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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , **2011**, and ending , **20**

Name of foundation **CARL AND CAROLINE SWANSON FOUNDATION, INC.**
650134000

Number and street (or P O box number if mail is not delivered to street address) Room/suite
4935 BATTLEFIELD DRIVE

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **17,415,995.**

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

A Employer identification number
47-6024644

B Telephone number (see instructions)
(402) 453-7500

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)							
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B							
3 Interest on savings and temporary cash investments							
4 Dividends and interest from securities				468,068.	468,068.		STMT 1
5a Gross rents							
b Net rental income or (loss)							
6a Net gain or (loss) from sale of assets not on line 10				107,074.			
b Gross sales price for all assets on line 6a				6,656,050.			
7 Capital gain net income (from Part IV, line 2)					107,074.		
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				575,142.	575,142.		
13 Compensation of officers, directors, trustees, etc.				66,059.	66,059.		
14 Other employee salaries and wages							
15 Pension plans, employee benefits							
16a Legal fees (attach schedule) STMT 5				63,865.	NONE	NONE	63,865.
b Accounting fees (attach schedule)							
c Other professional fees (attach schedule)							
17 Interest							
18 Taxes (attach schedule) (see instructions) STMT 6				10,726.	579.		
19 Depreciation (attach schedule) and depletion							
20 Occupancy							
21 Travel, conferences, and meetings							
22 Printing and publications							
23 Other expenses (attach schedule) STMT 7				21,839.	21,839.		
24 Total operating and administrative expenses. Add lines 13 through 23				162,489.	88,477.	NONE	63,865.
25 Contributions, gifts, grants paid				745,000.			745,000.
26 Total expenses and disbursements Add lines 24 and 25				907,489.	88,477.	NONE	808,865.
27 Subtract line 26 from line 12				-332,347.			
a Excess of revenue over expenses and disbursements							
b Net investment income (if negative, enter -0-)					486,665.		
c Adjusted net income (if negative, enter -0-)							

For Paperwork Reduction Act Notice, see instructions.

JSA

Form **990-PF** (2011)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		34,545.	25,671.	
	2	Savings and temporary cash investments		262,766.	246,523.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .				
	b	Investments - corporate stock (attach schedule) STMT 8 .	9,439,076.	8,982,315.		
	c	Investments - corporate bonds (attach schedule) STMT 11 .	4,825,941.	4,975,216.		
	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)	14,562,328.	14,229,725.			
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	16,007,442.	14,229,725.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	-1,445,114.			
	30	Total net assets or fund balances (see instructions)	14,562,328.	14,229,725.		
	31	Total liabilities and net assets/fund balances (see instructions)	14,562,328.	14,229,725.		

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	14,562,328.
2	Enter amount from Part I, line 27a	2	-332,347.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	7,097.
4	Add lines 1, 2, and 3	4	14,237,078.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	7,353.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,229,725.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 6,656,050.		6,548,976.	107,074.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			107,074.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	107,074.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	719,000.	16,774,487.	0.042863
2009	786,196.	14,658,540.	0.053634
2008	941,494.	17,048,472.	0.055225
2007	875,642.	17,531,777.	0.049946
2006	913,939.	17,358,549.	0.052651
2 Total of line 1, column (d)			2 0.254319
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 0.050864
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 17,736,457.
5 Multiply line 4 by line 3			5 902,147.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,867.
7 Add lines 5 and 6			7 907,014.
8 Enter qualifying distributions from Part XII, line 4			8 808,865.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 9,733.
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 9,733.
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 9,733.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 6,976.	
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 6,976.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8 6.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9 2,763.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>The Foundation</u> Telephone no <u>(402) 453-7500</u> Located at <u>4935 BATTLEFIELD DRIVE, OMAHA, NE</u> ZIP + 4 <u>68152</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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		66,059.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see 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 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 instructions	
3 NONE	

Total. Add lines 1 through 3

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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 17,975,611.
b	Average of monthly cash balances	1b 30,944.
c	Fair market value of all other assets (see instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 18,006,555.
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 18,006,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 270,098.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 17,736,457.
6	Minimum investment return. Enter 5% of line 5	6 886,823.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1 886,823.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 9,733.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 9,733.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 877,090.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 877,090.
6	Deduction from distributable amount (see instructions)	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 877,090.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a 808,865.
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	4 808,865.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 808,865.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				877,090.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			785,408.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>808,865.</u>				
a Applied to 2010, but not more than line 2a			785,408.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				23,457.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				853,633.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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 <i>Paid during the year</i> SEE STATEMENT 19				
Total			3a	745,000.
b <i>Approved for future payment</i>				
Total			3b	

Form 990-PF (2011)

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions. | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

05/18/2012
Date

► Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Date

05/18/2012

Check		if	PTIN
-------	--	----	------

2 self-employed

PTIN

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** (2011)

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

=====

DESCRIPTION	AMOUNT
-----	-----

MF INCOME 2011 POSTED 2012

7,326.

27.

TOTAL

7,353.

=====

STATEMENT 15

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	2,671.	2,671.
AFLAC INC COM	1,500.	1,500.
ALLERGAN INC COM	650.	650.
ALTRIA GROUP INC COM	2,280.	2,280.
ALTRIA GROUP INC. NOTES	12,198.	12,198.
AMERICAN EXPRESS CREDIT CO SENIOR UNSECU	4,783.	4,783.
AMERICAN TOWER CORP SR UNSECURED NOTES	2,702.	2,702.
ANADARKO PETE CORP COM	1,080.	1,080.
APACHE CORP COM	1,935.	1,935.
AVNET INC SR UNSECURED NOTES	10,600.	10,600.
BANK OF AMERICA CORP COM	120.	120.
NORTHERN INSTITUTIONAL GOVERNMENT SELECT	22.	22.
NORTHERN INSTITUTIONAL GOVERNMENT	10.	10.
BEST BUY INC COM	1,950.	1,950.
BHP BILLITON LTD SPONSORED ADR	6,060.	6,060.
BLOCK FINANCIAL LLC NOTES	6,611.	6,611.
BRINKER INTERNATIONAL SENIOR UNSECURED N	9,200.	9,200.
CME GROUP INC COM	1,680.	1,680.
CA INC NOTES	9,459.	9,459.
CAPITAL ONE FINANCIAL CORP COM	1,575.	1,575.
CARNIVAL CORP COM	4,250.	4,250.
CATERPILLAR INC COM	7,430.	7,430.
CHASE MORTGAGE FINANCE CORP CMO SERIES 2	3,010.	3,010.
CHESAPEAKE ENERGY CORP COM	1,875.	1,875.
CHEVRON CORP COM	7,725.	7,725.
CHICAGO BRIDGE & IRON CO N V N Y REGISTR	850.	850.
CISCO SYSTEMS INC COM	1,020.	1,020.
CONSTELLATION BRANDS INC NOTES	519.	519.
CONSTELLATION BRANDS INC NOTES	7,407.	7,407.
COVENTRY HEALTH CARE INC SR UNSECURED NO	6,654.	6,654.
CS FIRST BOSTON MORTGAGE SECURITIES CMO	832.	832.
DELUXE CORP NOTES	4,375.	4,375.
ARR241 575P 05/18/2012 10:02:58	650134000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISNEY COM	800.	800.
DONNELLEY (R.R.) & SONS SR UNSECURED NOT	10,413.	10,413.
EATON CORP COM	4,930.	4,930.
EMERSON ELECTRIC CO COM	3,270.	3,270.
EXPEDIA INC NOTES	10,228.	10,228.
FACTSET RESEARCH SYS INC COM	675.	675.
FNMA POOL #257007 6.000% DUE 12/01/2027	3,443.	3,443.
FREDDIE MAC - CMO SERIES 2595 CLASS GB	695.	695.
FREDDIE MAC - CMO SERIES 2795 CLASS EN	1,307.	1,307.
FREDDIE MAC REFERENCE REMIC - CMO SERIES	2,736.	2,736.
FREDDIE MAC - CMO SERIES R013 CLASS AB	978.	978.
FNMA POOL MA0200 4.500% DUE 10/01/2029	821.	821.
FEDEX CORP COM	380.	380.
FIRST HORIZON MORTGAGE - CMO SERIES 2006	1,773.	1,773.
FISERV INC NOTES	10,880.	10,880.
FLUOR CORP NEW COM	1,000.	1,000.
FORTUNE BRANDS INC NOTES	14,977.	14,977.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	1,903.	1,903.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	1,564.	1,564.
GAP INC SR UNSECURED NOTES	1,126.	1,126.
GENERAL ELECTRIC CO COM	4,500.	4,500.
GOLDMAN SACHS GROUP INC COM	2,100.	2,100.
HARLEY DAVIDSON FUNDING SERIES 144A SENI	15,619.	15,619.
HERTZ CORP COMPANY GUARANTEED NOTES	9,999.	9,999.
HEWLETT PACKARD CO COM	160.	160.
HUMANA INC SR UNSECURED NOTES	6,450.	6,450.
HUMANA INC SR UNSECURED NOTES	3,600.	3,600.
ISHARES S&P MID CAP 400	4,137.	4,137.
ISHARES S&P SMALL CAP 600	2,642.	2,642.
JPMORGAN CHASE & CO COM	2,400.	2,400.
JANUS CAPITAL GROUP INC NOTES	6,114.	6,114.
L-3 COMMUNICATIONS CORP NOTES	7,831.	7,831.
LEXMARK INTL INC SR UNSECURED NOTES	10,915.	10,915.
ARR241 575P 05/18/2012 10:02:58	650134000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LIMITED BRANDS INC SENIOR UNSECURED NOTE	10,350.	10,350.
MASTER ASSET SECURITIZATION TRUST CMO SE	539.	539.
MASCO CORP SENIOR UNSECURED NOTES	12,863.	12,863.
MASTERCARD INC CL A	1,410.	1,410.
MCDONALDS CORP COM	7,590.	7,590.
MICROSOFT CORP COM	720.	720.
NEWELL RUBBERMAID INC SENIOR UNSECURED N	3,962.	3,962.
NIKE INC CL B	930.	930.
OMNICOM GROUP INC SR DEBT SECS	5,116.	5,116.
PEPSICO INC COM	7,925.	7,925.
PERRIGO COMPANY COM	545.	545.
PHILIP MORRIS INTERNATIONAL INC COM	8,070.	8,070.
PRAXAIR INC COM	2,000.	2,000.
T ROWE PRICE GROUP INC COM	3,720.	3,720.
QUALCOMM INC COM	5,845.	5,845.
QWEST CORP SR UNSECURED BONDS	5,998.	5,998.
RESIDENTIAL FUNDING MORTGAGE SEC I CMO S	1,759.	1,759.
RESIDENTIAL FUNDING MTG SEC I CMO SERIES	2,408.	2,408.
ROPER INDS INC NEW COM	1,155.	1,155.
SCHLUMBERGER LTD COM	1,500.	1,500.
SEAGATE TECHNOLOGY HDD NOTES	8,188.	8,188.
SEALED AIR CORP SENIOR NOTES	7,702.	7,702.
SEARS ROEBUCK ACCEPTANCE NOTES	3,675.	3,675.
SPRINT NEXTEL CORP SENIOR UNSECURED NOTE	5,410.	5,410.
STANLEY BLACK & DECKER COM	820.	820.
STARBUCKS CORP COM	340.	340.
STRUCTURED ASSET SECURITIES CORP CMO SER	711.	711.
STRUCTURED ASSET SECURITIES CORP CMO SER	3,191.	3,191.
STRYKER CORP COM	396.	396.
SUPERVALU INC NOTES	14,000.	14,000.
TARGET CORP COM	4,650.	4,650.
TEVA PHARMACEUTICAL INDS LTD ADR	4,032.	4,032.
TYCO ELECTRONICS GROUP S A GUARANTEED SE	8,843.	8,843.
ARR241 575P 05/18/2012 10:02:58	650134000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNION PACIFIC CORP COM	8,550.	8,550.
UNITED PARCEL SVC INC CL B	4,160.	4,160.
VALMONT INDUSTRIES NOTES	9,377.	9,377.
VISA INC CLASS A	2,160.	2,160.
WAMU MORTGAGE PASS-THROUGH CERT CMO SERI	4,059.	4,059.
WASHINGTON POST CO NOTES	2,168.	2,168.
WELLS FARGO & CO NEW COM	3,360.	3,360.
WILLIS NORTH AMERICA INC NOTES	10,850.	10,850.
ACCENTURE PLC IRELAND SHS CLASS A	675.	675.
CREDICORP LTD COM	2,925.	2,925.
OTHER INTEREST	22.	22.
	-----	-----
TOTAL	468,068.	468,068.
	=====	=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	63,865.			63,865.
	-----	-----	-----	-----
TOTALS	63,865.	NONE	NONE	63,865.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	579.	579.
FEDERAL TAX PAYMENT - PRIOR YE	3,171.	
FEDERAL ESTIMATES - INCOME	6,976.	
	-----	-----
TOTALS	10,726.	579.
	=====	=====

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.
OTHER NON-ALLOCABLE EXPENSE -	20.	20.
INVESTMENT MGMT FEES-SUBJECT T	21,808.	21,808.
TOTALS	----- 21,839. =====	----- 21,839. =====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
APACHE CORP	136,498.
BERKSHIRE HATHAWAY INC	466,659.
CAPITAL ONE FINANCIAL CORP	409,750.
ANADARKO	187,909.
WELLS FARGO & CO NEW	169,568.
ALLERGAN INC	112,109.
EXPRESS SCRIPTS INC	61,174.
JOHNSON & JOHNSON	
STRYKER CORP	
TEVA PHARMACEUTICAL INDS	
BEST BUY	
DIRECTV	172,441.
CHICAGO BRIDGE / IRON	260,397.
TARGET CORP	
ALTRIA GROUP INC	
PEPSICO INC	152,243.
PROCTOR & GAMBLE CO	
QUALCOMM INC	260,492.
CHESAPEAKE ENERGY CORP	127,433.
CHEVRON CORP	142,258.
GOLDMAN SACHS GROUP INC COM	
CREDITCORP	
AMN CAPITAL STRATEGIES	
CME GROUP INC	
T ROWE PRICE GRP	147,494.
CARNIVAL	182,123.
CELGENE	
CATERPILLAR INC	296,290.
ROPER INDS INC	118,675.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
UNION PACIFIC	287,022.
AMAZON	105,123.
APPLE INC	224,144.
AFLAC	
CISCO SYS	
GOOGLE INC	298,487.
MASTERCARD	397,407.
BHP BILLITON	229,770.
NIKE	90,285.
TRANSOCEAN	
FLUOR	
MCDONALDS	158,409.
RACKSPACE	71,767.
PHILIP MORRIS	90,566.
JP MORGAN	
VISA	215,171.
ABBOTT	
WATERS	47,105.
GENERAL ELECTRIC	96,210.
DOLBY	
DISNEY	
HP	
MICROSOFT	
RESERACH IN MOTION	150,239.
EMERSON	81,742.
FEDEX	134,270.
UNITED PARCEL	333,765.
ISHARES S&P	443,622.
ISHARES MD CAP 400	

CARL AND CAROLINE SWANSON FOUNDATION, INC.
FORM 990PF, PART II - CORPORATE STOCK
=====

47-6024644

DESCRIPTION -----	ENDING BOOK VALUE -----
PRAXAIR	94,798.
VERIFONE	163,986.
EMC CORP	288,877.
COGNIZANT TECH	175,338.
ACCENTURE	105,840.
EATON	460,404.
PERRIGO	147,296.
PRICELINE	90,399.
STARBUCKS	72,981.
TIFFANY & CO	133,235.
SCHLUMBERGER	330,602.
EBAY	59,942.

TOTALS	8,982,315.
	=====

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	60,150.
DELUXE CORP 5.0% 12/15/2012	125,313.
GSR MORTGAGE 5.0% 9/25/2019	27,245.
GSR MORTGAGE 5.5% 9/25/2019	31,719.
FREDDIE MAC 5.5% 4/15/2022	10,114.
SEARS ROEBUCK 6.750% 8/15/2011	
LIMITED BRAND 6.125% 12/1/2012	166,738.
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	12,908.
MASTER ASSET 5.500% 4/25/2018	10,881.
WILLIS N/A 5.625% 7/15/2013	185,372.
FORTUNE BRANDS 5.375% 1/15/16	
TYCO ELEC 6.55% 10/01/2017	137,996.
1ST HORIZON MTG 5.75% 10/25/21	23,966.
FREDDIE MAC 6.0% 12/15/21	10,786.
AMER EXPR CREIT 5.125% 8/25/14	
LIBERTY MEDIA 5.7% 5/15/13	
BRINKER INTL	170,096.
BLOCK FINCL	
HERTZ 8.875% 1/01/2014	16,440.
HARLEY DAVIDSON 6.8% 6/15/2018	168,813.
FREDDIE MAC 5.5% 12/15/2020	40,327.
NEWELL RUBBMAID 10.6% 4/15/19	
ALTRIA	116,632.
WAMU 4.5% 7/25/18	72,859.
ABN AMRO MORT 4.75% 7/25/18	37,081.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
CA 6.125% 12/01/2014	
OMNICOM 5.9% 4/15/16	
FMNA POOL 6.0%	
RESIDENTIAL FNDG	
HUMANA 6.45%	52,848.
DONNELLEY 6.125%	
VALMONT IND 6.625% 4/20/20	101,642.
CS FIRST BOSTON 5.0% 10/25/19	145,200.
SUPERVALUE 8.0% 5/01/16	153,294.
AVNET 6.625% 9/15/16	
SEAGATE 6.8% 10/01/16	175,413.
SPRINT NEXTEL 6.0% 12/01/16	174,482.
HUMANA 7.20% 6/15/18	160,956.
QWEST 7.50%	
MASCO 6.125%	54,656.
FISERV 6.80%	21,050.
STRUCTURED ASSET 3.375 8/25/31	211,690.
STRUCTURED ASSET 5.25 9/25/33	180,894.
CHASE MORT 5.0 1/25/2034	47,201.
GAP 5.95 4/12/2021	151,351.
EXPEDIA 5.95 8/15/2020	93,401.
VERISK 4.875 1/15/2019	169,225.
WASH POST 7.25 2/1/2019	176,276.
AVON 6.5 3/1/2019	79,233.
COVENTRY 5.95 3/15/17	163,033.
CONSTELLATION 7.25 5/15/17	107,169.
JANUS CAP 6.7 6/15/17	168,506.
INTERPUBLIC 10.0 7/15/17	178,750.
AMERICAN TWR 4.5 1/15/18	164,991.
	123,506.
	163,376.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

ENDING

BOOK VALUE

FNMA POOL 4.5 10/1/29

151,720.

TOTALS

4,975,216.

=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

DESCRIPTION

AMOUNT

MF INCOME 2010 POSTED 2011
ROUNDING ADJUSTMENT

7,094.
3.

TOTAL

7,097.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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 66,059.

TOTAL COMPENSATION: 66,059.

=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.
FORM 990PF, PART XV - LINES 2a - 2d

47-6024644

=====

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

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

=====

RECIPIENT NAME:

AMERICAN QUARTERHORSE FOUNDATION

ADDRESS:

PO BOX 32111

AMARILLO, TX 79120

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

501(C)(3)

AMOUNT OF GRANT PAID 170,000.

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 270,000.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

=====

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 University Foundation

1500 Research Parkwy #202B

ADDRESS:

2254 TAMU

COLLEGE STATION, TX 77843-4461

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

PALOMINO HORSE BREEDERS

ADDRESS:

1120 IRON ST

Kellogg, IA 50135

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

501(C)3

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

745,000.

=====

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

2011

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 -93,905.
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 2010 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 -93,905.

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 200,979.
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 2010 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					12 200,979.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part.				
13	Net short-term gain or (loss)	13		-93,905.
14	Net long-term gain or (loss).			
a	Total for year	14a		200,979.
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 14 ▶	15		107,074.

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:	16	()
a	The loss on line 15, column (3) or	b	\$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** in 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 **Schedule D Tax Worksheet** in 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 **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 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 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

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

2011

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 2000. ALTRIA GROUP INC COM	07/09/2010	01/03/2011	48,861.00	41,770.00	7,091.00
106478.88 CS FIRST BOSTON SECURITIES CMO SERIES 2004-	05/17/2010	01/21/2011	105,148.00	105,942.00	-794.00
4562.52 CS FIRST BOSTON MO SECURITIES CMO SERIES 2004-	05/17/2010	01/25/2011	4,563.00	4,563.00	
7352. AMERICAN CAPITAL LTD	04/01/2010	02/03/2011	60,883.00	34,579.00	26,304.00
85000. NEWELL RUBBERMAID I UNSECURED NOTES	08/10/2010	02/10/2011	82,646.00	85,756.00	-3,110.00
40000. NEWELL RUBBERMAID I UNSECURED NOTES	08/10/2010	02/11/2011	39,040.00	40,764.00	-1,724.00
40000. NEWELL RUBBERMAID I UNSECURED NOTES	08/10/2010	02/11/2011	38,872.00	40,764.00	-1,892.00
25000. BLOCK FINANCIAL LLC	11/16/2010	05/10/2011	26,500.00	25,781.00	719.00
140000. BLOCK FINANCIAL LL	11/19/2010	05/10/2011	148,382.00	146,763.00	1,619.00
10000. BLOCK FINANCIAL LLC	11/22/2010	05/10/2011	10,700.00	10,450.00	250.00
1500. HEWLETT PACKARD CO C	09/24/2010	05/20/2011	54,306.00	60,045.00	-5,739.00
3107.74 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	05/25/2011	3,108.00	3,108.00	
25000. CONSTELLATION BRAND	06/07/2011	06/16/2011	27,375.00	26,975.00	400.00
680.07 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1A1	04/25/2011	06/25/2011	680.00	680.00	
2000. AFLAC INC COM	12/28/2010	07/07/2011	94,013.00	113,670.00	-19,657.00
500. AFLAC INC COM	01/03/2011	07/07/2011	23,503.00	28,889.00	-5,386.00
6000. BANK OF AMERICA CORP	02/01/2011	07/07/2011	64,979.00	84,640.00	-19,661.00
1539.42 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	07/25/2011	1,539.00	1,539.00	
1039.62 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	06/27/2011	07/25/2011	1,040.00	1,040.00	
1000. CELGENE CORP COM	09/01/2010	08/11/2011	53,252.00	52,782.00	470.00
2000. DISNEY COM	09/01/2010	08/11/2011	64,369.00	67,260.00	-2,891.00
1000. STANLEY BLACK & DECK	02/03/2011	08/11/2011	57,645.00	72,121.00	-14,476.00
2168.26 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	08/25/2011	2,168.00	2,168.00	
5133.84 RESIDENTIAL FUNDIN SEC I CMO SERIES 2003-S8 CL	07/15/2011	08/25/2011	5,134.00	5,134.00	

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) 2011

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

2011

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 923.59 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	08/25/2011	924.00	924.00	
1976.45 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	08/25/2011	1,976.00	1,976.00	
2838.5 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1A1	04/25/2011	09/25/2011	2,839.00	2,839.00	
1665.68 RESIDENTIAL FUNDIN SEC I CMO SERIES 2003-S8 CL	07/15/2011	09/25/2011	1,666.00	1,666.00	
925.77 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	09/25/2011	926.00	926.00	
1305.43 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	09/25/2011	1,305.00	1,305.00	
3000. AUTODESK INC COM	02/01/2011	10/06/2011	82,113.00	120,556.00	-38,443.00
2500. FACTSET RESEARCH SYS	08/11/2011	10/06/2011	225,978.00	232,389.00	-6,411.00
10000. SEALED AIR CORP SEN	03/08/2011	10/19/2011	10,425.00	11,205.00	-780.00
4116.71 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	10/25/2011	4,117.00	4,117.00	
2092.54 RESIDENTIAL FUNDIN SEC I CMO SERIES 2003-S8 CL	07/15/2011	10/25/2011	2,093.00	2,093.00	
650.74 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	10/25/2011	651.00	651.00	
3169.22 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	10/25/2011	3,169.00	3,169.00	
25000. SEALED AIR CORP SEN	03/08/2011	10/26/2011	26,250.00	28,013.00	-1,763.00
30000. SEALED AIR CORP SEN	03/08/2011	10/27/2011	31,800.00	33,589.00	-1,789.00
40000. SEALED AIR CORP SEN	03/08/2011	11/03/2011	42,000.00	44,750.00	-2,750.00
10000. SEALED AIR CORP SEN	03/08/2011	11/07/2011	10,500.00	11,188.00	-688.00
2173.58 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	11/25/2011	2,174.00	2,174.00	
4451.34 FNMA POOL MA0200 4 10/01/2029	10/12/2011	11/25/2011	4,451.00	4,451.00	
122688.48 RESIDENTIAL FUND SEC I CMO SERIES 2003-S8 CL	07/15/2011	11/25/2011	122,688.00	123,429.00	-741.00
740.38 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	11/25/2011	740.00	740.00	
6140.45 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	11/25/2011	6,140.00	6,140.00	
30000. SEALED AIR CORP SEN	03/08/2011	12/20/2011	31,500.00	33,563.00	-2,063.00
3782.93 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	12/25/2011	3,783.00	3,783.00	

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) 2011

Department of the Treasury
Internal Revenue Service

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

2011

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

(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 698.12 STRUCTURED ASSET SE
CORP CMO SERIES 2001-SB1 CL

06/27/2011

12/25/2011

698.00

698.00

4000.62 STRUCTURED ASSET S
CORP CMO SERIES 2003-29 CLA

07/06/2011

12/25/2011

4,001.00

4,001.00

4773.02 FNMA POOL MA0200 4
10/01/2029

10/12/2011

12/27/2011

4,773.00

4,773.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-93,905.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

JSA
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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 2000. ABBOTT LABORATORIES	09/03/2009	01/03/2011	95,618.00	103,651.00	-8,033.00
4000. ALTRIA GROUP INC COM	02/05/2009	01/03/2011	97,722.00	56,625.00	41,097.00
3000. BEST BUY INC COM	07/09/2004	01/03/2011	103,899.00	101,361.00	2,538.00
13000. HERTZ CORP COMPANY NOTES	09/23/2009	01/03/2011	13,288.00	13,293.00	-5.00
500. MICROSOFT CORP COM	02/05/2009	01/03/2011	14,000.00	9,528.00	4,472.00
2000. PROCTER & GAMBLE CO	10/24/2008	01/03/2011	128,500.00	110,755.00	17,745.00
2200. STRYKER CORP COM	11/03/2005	01/03/2011	119,889.00	99,397.00	20,492.00
48000. HERTZ CORP COMPANY NOTES	09/23/2009	01/05/2011	49,065.00	49,124.00	-59.00
3421.53 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	01/15/2011	3,422.00	3,422.00	
4394.98 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	01/25/2011	4,395.00	4,395.00	
2040.18 FNMA POOL #257007 12/01/2027	01/09/2008	01/25/2011	2,040.00	2,040.00	
4147.38 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	01/25/2011	4,147.00	4,147.00	
1401.28 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	01/25/2011	1,401.00	1,401.00	
1000. EXPRESS SCRIPTS INC	05/28/2004	02/01/2011	57,658.00	9,810.00	47,848.00
1500. JOHNSON & JOHNSON CO	11/11/2004	02/01/2011	90,820.00	91,200.00	-380.00
300. WATERS CORP COM	09/25/2008	02/01/2011	23,277.00	17,846.00	5,431.00
7648. AMERICAN CAPITAL LTD	08/10/2009	02/03/2011	63,334.00	188,563.00	-125,229.00
200. CME GROUP INC COM	10/29/2008	02/03/2011	60,084.00	64,565.00	-4,481.00
500. CAPITAL ONE FINANCIAL	07/09/2004	02/03/2011	24,520.00	33,325.00	-8,805.00
1000. CISCO SYSTEMS INC CO	07/16/2007	02/03/2011	21,870.00	30,050.00	-8,180.00
500. EXPRESS SCRIPTS INC C	05/28/2004	02/03/2011	28,294.00	4,905.00	23,389.00
500. MCDONALDS CORP COM	01/15/2010	02/03/2011	36,979.00	31,172.00	5,807.00
1000. PEPSICO INC COM	05/28/2004	02/03/2011	64,149.00	53,650.00	10,499.00
500. ROPER INDS INC NEW CO	07/16/2007	02/03/2011	39,543.00	29,971.00	9,572.00
500. VISA INC CLASS A	03/19/2008	02/03/2011	35,877.00	29,775.00	6,102.00

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

Schedule D-1 (Form 1041) 2011

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 2000. TRANSOCEAN INC REGIS	10/24/2008	02/03/2011	160,825.00	229,491.00	-68,666.00
20000. SPRINT NEXTEL CORP UNSECURED NOTE	02/08/2010	02/10/2011	19,544.00	17,250.00	2,294.00
2606.67 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	02/15/2011	2,607.00	2,607.00	
50000. SPRINT NEXTEL CORP UNSECURED NOTE	02/08/2010	02/15/2011	48,534.00	43,125.00	5,409.00
15000. SPRINT NEXTEL CORP UNSECURED NOTE	02/08/2010	02/16/2011	14,578.00	12,938.00	1,640.00
75000. SPRINT NEXTEL CORP UNSECURED NOTE	02/08/2010	02/17/2011	72,887.00	64,688.00	8,199.00
47000. HERTZ CORP COMPANY NOTES	09/23/2009	02/24/2011	48,043.00	48,116.00	-73.00
100000. SEARS ROEBUCK ACCE	03/29/2005	02/24/2011	102,200.00	103,524.00	-1,324.00
2434.36 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	02/25/2011	2,434.00	2,434.00	
1814.01 FNMA POOL #257007 12/01/2027	01/09/2008	02/25/2011	1,814.00	1,814.00	
3363.05 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	02/25/2011	3,363.00	3,363.00	
2799.44 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	02/25/2011	2,799.00	2,799.00	
2052.98 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	03/15/2011	2,053.00	2,053.00	
70000. QWEST CORP SR UNSEC	02/10/2010	03/15/2011	80,310.00	73,675.00	6,635.00
2980.02 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	03/25/2011	2,980.00	2,980.00	
2344.49 FNMA POOL #257007 12/01/2027	01/09/2008	03/25/2011	2,344.00	2,344.00	
1853.99 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	03/25/2011	1,854.00	1,854.00	
5062.52 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	03/25/2011	5,063.00	5,063.00	
55000. QWEST CORP SR UNSEC	02/10/2010	03/28/2011	62,975.00	57,888.00	5,087.00
80000. AMERICAN EXPRESS CR SENIOR UNSECURED NOTES	08/20/2009	03/29/2011	86,292.00	79,923.00	6,369.00
1000. BEST BUY INC COM	08/17/2004	03/31/2011	28,581.00	32,479.00	-3,898.00
2000. CISCO SYSTEMS INC CO	09/06/2007	03/31/2011	34,219.00	64,020.00	-29,801.00
200. MASTERCARD INC CL A	09/20/2007	03/31/2011	50,793.00	29,922.00	20,871.00
4500. MICROSOFT CORP COM	02/05/2009	03/31/2011	114,613.00	85,751.00	28,862.00
1000. RESEARCH IN MOTION L	10/15/2009	03/31/2011	55,891.00	71,492.00	-15,601.00

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

Schedule D-1 (Form 1041) 2011

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 1000. TARGET CORP COM	06/10/2004	03/31/2011	49,741.00	46,700.00	3,041.00
46000. HERTZ CORP COMPANY NOTES	09/23/2009	04/07/2011	47,021.00	47,258.00	-237.00
1849.63 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	04/15/2011	1,850.00	1,850.00	
1696.5 ABN AMRO MORTGAGE C SERIES 2003-7 CLASS A1	06/12/2008	04/25/2011	1,697.00	1,697.00	
1904.17 FNMA POOL #257007 12/01/2027	01/09/2008	04/25/2011	1,904.00	1,904.00	
1212.09 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	04/25/2011	1,212.00	1,212.00	
3974.56 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	04/25/2011	3,975.00	3,975.00	
65000. AMERICAN EXPRESS CR SENIOR UNSECURED NOTES	08/20/2009	05/03/2011	71,090.00	64,938.00	6,152.00
45000. OMNICOM GROUP INC S	06/03/2008	05/05/2011	50,750.00	45,354.00	5,396.00
50000. OMNICOM GROUP INC S	06/11/2008	05/05/2011	56,291.00	50,184.00	6,107.00
1597.92 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	05/15/2011	1,598.00	1,598.00	
2000. DOLBY LABORATORIES I	10/15/2009	05/20/2011	97,676.00	77,310.00	20,366.00
500. HEWLETT PACKARD CO CO	10/15/2009	05/20/2011	18,102.00	23,917.00	-5,815.00
2239.97 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	05/25/2011	2,240.00	2,240.00	
1220.52 FNMA POOL #257007 12/01/2027	01/09/2008	05/25/2011	1,221.00	1,221.00	
1448.33 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	05/25/2011	1,448.00	1,448.00	
3171.37 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	05/25/2011	3,171.00	3,171.00	
65000. CA INC NOTES	06/12/2008	06/08/2011	71,610.00	61,263.00	10,347.00
15000. CA INC NOTES	06/12/2008	06/15/2011	16,468.00	14,138.00	2,330.00
1707.34 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	06/15/2011	1,707.00	1,707.00	
10000. CA INC NOTES	07/11/2008	06/21/2011	10,913.00	9,250.00	1,663.00
2101.86 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	06/25/2011	2,102.00	2,102.00	
1981.24 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	06/25/2011	1,981.00	1,981.00	
2142.52 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	06/25/2011	2,143.00	2,143.00	
1475.53 FNMA POOL #257007 12/01/2027	01/09/2008	06/27/2011	1,476.00	1,476.00	

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

Schedule D-1 (Form 1041) 2011

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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 20000. OMNICOM GROUP INC S	06/23/2008	06/28/2011	22,542.00	19,881.00	2,661.00
10000. CA INC NOTES	07/11/2008	07/05/2011	10,894.00	9,250.00	1,644.00
20000. CA INC NOTES	07/11/2008	07/06/2011	21,804.00	18,500.00	3,304.00
10000. CA INC NOTES	07/11/2008	07/08/2011	10,914.00	9,250.00	1,664.00
15000. CA INC NOTES	07/11/2008	07/15/2011	16,374.00	13,875.00	2,499.00
1384.12 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	07/15/2011	1,384.00	1,384.00	
1864.16 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	07/25/2011	1,864.00	1,864.00	
1278.99 FNMA POOL #257007 12/01/2027	01/09/2008	07/25/2011	1,279.00	1,279.00	
1306.87 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	07/25/2011	1,307.00	1,307.00	
1216.81 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	07/25/2011	1,217.00	1,217.00	
500. ALLERGAN INC COM	07/09/2004	08/11/2011	35,969.00	21,295.00	14,674.00
300. APACHE CORP COM	05/28/2004	08/11/2011	30,401.00	12,075.00	18,326.00
3000. BEST BUY INC COM	10/29/2008	08/11/2011	72,927.00	92,485.00	-19,558.00
2000. CELGENE CORP COM	07/09/2010	08/11/2011	106,504.00	119,070.00	-12,566.00
1000. PEPSICO INC COM	05/28/2004	08/11/2011	62,049.00	53,650.00	8,399.00
500. VISA INC CLASS A	04/15/2010	08/11/2011	41,095.00	46,796.00	-5,701.00
1500. CREDICORP LTD COM	04/01/2010	08/11/2011	128,866.00	119,646.00	9,220.00
1713.35 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	08/15/2011	1,713.00	1,713.00	
45000. ALTRIA GROUP INC. N	07/14/2010	08/23/2011	60,107.00	57,888.00	2,219.00
143000. FORTUNE BRANDS INC	10/11/2007	08/24/2011	161,101.00	135,980.00	25,121.00
1316.78 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	08/25/2011	1,317.00	1,317.00	
1076.36 FNMA POOL #257007 12/01/2027	01/09/2008	08/25/2011	1,076.00	1,076.00	
1872.49 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	08/25/2011	1,872.00	1,872.00	
2888.65 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	08/25/2011	2,889.00	2,889.00	
400. CME GROUP INC COM	02/05/2009	09/08/2011	104,182.00	77,262.00	26,920.00

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

Schedule D-1 (Form 1041) 2011

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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 20000. OMNICOM GROUP INC S	06/23/2008	09/13/2011	22,519.00	19,856.00	2,663.00
1863.59 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	09/15/2011	1,864.00	1,864.00	
601. RESIDENTIAL FUNDING M SERIES 2003-S3 CLASS A3	05/23/2008	09/25/2011	601.00	601.00	
4855.99 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	09/25/2011	4,856.00	4,856.00	
1787.89 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	09/26/2011	1,788.00	1,788.00	
1722.22 FNMA POOL #257007 12/01/2027	01/09/2008	09/26/2011	1,722.00	1,722.00	
65000. L-3 COMMUNICATIONS	10/15/2009	09/28/2011	66,463.00	65,088.00	1,375.00
5000. CISCO SYSTEMS INC CO	10/24/2008	10/06/2011	82,795.00	115,498.00	-32,703.00
2000. FLUOR CORP NEW COM	04/02/2009	10/06/2011	102,234.00	74,846.00	27,388.00
2073.22 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	10/15/2011	2,073.00	2,073.00	
100000. HARLEY DAVIDSON FU 144A SENIOR NOTES	09/10/2009	10/20/2011	110,985.00	86,113.00	24,872.00
1480.47 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	10/25/2011	1,480.00	1,480.00	
1472.44 FNMA POOL #257007 12/01/2027	01/09/2008	10/25/2011	1,472.00	1,472.00	
1031.63 RESIDENTIAL FUNDIN CMO SERIES 2003-S3 CLASS A3	05/23/2008	10/25/2011	1,032.00	1,032.00	
976.43 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLASS 1A	08/26/2009	10/25/2011	976.00	976.00	
200. GOOGLE INC CL A	09/06/2007	10/28/2011	119,882.00	104,952.00	14,930.00
2000. TEVA PHARMACEUTICAL	08/17/2004	10/28/2011	84,092.00	55,899.00	28,193.00
2068.29 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	11/15/2011	2,068.00	2,068.00	
27000. FORTUNE BRANDS INC	10/11/2007	11/23/2011	28,776.00	25,675.00	3,101.00
1960.32 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	11/25/2011	1,960.00	1,960.00	
882.49 FNMA POOL #257007 6 12/01/2027	01/09/2008	11/25/2011	882.00	882.00	
42737.11 RESIDENTIAL FUNDI CMO SERIES 2003-S3 CLASS A3	05/23/2008	11/25/2011	42,737.00	42,456.00	281.00
2551.45 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	11/25/2011	2,551.00	2,551.00	
1500. GOLDMAN SACHS GROUP	02/25/2010	11/30/2011	139,869.00	220,735.00	-80,866.00
3000. JPMORGAN CHASE & CO	04/15/2010	11/30/2011	90,896.00	129,763.00	-38,867.00

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

Schedule D-1 (Form 1041) 2011

Employer identification number

47-6024644

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	200,979.00
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Schedule D-1 (Form 1041) 2011

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)	
95,618.00		2000. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES 103,651.00					09/03/2009 -8,033.00	01/03/2011
97,722.00		4000. ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 56,625.00					02/05/2009 41,097.00	01/03/2011
48,861.00		2000. ALTRIA GROUP INC COM PROPERTY TYPE: SECURITIES 41,770.00					07/09/2010 7,091.00	01/03/2011
103,899.00		3000. BEST BUY INC COM PROPERTY TYPE: SECURITIES 101,361.00					07/09/2004 2,538.00	01/03/2011
13,288.00		13000. HERTZ CORP COMPANY GUARANTEED NOT PROPERTY TYPE: SECURITIES 13,293.00					09/23/2009 -5.00	01/03/2011
14,000.00		500. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 9,528.00					02/05/2009 4,472.00	01/03/2011
128,500.00		2000. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 110,755.00					10/24/2008 17,745.00	01/03/2011
119,889.00		2200. STRYKER CORP COM PROPERTY TYPE: SECURITIES 99,397.00					11/03/2005 20,492.00	01/03/2011
49,065.00		48000. HERTZ CORP COMPANY GUARANTEED NOT PROPERTY TYPE: SECURITIES 49,124.00					09/23/2009 -59.00	01/05/2011
3,422.00		3421.53 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 3,422.00					01/24/2008	01/15/2011
105,148.00		106478.88 CS FIRST BOSTON MORTGAGE SECUR PROPERTY TYPE: SECURITIES 105,942.00					05/17/2010 -794.00	01/21/2011

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)	
4,395.00		4394.98 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 4,395.00					06/12/2008	01/25/2011
4,563.00		4562.52 CS FIRST BOSTON MORTGAGE SECURIT PROPERTY TYPE: SECURITIES 4,563.00					05/17/2010	01/25/2011
2,040.00		2040.18 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 2,040.00					01/09/2008	01/25/2011
4,147.00		4147.38 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 4,147.00					05/23/2008	01/25/2011
1,401.00		1401.28 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 1,401.00					08/26/2009	01/25/2011
57,658.00		1000. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES 9,810.00					05/28/2004	02/01/2011
90,820.00		1500. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 91,200.00					11/11/2004	02/01/2011
23,277.00		300. WATERS CORP COM PROPERTY TYPE: SECURITIES 17,846.00					09/25/2008	02/01/2011
63,334.00		7648. AMERICAN CAPITAL LTD COM PROPERTY TYPE: SECURITIES 188,563.00					08/10/2009	02/03/2011
60,883.00		7352. AMERICAN CAPITAL LTD COM PROPERTY TYPE: SECURITIES 34,579.00					04/01/2010	02/03/2011
60,084.00		200. CME GROUP INC COM PROPERTY TYPE: SECURITIES 64,565.00					10/29/2008	02/03/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
24,520.00		500. CAPITAL ONE FINANCIAL CORP COM PROPERTY TYPE: SECURITIES 33,325.00				07/09/2004 -8,805.00	02/03/2011
21,870.00		1000. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 30,050.00				07/16/2007 -8,180.00	02/03/2011
28,294.00		500. EXPRESS SCRIPTS INC COM PROPERTY TYPE: SECURITIES 4,905.00				05/28/2004 23,389.00	02/03/2011
36,979.00		500. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 31,172.00				01/15/2010 5,807.00	02/03/2011
64,149.00		1000. PEPSICO INC COM PROPERTY TYPE: SECURITIES 53,650.00				05/28/2004 10,499.00	02/03/2011
39,543.00		500. ROPER INDS INC NEW COM PROPERTY TYPE: SECURITIES 29,971.00				07/16/2007 9,572.00	02/03/2011
35,877.00		500. VISA INC CLASS A PROPERTY TYPE: SECURITIES 29,775.00				03/19/2008 6,102.00	02/03/2011
160,825.00		2000. TRANSOCEAN INC REGISTRY SHARE PROPERTY TYPE: SECURITIES 229,491.00				10/24/2008 -68,666.00	02/03/2011
82,646.00		85000. NEWELL RUBBERMAID INC SENIOR UNSE PROPERTY TYPE: SECURITIES 85,756.00				08/10/2010 -3,110.00	02/10/2011
19,544.00		20000. SPRINT NEXTEL CORP SENIOR UNSECU PROPERTY TYPE: SECURITIES 17,250.00				02/08/2010 2,294.00	02/10/2011
39,040.00		40000. NEWELL RUBBERMAID INC SENIOR UNSE PROPERTY TYPE: SECURITIES 40,764.00				08/10/2010 -1,724.00	02/11/2011

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)	
38,872.00		40000. NEWELL RUBBERMAID INC SENIOR UNSE PROPERTY TYPE: SECURITIES 40,764.00					08/10/2010 -1,892.00	02/11/2011
2,607.00		2606.67 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,607.00					01/24/2008	02/15/2011
48,534.00		50000. SPRINT NEXTEL CORP SENIOR UNSECU PROPERTY TYPE: SECURITIES 43,125.00					02/08/2010 5,409.00	02/15/2011
14,578.00		15000. SPRINT NEXTEL CORP SENIOR UNSECU PROPERTY TYPE: SECURITIES 12,938.00					02/08/2010 1,640.00	02/16/2011
72,887.00		75000. SPRINT NEXTEL CORP SENIOR UNSECU PROPERTY TYPE: SECURITIES 64,688.00					02/08/2010 8,199.00	02/17/2011
48,043.00		47000. HERTZ CORP COMPANY GUARANTEED NOT PROPERTY TYPE: SECURITIES 48,116.00					09/23/2009 -73.00	02/24/2011
102,200.00		100000. SEARS ROEBUCK ACCEPTANCE NOTES PROPERTY TYPE: SECURITIES 103,524.00					03/29/2005 -1,324.00	02/24/2011
2,434.00		2434.36 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,434.00					06/12/2008	02/25/2011
1,814.00		1814.01 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,814.00					01/09/2008	02/25/2011
3,363.00		3363.05 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 3,363.00					05/23/2008	02/25/2011
2,799.00		2799.44 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,799.00					08/26/2009	02/25/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,053.00		2052.98 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,053.00					01/24/2008	03/15/2011
80,310.00		70000. QWEST CORP SR UNSECURED BONDS PROPERTY TYPE: SECURITIES 73,675.00					02/10/2010	03/15/2011
2,980.00		2980.02 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,980.00					06/12/2008	03/25/2011
2,344.00		2344.49 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 2,344.00					01/09/2008	03/25/2011
1,854.00		1853.99 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,854.00					05/23/2008	03/25/2011
5,063.00		5062.52 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 5,063.00					08/26/2009	03/25/2011
62,975.00		55000. QWEST CORP SR UNSECURED BONDS PROPERTY TYPE: SECURITIES 57,888.00					02/10/2010	03/28/2011
86,292.00		80000. AMERICAN EXPRESS CREDIT CO SENIOR PROPERTY TYPE: SECURITIES 79,923.00					08/20/2009	03/29/2011
28,581.00		1000. BEST BUY INC COM PROPERTY TYPE: SECURITIES 32,479.00					08/17/2004	03/31/2011
34,219.00		2000. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 64,020.00					09/06/2007	03/31/2011
50,793.00		200. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 29,922.00					09/20/2007	03/31/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
114,613.00		4500. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 85,751.00				02/05/2009 28,862.00	03/31/2011
55,891.00		1000. RESEARCH IN MOTION LTD COM PROPERTY TYPE: SECURITIES 71,492.00				10/15/2009 -15,601.00	03/31/2011
49,741.00		1000. TARGET CORP COM PROPERTY TYPE: SECURITIES 46,700.00				06/10/2004 3,041.00	03/31/2011
47,021.00		46000. HERTZ CORP COMPANY GUARANTEED NOT PROPERTY TYPE: SECURITIES 47,258.00				09/23/2009 -237.00	04/07/2011
1,850.00		1849.63 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,850.00				01/24/2008	04/15/2011
1,697.00		1696.5 ABN AMRO MORTGAGE CORP CMO SERIES PROPERTY TYPE: SECURITIES 1,697.00				06/12/2008	04/25/2011
1,904.00		1904.17 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,904.00				01/09/2008	04/25/2011
1,212.00		1212.09 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,212.00				05/23/2008	04/25/2011
3,975.00		3974.56 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 3,975.00				08/26/2009	04/25/2011
71,090.00		65000. AMERICAN EXPRESS CREDIT CO SENIOR PROPERTY TYPE: SECURITIES 64,938.00				08/20/2009 6,152.00	05/03/2011
50,750.00		45000. OMNICOM GROUP INC SR DEBT SECS PROPERTY TYPE: SECURITIES 45,354.00				06/03/2008 5,396.00	05/05/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
56,291.00		50000. OMNICOM GROUP INC SR DEBT SECS PROPERTY TYPE: SECURITIES 50,184.00				06/11/2008 6,107.00	05/05/2011
26,500.00		25000. BLOCK FINANCIAL LLC NOTES PROPERTY TYPE: SECURITIES 25,781.00				11/16/2010 719.00	05/10/2011
148,382.00		140000. BLOCK FINANCIAL LLC NOTES PROPERTY TYPE: SECURITIES 146,763.00				11/19/2010 1,619.00	05/10/2011
10,700.00		10000. BLOCK FINANCIAL LLC NOTES PROPERTY TYPE: SECURITIES 10,450.00				11/22/2010 250.00	05/10/2011
1,598.00		1597.92 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,598.00				01/24/2008	05/15/2011
97,676.00		2000. DOLBY LABORATORIES INC CL A COM PROPERTY TYPE: SECURITIES 77,310.00				10/15/2009 20,366.00	05/20/2011
18,102.00		500. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 23,917.00				10/15/2009 -5,815.00	05/20/2011
54,306.00		1500. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 60,045.00				09/24/2010 -5,739.00	05/20/2011
2,240.00		2239.97 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,240.00				06/12/2008	05/25/2011
3,108.00		3107.74 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 3,108.00				04/25/2011	05/25/2011
1,221.00		1220.52 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,221.00				01/09/2008	05/25/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,448.00		1448.33 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,448.00				05/23/2008	05/25/2011
3,171.00		3171.37 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 3,171.00				08/26/2009	05/25/2011
71,610.00		65000. CA INC NOTES PROPERTY TYPE: SECURITIES 61,263.00				06/12/2008	06/08/2011
16,468.00		15000. CA INC NOTES PROPERTY TYPE: SECURITIES 14,138.00				06/12/2008	06/15/2011
1,707.00		1707.34 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,707.00				01/24/2008	06/15/2011
27,375.00		25000. CONSTELLATION BRANDS INC NOTES PROPERTY TYPE: SECURITIES 26,975.00				06/07/2011	06/16/2011
10,913.00		10000. CA INC NOTES PROPERTY TYPE: SECURITIES 9,250.00				07/11/2008	06/21/2011
2,102.00		2101.86 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 2,102.00				06/12/2008	06/25/2011
680.00		680.07 CHASE MORTGAGE FINANCE CORP CMO S PROPERTY TYPE: SECURITIES 680.00				04/25/2011	06/25/2011
1,981.00		1981.24 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,981.00				05/23/2008	06/25/2011
2,143.00		2142.52 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,143.00				08/26/2009	06/25/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,476.00		1475.53 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,476.00					01/09/2008	06/27/2011
22,542.00		20000. OMNICOM GROUP INC SR DEBT SECS PROPERTY TYPE: SECURITIES 19,881.00					06/23/2008	06/28/2011
10,894.00		10000. CA INC NOTES PROPERTY TYPE: SECURITIES 9,250.00					07/11/2008	07/05/2011
21,804.00		20000. CA INC NOTES PROPERTY TYPE: SECURITIES 18,500.00					07/11/2008	07/06/2011
94,013.00		2000. AFLAC INC COM PROPERTY TYPE: SECURITIES 113,670.00					12/28/2010	07/07/2011
23,503.00		500. AFLAC INC COM PROPERTY TYPE: SECURITIES 28,889.00					01/03/2011	07/07/2011
64,979.00		6000. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 84,640.00					02/01/2011	07/07/2011
10,914.00		10000. CA INC NOTES PROPERTY TYPE: SECURITIES 9,250.00					07/11/2008	07/08/2011
16,374.00		15000. CA INC NOTES PROPERTY TYPE: SECURITIES 13,875.00					07/11/2008	07/15/2011
1,384.00		1384.12 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,384.00					01/24/2008	07/15/2011
1,864.00		1864.16 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,864.00					06/12/2008	07/25/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,539.00		1539.42 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 1,539.00				04/25/2011	07/25/2011
1,279.00		1278.99 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,279.00				01/09/2008	07/25/2011
1,307.00		1306.87 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,307.00				05/23/2008	07/25/2011
1,040.00		1039.62 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 1,040.00				06/27/2011	07/25/2011
1,217.00		1216.81 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 1,217.00				08/26/2009	07/25/2011
35,969.00		500. ALLERGAN INC COM PROPERTY TYPE: SECURITIES 21,295.00				07/09/2004	08/11/2011
30,401.00		300. APACHE CORP COM PROPERTY TYPE: SECURITIES 12,075.00				05/28/2004	08/11/2011
72,927.00		3000. BEST BUY INC COM PROPERTY TYPE: SECURITIES 92,485.00				10/29/2008	08/11/2011
106,504.00		2000. CELGENE CORP COM PROPERTY TYPE: SECURITIES 119,070.00				07/09/2010	08/11/2011
53,252.00		1000. CELGENE CORP COM PROPERTY TYPE: SECURITIES 52,782.00				09/01/2010	08/11/2011
64,369.00		2000. DISNEY COM PROPERTY TYPE: SECURITIES 67,260.00				09/01/2010	08/11/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
62,049.00		1000. PEPSICO INC COM PROPERTY TYPE: SECURITIES 53,650.00				05/28/2004 8,399.00	08/11/2011
57,645.00		1000. STANLEY BLACK & DECKER COM PROPERTY TYPE: SECURITIES 72,121.00				02/03/2011 -14,476.00	08/11/2011
41,095.00		500. VISA INC CLASS A PROPERTY TYPE: SECURITIES 46,796.00				04/15/2010 -5,701.00	08/11/2011
128,866.00		1500. CREDICORP LTD COM PROPERTY TYPE: SECURITIES 119,646.00				04/01/2010 9,220.00	08/11/2011
1,713.00		1713.35 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,713.00				01/24/2008	08/15/2011
60,107.00		45000. ALTRIA GROUP INC. NOTES PROPERTY TYPE: SECURITIES 57,888.00				07/14/2010 2,219.00	08/23/2011
161,101.00		143000. FORTUNE BRANDS INC NOTES PROPERTY TYPE: SECURITIES 135,980.00				10/11/2007 25,121.00	08/24/2011
1,317.00		1316.78 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,317.00				06/12/2008	08/25/2011
2,168.00		2168.26 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 2,168.00				04/25/2011	08/25/2011
1,076.00		1076.36 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,076.00				01/09/2008	08/25/2011
5,134.00		5133.84 RESIDENTIAL FUNDING MORTGAGE SEC PROPERTY TYPE: SECURITIES 5,134.00				07/15/2011	08/25/2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,872.00		1872.49 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,872.00					05/23/2008	08/25/2011
924.00		923.59 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 924.00					06/27/2011	08/25/2011
1,976.00		1976.45 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 1,976.00					07/06/2011	08/25/2011
2,889.00		2888.65 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,889.00					08/26/2009	08/25/2011
104,182.00		400. CME GROUP INC COM PROPERTY TYPE: SECURITIES 77,262.00					02/05/2009	09/08/2011
22,519.00		20000. OMNICOM GROUP INC SR DEBT SECS PROPERTY TYPE: SECURITIES 19,856.00					06/23/2008	09/13/2011
1,864.00		1863.59 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,864.00					01/24/2008	09/15/2011
2,839.00		2838.5 CHASE MORTGAGE FINANCE CORP CMO S PROPERTY TYPE: SECURITIES 2,839.00					04/25/2011	09/25/2011
1,666.00		1665.68 RESIDENTIAL FUNDING MORTGAGE SEC PROPERTY TYPE: SECURITIES 1,666.00					07/15/2011	09/25/2011
601.00		601. RESIDENTIAL FUNDING MTG SEC I CMO S PROPERTY TYPE: SECURITIES 601.00					05/23/2008	09/25/2011
926.00		925.77 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 926.00					06/27/2011	09/25/2011

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,305.00		1305.43 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 1,305.00				07/06/2011	09/25/2011
4,856.00		4855.99 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 4,856.00				08/26/2009	09/25/2011
1,788.00		1787.89 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,788.00				06/12/2008	09/26/2011
1,722.00		1722.22 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,722.00				01/09/2008	09/26/2011
66,463.00		65000. L-3 COMMUNICATIONS CORP NOTES PROPERTY TYPE: SECURITIES 65,088.00				10/15/2009	09/28/2011
82,113.00		3000. AUTODESK INC COM PROPERTY TYPE: SECURITIES 120,556.00				02/01/2011	10/06/2011
82,795.00		5000. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES 115,498.00				10/24/2008	10/06/2011
225,978.00		2500. FACTSET RESEARCH SYS INC COM PROPERTY TYPE: SECURITIES 232,389.00				08/11/2011	10/06/2011
102,234.00		2000. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES 74,846.00				04/02/2009	10/06/2011
2,073.00		2073.22 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,073.00				01/24/2008	10/15/2011
10,425.00		10000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 11,205.00				03/08/2011	10/19/2011
						-780.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
110,985.00		100000. HARLEY DAVIDSON FUNDING SERIES 1 PROPERTY TYPE: SECURITIES 86,113.00				09/10/2009 24,872.00	10/20/2011
1,480.00		1480.47 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,480.00				06/12/2008	10/25/2011
4,117.00		4116.71 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 4,117.00				04/25/2011	10/25/2011
1,472.00		1472.44 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,472.00				01/09/2008	10/25/2011
2,093.00		2092.54 RESIDENTIAL FUNDING MORTGAGE SEC PROPERTY TYPE: SECURITIES 2,093.00				07/15/2011	10/25/2011
1,032.00		1031.63 RESIDENTIAL FUNDING MTG SEC I CM PROPERTY TYPE: SECURITIES 1,032.00				05/23/2008	10/25/2011
651.00		650.74 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 651.00				06/27/2011	10/25/2011
3,169.00		3169.22 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 3,169.00				07/06/2011	10/25/2011
976.00		976.43 WAMU MORTGAGE PASS-THROUGH CERT C PROPERTY TYPE: SECURITIES 976.00				08/26/2009	10/25/2011
26,250.00		25000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 28,013.00				03/08/2011 -1,763.00	10/26/2011
31,800.00		30000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 33,589.00				03/08/2011 -1,789.00	10/27/2011

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
119,882.00		200. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 104,952.00				09/06/2007 14,930.00	10/28/2011
84,092.00		2000. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 55,899.00				08/17/2004 28,193.00	10/28/2011
42,000.00		40000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 44,750.00				03/08/2011 -2,750.00	11/03/2011
10,500.00		10000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 11,188.00				03/08/2011 -688.00	11/07/2011
2,068.00		2068.29 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 2,068.00				01/24/2008	11/15/2011
28,776.00		27000. FORTUNE BRANDS INC NOTES PROPERTY TYPE: SECURITIES 25,675.00				10/11/2007 3,101.00	11/23/2011
1,960.00		1960.32 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,960.00				06/12/2008	11/25/2011
2,174.00		2173.58 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 2,174.00				04/25/2011	11/25/2011
882.00		882.49 FNMA POOL #257007 6.000% DUE 12/0 PROPERTY TYPE: SECURITIES 882.00				01/09/2008	11/25/2011
4,451.00		4451.34 FNMA POOL MA0200 4.500% DUE 10/0 PROPERTY TYPE: SECURITIES 4,451.00				10/12/2011	11/25/2011
122,688.00		122688.48 RESIDENTIAL FUNDING MORTGAGE S PROPERTY TYPE: SECURITIES 123,429.00				07/15/2011 -741.00	11/25/2011

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
42,737.00		42737.11 RESIDENTIAL FUNDING MTG SEC I C PROPERTY TYPE: SECURITIES 42,456.00				05/23/2008 281.00	11/25/2011
740.00		740.38 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 740.00				06/27/2011	11/25/2011
6,140.00		6140.45 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 6,140.00				07/06/2011	11/25/2011
2,551.00		2551.45 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,551.00				08/26/2009	11/25/2011
139,869.00		1500. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 220,735.00				02/25/2010 -80,866.00	11/30/2011
90,896.00		3000. JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 129,763.00				04/15/2010 -38,867.00	11/30/2011
5,325.00		5000. FORTUNE BRANDS INC NOTES PROPERTY TYPE: SECURITIES 4,755.00				10/11/2007 570.00	12/02/2011
215,156.00		4000. TARGET CORP COM PROPERTY TYPE: SECURITIES 179,140.00				08/17/2004 36,016.00	12/09/2011
1,804.00		1803.88 FREDDIE MAC REFERENCE REMIC - CM PROPERTY TYPE: SECURITIES 1,804.00				01/24/2008	12/15/2011
31,500.00		30000. SEALED AIR CORP SENIOR NOTES PROPERTY TYPE: SECURITIES 33,563.00				03/08/2011 -2,063.00	12/20/2011
1,991.00		1990.82 ABN AMRO MORTGAGE CORP CMO SERIE PROPERTY TYPE: SECURITIES 1,991.00				06/12/2008	12/25/2011

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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)	
3,783.00		3782.93 CHASE MORTGAGE FINANCE CORP CMO PROPERTY TYPE: SECURITIES 3,783.00					04/25/2011	12/25/2011
698.00		698.12 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 698.00					06/27/2011	12/25/2011
4,001.00		4000.62 STRUCTURED ASSET SECURITIES CORP PROPERTY TYPE: SECURITIES 4,001.00					07/06/2011	12/25/2011
2,425.00		2425.45 WAMU MORTGAGE PASS-THROUGH CERT PROPERTY TYPE: SECURITIES 2,425.00					08/26/2009	12/25/2011
1,124.00		1124.02 FNMA POOL #257007 6.000% DUE 12/ PROPERTY TYPE: SECURITIES 1,124.00					01/09/2008	12/27/2011
4,773.00		4773.02 FNMA POOL MA0200 4.500% DUE 10/0 PROPERTY TYPE: SECURITIES 4,773.00					10/12/2011	12/27/2011
75,375.00		200. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 29,922.00					09/20/2007	12/27/2011
50,308.00		500. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 31,172.00					01/15/2010	12/27/2011
125,162.00		3000. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 109,724.00					01/15/2010	12/27/2011
							45,453.00	
							19,136.00	
							15,438.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 107,074. =====	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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.

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions.

Name of exempt organization or other filer, see instructions.

CARL AND CAROLINE SWANSON FOUNDATION,
INC. 650134000

Employer identification number (EIN) or

☒ 47-6024644

Number, street, and room or suite no. If a P.O. box, see instructions.

4935 BATTLEFIELD DRIVE

☐ Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

OMAHA, NE 68152

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	01	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 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 2011 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 \$	9,736.
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 \$	6,976.
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 \$	2,760.

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

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

Form **8868** (Rev. 1-2012)