORP COM	200.	200.
NORTHERN INSTITUTIONAL GOVERNMENT SELECT	95.	95.
NORTHERN INSTITUTIONAL GOVERNMENT	31.	31.
BEST BUY INC COM	3,990.	3,990.
BHP BILLITON LTD SPONSORED ADR	3,540.	3,540.
BLACK & DECKER CORP SR UNSECURED NOTES	5,424.	5,424.
BRIGGS & STRATTON CORP SENIOR NOTES	5,936.	5,936.
BRINKER INTERNATIONAL SENIOR UNSECURED N	1,584.	1,584.
CME GROUP INC COM	3,450.	3,450.
CA INC NOTES	8,881.	8,881.
CAPITAL ONE FINANCIAL CORP COM	1,850.	1,850.
CARNIVAL CORP COM	1,000.	1,000.
CATERPILLAR INC COM	4,760.	4,760.
CHESAPEAKE ENERGY CORP COM	3,000.	3,000.
CHEVRON CORP COM	7,100.	7,100.
CS FIRST BOSTON MORTGAGE SECURITIES CMO	3,289.	3,289.
DAVITA INC NOTES	2,062.	2,062.
DELUXE CORP SENIOR NOTES	16,113.	16,113.
DONNELLEY (R.R.) & SONS SR UNSECURED NOT	10,413.	10,413.
EMERSON ELECTRIC CO COM	690.	690.
FNMA POOL #257007 6.000% DUE 12/01/2027	5,003.	5,003.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FREDDIE MAC - CMO SERIES 2595 CLASS GB	1,665.	1,665.
FREDDIE MAC - CMO SERIES 2795 CLASS EN	2,495.	2,495.
FREDDIE MAC REFERENCE REMIC - CMO SERIES	4,525.	4,525.
FREDDIE MAC - CMO SERIES R013 CLASS AB	2,325.	2,325.
FEDEX CORP COM	470.	470.
FIRST HORIZON MORTGAGE - CMO SERIES 2006	3,085.	3,085.
FISERV INC NOTES	2,700.	2,700.
FISHER SCIENTIFIC INTL INC SR SUB NOTES	10,413.	10,413.
FLUOR CORP NEW COM	1,750.	1,750.
FORTUNE BRANDS INC NOTES	9,406.	9,406.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	2,930.	2,930.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	2,152.	2,152.
GENERAL ELECTRIC CO COM	2,940.	2,940.
GOLDMAN SACHS GROUP INC COM	2,100.	2,100.
HARLEY DAVIDSON FUNDING SERIES 144A SENI	12,920.	12,920.
HERTZ CORP COMPANY GUARANTEED NOTES	11,441.	11,441.
HEWLETT PACKARD CO COM	800.	800.
HOME DEPOT INC. NOTES	-877.	-877.
HUMANA INC SR UNSECURED NOTES	6,450.	6,450.
HUMANA INC SR UNSECURED NOTES	2,760.	2,760.
ISHARES S&P MID CAP 400	314.	314.
ISHARES S&P SMALL CAP 600	331.	331.
JPMORGAN CHASE & CO COM	725.	725.
JOHNSON & JOHNSON COM	3,410.	3,410.
L-3 COMMUNICATIONS CORP NOTES	7,901.	7,901.
LEXMARK INTL INC SR UNSECURED NOTES	10,915.	10,915.
LIBERTY MEDIA LLC SENIOR UNSECURED NOTES	12,791.	12,791.
LIMITED BRANDS INC NOTES	3,624.	3,624.
LIMITED BRANDS INC SENIOR UNSECURED NOTE	2,358.	2,358.
LOWES COS INC COM	1,080.	1,080.
MASTER ASSET SECURITIZATION TRUST CMO SE	819.	819.
MASCO CORP SENIOR UNSECURED NOTES	5,071.	5,071.
MASTERCARD INC CL A	1,410.	1,410.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MATTEL INC NOTES	2,639.	2,639.
MCDONALDS CORP COM	7,635.	7,635.
MICROSOFT CORP COM	2,750.	2,750.
MONSANTO CO COM	318.	318.
NEWELL RUBBERMAID INC SR UNSECURED NOTES	13,029.	13,029.
OMNICOM GROUP INC SR DEBT SECS	9,620.	9,620.
PEPSICO INC COM	9,300.	9,300.
PHILIP MORRIS INTERNATIONAL INC COM	7,140.	7,140.
POTASH CORP OF SASKATCHEWAN INC COM	300.	300.
PRAXAIR INC COM	900.	900.
T ROWE PRICE GROUP INC COM	3,240.	3,240.
PROCTER & GAMBLE CO COM	3,771.	3,771.
QUALCOMM INC COM	5,180.	5,180.
QWEST CORP SR UNSECURED BONDS	6,797.	6,797.
RESIDENTIAL FUNDING MTG SEC I CMO SERIES	4,218.	4,218.
ROPER INDS INC NEW COM	1,235.	1,235.
SEARS ROEBUCK ACCEPTANCE NOTES	6,750.	6,750.
SMITH INTL INC COM	720.	720.
SPRINT NEXTEL CORP SENIOR UNSECURED NOTE	10,290.	10,290.
STATE STREET CORP COM	45.	45.
STRAYER EDUCATION INC COM	1,950.	1,950.
STRYKER CORP COM	1,710.	1,710.
SUPERVALU INC NOTES	2,770.	2,770.
TARGET CORP COM	4,200.	4,200.
TEVA PHARMACEUTICAL INDS LTD ADR	3,686.	3,686.
TYCO ELECTRONICS GROUP S A GUARANTEED SE	11,885.	11,885.
UNION PACIFIC CORP COM	4,935.	4,935.
UNITED PARCEL SVC INC CL B	940.	940.
VALMONT INDUSTRIES NOTES	3,255.	3,255.
VISA INC CLASS A	1,763.	1,763.
WAMU MORTGAGE PASS-THROUGH CERT CMO SERI	5,871.	5,871.
WELLS FARGO & CO NEW COM	1,900.	1,900.
WILLIS NORTH AMERICA INC NOTES	15,348.	15,348.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WILLIS NORTH AMERICA INC NOTES	1,266.	1,266.
XEROX CORPORATION SENIOR NOTES	4,759.	4,759.
CREDICORP LTD COM	2,550.	2,550.
TOTAL	431,878.	431,878.

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	395.	395.
FEDERAL ESTIMATES - INCOME	3,502.	
TOTALS	3,897.	395.

CARL AND CAROLINE SWANSON FOUNDATION, INC. 47-6024644

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	-11.	-11.
INVESTMENT MGMT FEES-SUBJECT T	21,604.	21,604.
TOTALS	21,593.	21,593.

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	466,659.
CAPITAL ONE FINANCIAL CORP	378,030.
ANADARKO	187,909.
WELLS FARGO & CO NEW	169,568.
ALLERGAN INC	133,404.
EXPRESS SCRIPTS INC	75,889.
JOHNSON & JOHNSON	91,200.
STRYKER CORP	99,397.
TEVA PHARMACEUTICAL INDS	165,622.
BEST BUY	226,325.
DIRECTV	129,066.
CHICAGO BRIDGE / IRON	79,801.
TARGET CORP	225,840.
ALTRIA GROUP INC	98,395.
PEPSICO INC	259,543.
PROCTOR & GAMBLE CO	110,755.
QUALCOMM INC	260,493.
CHESAPEAKE ENERGY CORP	96,830.
CHEVRON CORP	142,258.
GOLDMAN SACHS GROUP INC COM	220,735.
CREDITCORP	119,646.
AMN CAPITAL STRATEGIES	223,142.
CME GROUP INC	141,827.
T ROWE PRICE GRP	147,494.
CARNIVAL	150,706.
CELGENE	171,852.
CATERPILLAR INC	258,175.
ROPER INDS INC	148,647.

CARL AND CAROLINE SWANSON FOUNDATION, INC. 47-6024644

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE
UNION PACIFIC	287,022.
AMAZON	67,937.
APPLE INC	224,144.
AFLAC	113,670.
CISCO SYS	209,568.
GOOGLE INC	403,439.
MASTERCARD	457,251.
BHO BILLITON	229,770.
NIKE	90,285.
TRANSOCEAN	229,491.
FLUOR	74,846.
MCDONALDS	220,754.
RACKSPACE	71,767.
PHILIP MORRIS	90,566.
JP MORGAN	129,763.
VISA	291,742.
ABBOTT	103,651.
WATERS	64,951.
GENERAL ELECTRIC	75,320.
DOLBY	77,310.
DISNEY	67,260.
HP	83,962.
MICROSOFT	95,279.
RESERACH IN MOTION	71,492.
EMERSON	105,810.
FEDEX	81,742.
UNITED PARCEL	134,270.
ISHARES S&P	68,255.
ISHARES MD CAP 400	89,978.

CARL AND CAROLINE SWANSON FOUNDATION, INC. 47-6024644

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE
TOTALS	9,439,076.

CARL AND CAROLINE SWANSON FOUNDATION, INC. 47-6024644

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE
BRIGGS & STRAT 8.875% 3/15/11	
L-3 COMMUN 7.625% 6/15/2012	125,238.
DELUXE CORP 5.0% 12/15/2012	
GSR MORTGAGE 5.0% 9/25/2019	36,267.
GSR MORTGAGE 5.5% 9/25/2019	45,997.
FREDDIE MAC 5.5% 4/15/2022	22,884.
SEARS ROEBUCK 6.750% 8/15/2011	103,524.
LIMITED BRAND 6.125% 12/1/2012	156,188.
LEXMARK 5.90% 06/01/2013	179,917.
MATTEL 6.125% 06/15/2011	
FISHER SCNTIFIC 6.125% 7/1/15	
FREDDIE MAC 5.0% 3/15/2018	32,458.
MASTER ASSET 5.500% 4/25/2018	13,675.
WILLIS N/A 5.625% 7/15/2013	185,372.
FORTUNE BRANDS 5.375% 1/15/16	166,409.
TYCO ELEC 6.55% 10/01/2017	137,996.
1ST HORIZON MTG 5.75% 10/25/21	35,851.
FREDDIE MAC 6.0% 12/15/21	26,009.
AMER EXPR CREIT 5.125% 8/25/14	144,860.
LIBERTY MEDIA 5.7% 5/15/13	
BRINKER INTL	170,096.
BLOCK FINCL	182,993.
HERTZ 8.875% 1/01/2014	174,230.
HARLEY DAVIDSON 6.8% 6/15/2018	173,906.
FREDDIE MAC 5.5% 12/15/2020	64,469.
NEWELL RUBBMAID 10.6% 4/15/19	167,285.
ALTRIA	174,519.
WAMU 4.5% 7/25/18	106,325.
ABN AMRO MORT 4.75% 7/25/18	63,329.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE
CA 6.125% 12/01/2014	135,525.
OMNICOM 5.9% 4/15/16	135,275.
FMNA POOL 6.0%	71,202.
RESIDENTIAL FNDG	61,274.
HUMANA 6.45%	101,642.
DONNELLEY 6.125%	145,200.
VALMONT IND 6.625% 4/20/20	137,025.
CS FIRST BOSTON 5.0% 10/25/19	110,504.
SUPERVALUE 8.0% 5/01/16	175,413.
AVNET 6.625% 9/15/16	174,481.
SEAGATE 6.8% 10/01/16	150,750.
SPRINT NEXTEL 6.0% 12/01/16	138,000.
HUMANA 7.20% 6/15/18	54,656.
QWEST 7.50%	152,613.
MASCO 6.125%	211,690.
FISERV 6.80%	180,894.
TOTALS	4,825,941.

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

DESCRIPTION	AMOUNT
ACCRUED INCOME 2009 POSTED 2010	4,592.
ROUNDING ADJ	4.
TOTAL	4,596.

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

DESCRIPTION	AMOUNT
ACCRUED INCOME 2010 EFFECTIVE 2011	7,093.
2009 FEDERAL TAXES PAID 2010	934.
TOTAL	8,027.

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

STATEMENT 15

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 .... 61,140.

TOTAL COMPENSATION: 61,140.

STATEMENT 16

FORM 990PF, PART XV - LINES 2a - 2d
==================================

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

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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)

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 .... 200,000.

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 .... 200,000.

RECIPIENT NAME:
TEXAS A&M College of Veterinary
Medicine & Biomedical Science
ADDRESS:
4461 TAMU
COLLEGE STATION, TX 77843-4461
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 9,000.

TOTAL GRANTS PAID: 659,000.

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

2010

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	62,611.
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 2009 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	62,611.

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 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	-112,293.
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 2009 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	-112,293.

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

Schedule D (Form 1041) 2010

JSA
0F1210 2 000

Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			62,611.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-112,293.
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			-49,682.

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?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **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?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **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 2010 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 2010 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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2010

Name of estate or trust	Employer identification number
CARL AND CAROLINE SWANSON FOUNDATION, INC.	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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 50000. AVNET INC SR UNSECURED BONDS	02/24/2010	08/02/2010	54,486.00	53,311.00	1,175.00
6000. BANK OF AMERICA CORP COM	09/01/2010	12/01/2010	66,059.00	98,140.00	-32,081.00
75000. BLACK & DECKER CORP SR UNSECURED NOTES	09/08/2009	06/22/2010	80,161.00	75,050.00	5,111.00
50000. BLACK & DECKER CORP SR UNSECURED NOTES	09/08/2009	07/06/2010	54,059.00	50,360.00	3,699.00
45000. BLACK & DECKER CORP SR UNSECURED NOTES	09/08/2009	07/06/2010	48,573.00	45,324.00	3,249.00
5991.41 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	06/25/2010	5,991.00	5,991.00	
2697.91 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	07/25/2010	2,698.00	2,698.00	
1065.82 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	08/25/2010	1,066.00	1,066.00	
2665.9 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	09/25/2010	2,666.00	2,666.00	
6276.22 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	10/25/2010	6,276.00	6,276.00	
10437.25 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	11/25/2010	10,437.00	10,437.00	
3103.33 CS FIRST BOSTON MORTGAGE SECURITIES CMO SER	05/17/2010	12/25/2010	3,103.00	3,103.00	
160000. DAVITA INC NOTES	08/11/2010	10/20/2010	166,200.00	164,000.00	2,200.00
2000. GAMESTOP CORP NEW CLASS A	10/15/2009	03/11/2010	38,591.00	56,617.00	-18,026.00
2000. GAMESTOP CORP NEW CLASS A	01/15/2010	03/17/2010	38,845.00	41,266.00	-2,421.00
1000. JPMORGAN CHASE & CO COM	10/15/2009	09/30/2010	38,159.00	46,921.00	-8,762.00
500. JPMORGAN CHASE & CO COM	01/15/2010	12/01/2010	18,870.00	21,998.00	-3,128.00
2000. KOHLS CORP COM	04/01/2010	12/13/2010	107,098.00	105,592.00	1,506.00
400. MONSANTO CO COM	02/05/2009	01/15/2010	32,793.00	32,560.00	233.00
700. NETFLIX INC COM	04/01/2010	06/21/2010	82,890.00	40,732.00	42,158.00
300. PRICELINE.COM INC COM NEW	10/15/2009	09/01/2010	90,666.00	47,450.00	43,216.00
1500. SMITH INTL INC COM	04/02/2009	01/15/2010	44,827.00	34,560.00	10,267.00
40000. SPRINT NEXTEL CORP SENIOR UNSECURED NOTE	02/08/2010	11/23/2010	37,243.00	34,500.00	2,743.00
300. STRAYER EDUCATION INC COM	07/09/2010	09/24/2010	48,781.00	62,303.00	-13,522.00

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)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No. 1545-0092

2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 4659.05 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	01/25/2010	4,659.00	4,659.00	
4281.46 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	02/25/2010	4,281.00	4,281.00	
1389.16 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	03/25/2010	1,389.00	1,389.00	
5984.45 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	04/25/2010	5,984.00	5,984.00	
5782.02 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	05/25/2010	5,782.00	5,782.00	
1686.83 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	06/25/2010	1,687.00	1,687.00	
3487.9 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	07/25/2010	3,488.00	3,488.00	
1300.32 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	08/25/2010	1,300.00	1,300.00	
35000. XEROX CORPORATION SENIOR NOTES	05/06/2009	02/03/2010	41,172.00	36,010.00	5,162.00
60000. XEROX CORPORATION SENIOR NOTES	05/06/2009	02/18/2010	70,090.00	61,732.00	8,358.00
10000. XEROX CORPORATION SENIOR NOTES	05/06/2009	02/24/2010	11,721.00	10,289.00	1,432.00
65000. XEROX CORPORATION SENIOR NOTES	05/06/2009	04/28/2010	75,943.00	65,901.00	10,042.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 62,611.00

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

Schedule D-1 (Form 1041) 2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4344.83 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	01/25/2010	4,345.00	4,345.00	
3198.74 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	02/25/2010	3,199.00	3,199.00	
2277.85 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	03/25/2010	2,278.00	2,278.00	
3834.31 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	04/25/2010	3,834.00	3,834.00	
3626.31 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	05/25/2010	3,626.00	3,626.00	
2948.69 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	06/25/2010	2,949.00	2,949.00	
3605.28 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	07/25/2010	3,605.00	3,605.00	
3274.12 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	08/25/2010	3,274.00	3,274.00	
4413.1 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	09/25/2010	4,413.00	4,413.00	
4568.22 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	10/25/2010	4,568.00	4,568.00	
4236.34 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	11/25/2010	4,236.00	4,236.00	
3247.62 ABN AMRO MORTGAGE CORP CMO SERIES 2003-7 CLAS	06/12/2008	12/25/2010	3,248.00	3,248.00	
5000. ADOBE SYSTEMS INC COM	02/05/2009	09/24/2010	134,037.00	159,133.00	-25,096.00
40000. AMERICAN EXPRESS CREDIT CO SENIOR UNSECURED	08/20/2009	11/23/2010	43,707.00	39,962.00	3,745.00
2000. AUTODESK INC COM	01/16/2007	01/15/2010	51,959.00	88,411.00	-36,452.00
5000. AUTODESK INC COM	10/29/2008	09/01/2010	144,463.00	179,203.00	-34,740.00
45000. AVON PRODUCTS SR UNSECURED NOTES	03/04/2009	07/01/2010	52,967.00	43,500.00	9,467.00
80000. AVON PRODUCTS SR UNSECURED NOTES	03/04/2009	07/07/2010	93,960.00	77,333.00	16,627.00
2. BERKSHIRE HATHAWAY INC CLASS A COM	05/21/2004	02/25/2010	236,679.00	179,440.00	57,239.00
150000. BRIGGS & STRATTON CORP SENIOR NOTES	01/22/2009	02/08/2010	156,963.00	167,875.00	-10,912.00
100. CME GROUP INC COM	03/28/2008	01/15/2010	34,108.00	49,543.00	-15,435.00
200. CME GROUP INC COM	08/08/2008	09/30/2010	52,736.00	83,713.00	-30,977.00
1000. CAPITAL ONE FINANCIAL CORP COM	05/28/2004	01/15/2010	41,324.00	70,195.00	-28,871.00
1000. CAPITAL ONE FINANCIAL CORP COM	05/28/2004	04/01/2010	41,480.00	70,195.00	-28,715.00
1000. CAPITAL ONE FINANCIAL CORP COM	07/09/2004	12/01/2010	37,707.00	68,423.00	-30,716.00

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

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	4000. CHESAPEAKE ENERGY CORP COM	02/16/2006	12/01/2010	84,439.00	120,181.00	-35,742.00
	1000. CHESAPEAKE ENERGY CORP COM	02/16/2006	12/13/2010	22,889.00	29,542.00	-6,653.00
	1000. CISCO SYSTEMS INC COM	07/16/2007	01/15/2010	24,450.00	30,050.00	-5,600.00
	3000. CISCO SYSTEMS INC COM	07/16/2007	12/01/2010	57,749.00	90,150.00	-32,401.00
	2000. CISCO SYSTEMS INC COM	07/16/2007	12/13/2010	39,459.00	60,100.00	-20,641.00
	175000. DELUXE CORP SENIOR NOTES	12/05/2005	12/16/2010	168,221.00	164,331.00	3,890.00
	1000. EBAY INC COM	06/14/2006	02/25/2010	22,635.00	30,750.00	-8,115.00
	3000. EBAY INC COM	08/04/2006	05/20/2010	62,839.00	76,967.00	-14,128.00
	200. EXPRESS SCRIPTS INC COM	05/28/2004	03/16/2010	19,890.00	3,924.00	15,966.00
	1000. EXPRESS SCRIPTS INC COM	05/28/2004	12/13/2010	54,409.00	9,810.00	44,599.00
	2270.13 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	01/25/2010	2,270.00	2,270.00	
	2515.29 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	02/25/2010	2,515.00	2,515.00	
	2656.21 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	03/25/2010	2,656.00	2,656.00	
	3141.5 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	04/26/2010	3,142.00	3,142.00	
	4941.77 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	05/25/2010	4,942.00	4,942.00	
	2244.04 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	06/25/2010	2,244.00	2,244.00	
	2540.13 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	07/26/2010	2,540.00	2,540.00	
	2525.63 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	08/25/2010	2,526.00	2,526.00	
	2207.49 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	09/27/2010	2,207.00	2,207.00	
	2337.21 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	10/25/2010	2,337.00	2,337.00	
	2621.57 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	11/26/2010	2,622.00	2,622.00	
	1818.82 FNMA POOL #257007 6.000% DUE 12/01/2027	01/09/2008	12/27/2010	1,819.00	1,819.00	
	2539.38 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	01/15/2010	2,539.00	2,539.00	
	2026.58 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	02/15/2010	2,027.00	2,027.00	
	8117.52 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	03/15/2010	8,118.00	8,118.00	

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

Schedule D-1 (Form 1041) 2010

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2576.06 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	04/15/2010	2,576.00	2,576.00	
2425.12 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	05/15/2010	2,425.00	2,425.00	
2297.05 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	06/15/2010	2,297.00	2,297.00	
2509.83 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	07/15/2010	2,510.00	2,510.00	
2685.31 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	08/15/2010	2,685.00	2,685.00	
3267.36 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	09/15/2010	3,267.00	3,267.00	
3151.86 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	10/15/2010	3,152.00	3,152.00	
3138.15 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	11/15/2010	3,138.00	3,138.00	
3732.67 FREDDIE MAC REFERENCE REMIC - CMO SERIE	01/24/2008	12/15/2010	3,733.00	3,733.00	
1000. FISERV INC COM	04/01/2008	02/25/2010	47,313.00	50,014.00	-2,701.00
170000. FISHER SCIENTIFIC INTL INC SR SUB NOTES	05/11/2007	07/01/2010	175,207.00	169,772.00	5,435.00
1000. FLUOR CORP NEW COM	11/25/2008	01/15/2010	49,191.00	38,770.00	10,421.00
1000. FLUOR CORP NEW COM	02/05/2009	04/01/2010	47,865.00	38,942.00	8,923.00
500. FLUOR CORP NEW COM	02/05/2009	04/15/2010	25,586.00	19,557.00	6,029.00
500. FLUOR CORP NEW COM	02/05/2009	09/30/2010	24,757.00	19,557.00	5,200.00
1000. GILEAD SCIENCES INC COM	04/10/2007	02/25/2010	46,739.00	39,249.00	7,490.00
1500. GILEAD SCIENCES INC COM	09/06/2007	04/15/2010	68,159.00	57,872.00	10,287.00
500. GILEAD SCIENCES INC COM	09/06/2007	09/30/2010	17,825.00	18,888.00	-1,063.00
2000. GILEAD SCIENCES INC COM	09/03/2009	12/28/2010	72,475.00	89,215.00	-16,740.00
1000. HEWLETT PACKARD CO COM	10/15/2009	12/28/2010	42,240.00	47,834.00	-5,594.00
500. JPMORGAN CHASE & CO COM	10/15/2009	12/01/2010	18,870.00	23,461.00	-4,591.00
500. JOHNSON & JOHNSON COM	05/28/2004	04/15/2010	32,625.00	27,873.00	4,752.00
45000. LIBERTY MEDIA LLC SENIOR UNSECURED NOTES	05/28/2009	07/08/2010	44,213.00	38,588.00	5,625.00
125000. LIBERTY MEDIA LLC SENIOR UNSECURED NOTES	06/10/2009	07/12/2010	123,266.00	108,763.00	14,503.00
150000. LIMITED BRANDS INC NOTES	09/23/2005	04/20/2010	161,813.00	154,685.00	7,128.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2000. LOWES COS INC COM	08/17/2004	02/25/2010	46,900.00	52,206.00	-5,306.00
5000. LOWES COS INC COM	08/08/2008	05/20/2010	119,307.00	137,706.00	-18,399.00
165000. MATTEL INC NOTES	06/08/2006	03/16/2010	173,580.00	165,048.00	8,532.00
800. MONSANTO CO COM	10/29/2008	01/15/2010	65,587.00	66,907.00	-1,320.00
150000. NEWELL RUBBERMAID INC SR UNSECURED NOTES	05/15/2009	08/10/2010	215,625.00	169,688.00	45,937.00
25000. OMNICOM GROUP INC SR DEBT SECS	05/28/2008	11/23/2010	28,544.00	25,049.00	3,495.00
1000. POTASH CORP OF SASKATCHEWAN INC COM	04/02/2009	09/01/2010	147,681.00	79,413.00	68,268.00
500. PRAXAIR INC COM	05/09/2008	01/15/2010	40,420.00	46,058.00	-5,638.00
2000. PRAXAIR INC COM	02/05/2009	04/05/2010	167,139.00	137,821.00	29,318.00
1000. RESEARCH IN MOTION LTD COM	05/09/2008	09/30/2010	48,705.00	133,146.00	-84,441.00
1000. RESEARCH IN MOTION LTD COM	07/16/2009	12/13/2010	61,189.00	66,633.00	-5,444.00
2434.62 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	01/25/2010	2,435.00	2,435.00	
3473.96 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	02/25/2010	3,474.00	3,474.00	
2036.94 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	03/25/2010	2,037.00	2,037.00	
2516.17 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	04/25/2010	2,516.00	2,516.00	
978.44 RESIDENTIAL FUNDING MTG SEC I CMO SERIES 2003-S	05/23/2008	05/25/2010	978.00	978.00	
5914.47 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	06/25/2010	5,914.00	5,914.00	
903.09 RESIDENTIAL FUNDING MTG SEC I CMO SERIES 2003-S	05/23/2008	07/25/2010	903.00	903.00	
3825.67 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	08/25/2010	3,826.00	3,826.00	
945.45 RESIDENTIAL FUNDING MTG SEC I CMO SERIES 2003-S	05/23/2008	09/25/2010	945.00	945.00	
5668.36 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	10/25/2010	5,668.00	5,668.00	
1534.57 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	11/25/2010	1,535.00	1,535.00	
3383.19 RESIDENTIAL FUNDING MTG SEC I CMO SERIE	05/23/2008	12/25/2010	3,383.00	3,383.00	
1000. ROPER INDS INC NEW COM	04/10/2007	01/15/2010	51,580.00	55,673.00	-4,093.00
4500. SMITH INTL INC COM	10/29/2008	01/15/2010	134,480.00	197,249.00	-62,769.00

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

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2250. STATE STREET CORP COM	10/05/2004	04/01/2010	103,013.00	100,134.00	2,879.00
700. STRAYER EDUCATION INC COM	03/07/2008	09/24/2010	113,823.00	115,548.00	-1,725.00
1000. STRYKER CORP COM	05/28/2004	01/15/2010	55,759.00	51,100.00	4,659.00
800. STRYKER CORP COM	05/28/2004	04/15/2010	46,332.00	40,880.00	5,452.00
40000. TYCO ELECTRONICS GROUP S A GUARANTEED SENIOR	10/04/2007	11/23/2010	46,122.00	40,888.00	5,234.00
500. UNION PACIFIC CORP COM	02/02/2007	01/15/2010	32,590.00	25,668.00	6,922.00
3755.35 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	09/25/2010	3,755.00	3,755.00	
1326.48 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	10/25/2010	1,326.00	1,326.00	
1407.31 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	11/25/2010	1,407.00	1,407.00	
9303.34 WAMU MORTGAGE PASS-THROUGH CERT CMO SERIE	08/26/2009	12/25/2010	9,303.00	9,303.00	
500. WELLPOINT INC COM	03/04/2005	02/25/2010	29,971.00	31,458.00	-1,487.00
2000. WELLPOINT INC COM	03/28/2008	03/23/2010	127,449.00	116,462.00	10,987.00
2000. WELLS FARGO & CO NEW COM	05/28/2004	02/25/2010	54,019.00	58,940.00	-4,921.00
2000. WELLS FARGO & CO NEW COM	10/05/2004	12/01/2010	54,559.00	58,855.00	-4,296.00
175000. WILLIS NORTH AMERICA INC NOTES	11/14/2008	08/11/2010	182,289.00	158,515.00	23,774.00
300. ALCON INC COM SHS	04/10/2007	02/25/2010	47,525.00	41,539.00	5,986.00
300. ALCON INC COM SHS	04/10/2007	04/15/2010	47,994.00	41,539.00	6,455.00
200. ALCON INC COM SHS	04/10/2007	05/19/2010	29,166.00	27,692.00	1,474.00
500. ALCON INC COM SHS	10/29/2008	05/20/2010	70,038.00	53,307.00	16,731.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -112,293.00

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

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.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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.

Type or print

File by the due date for filing your return. See instructions.

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

COPY

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___.

2 If the tax year entered in line 1 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	$ NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,804.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, 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 Paperwork Reduction Act Notice, see Instructions.