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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

2011Department of the Treasury
Internal Revenue Service

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 11/01, 2011, and ending 10/31, 2012**CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.
2265 OAKLEIGH DR.
MURFREESBORO, TN 37129****A Employer identification number**
62-6039681**B Telephone number (see the instructions)****C If exemption application is pending, check here** ☐**G Check all that apply:** ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change**D 1 Foreign organizations, check here** ☐**2 Foreign organizations meeting the 85% test, check here and attach computation** ☐**H Check type of organization:** ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**I Fair market value of all assets at end of year (from Part II, column (c), line 16)**
\$ 2,424,457.**J Accounting method:** ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐**Part I Analysis of Revenue and Expenses**

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

(a) Revenue and expenses per books**(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)****REVENUE****1 Contributions, gifts, grants, etc., received (att sch)****2** ☒ If the foundn is not req to att Sch B**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****5a Gross rents****b Net rental income or (loss)****6a Net gain/(loss) from sale of assets not on line 10****b Gross sales price for all assets on line 6a** 46,526.**7 Capital gain net income (from Part IV, line 2)****8 Net short-term capital gain****9 Income modifications****10a Gross sales less returns and allowances****b Less Cost of goods sold****c Gross profit/(loss) (att sch)****11 Other income (attach schedule)****12 Total. Add lines 1 through 11**RECEIVED
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SEE STATEMENT 1

ADMINISTRATIVE AND EXPENSES**13 Compensation of officers, directors, trustees, etc.****14 Other employee salaries and wages****15 Pension plans, employee benefits****16a Legal fees (attach schedule)****b Accounting fees (attach sch)** SEE ST 2**c Other prof fees (attach sch)****17 Interest****18 Taxes (attach schedule) (see instrs)** SEE STM 3**19 Depreciation (attach sch) and depletion****20 Occupancy****21 Travel, conferences, and meetings****22 Printing and publications****23 Other expenses (attach schedule)****24 Total operating and administrative expenses. Add lines 13 through 23****25 Contributions, gifts, grants paid PART XV****26 Total expenses and disbursements. Add lines 24 and 25****27 Subtract line 26 from line 12:****a Excess of revenue over expenses and disbursements****b Net investment income (if negative, enter -0-)****c Adjusted net income (if negative, enter -0-)**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	69,478.	27,679.	27,679.
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 4	1,477,409.	1,539,876.	1,596,303.
	c	Investments — corporate bonds (attach schedule) STATEMENT 5	147,938.	130,142.	132,997.
	11	Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) STATEMENT 6	137,515.	96,550.	667,478.	
14	Land, buildings, and equipment: basis	9,642.			
	Less: accumulated depreciation (attach schedule) SEE STMT 7	9,170.	661.	472.	
15	Other assets (describe)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	1,833,001.	1,794,719.	2,424,457.	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds.	1,833,001.	1,794,719.	
	30	Total net assets or fund balances (see instructions)	1,833,001.	1,794,719.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,833,001.	1,794,719.	

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	1,833,001.
2	Enter amount from Part I, line 27a	2	-38,282.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,794,719.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,794,719.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,505.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	660.

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 (column (b) divided by column (c))
2010	95,435.	2,192,189.	0.043534
2009	85,338.	1,998,475.	0.042702
2008	85,597.	1,650,560.	0.051859
2007	124,050.	2,074,435.	0.059799
2006	116,489.	2,298,072.	0.050690

2 Total of line 1, column (d)	2	0.248584
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	0.049717
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,341,936.
5 Multiply line 4 by line 3	5	116,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	773.
7 Add lines 5 and 6	7	117,207.
8 Enter qualifying distributions from Part XII, line 4	8	113,427.

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)

1 a 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 instrs)			
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	1,545.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,545.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,545.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,344.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,344.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	201.	
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	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CARL A. SWAFFORD</u> Telephone no <u></u> Located at <u>2265 OAKLEIGH DR. MURFREESBORO TN</u> ZIP + 4 <u>37129</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</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? 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>	16		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
1 a 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	N/A
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</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	N/A
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>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a 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	N/A
4 a 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

5b N/A**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?N/A. ☐ 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

6b X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
CARL A. SWAFFORD, JR. 2265 OAKLEIGH DR. MURFREESBORO, TN 37129	PRESIDENT 2.00	2,600.	0.	0.
ANN SWAFFORD 1023 N. RIVERMONT PLACE CHATTANOOGA, TN 37415	TREASURER 0	0.	0.	0.
MICHAEL TOMSHAK 721 BROAD ST. CHATTANOOGA, TN 37402	SECRETARY 0	0.	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				

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

0

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		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	2,324,384.
b Average of monthly cash balances.	1b	53,216.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,377,600.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	2,377,600.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	35,664.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,341,936.
6 Minimum investment return. Enter 5% of line 5	6	117,097.

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	117,097.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,545.
b Income tax for 2011. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,545.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	115,552.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	115,552.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	115,552.

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	113,427.
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	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,427.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,427.

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.

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Form 990-PF (2011)

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				115,552.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	2,811.			
d From 2009				
e From 2010				
f Total of lines 3a through e	2,811.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 113,427.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				113,427.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,125.			2,125.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	686.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	686.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008	686.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

BAA

Form 990-PF (2011)

N/A

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

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a 'Assets' alternative test – enter:

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c 'Support' alternative test – enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

Part XV **Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ☐ if the 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 9

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

SEE STATEMENT FOR LINE 2A

- c** Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 10				
Total			3a	105,567.
<i>b Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	83,738.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	656.	849.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue.					
a	MISCELLANEOUS			14		
b	PUBLICLY TRADED PARTNERSH	211110	-2,128.			
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-2,128.		84,394.	849.
13	Total. Add line 12, columns (b), (d), and (e)				13	83,115.

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

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

[illegible]

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PUBLICLY TRADED PARTNERSH	\$ -2,128.		
TOTAL	\$ -2,128.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 10,500.	\$ 4,200.		\$ 6,300.
TOTAL	\$ 10,500.	\$ 4,200.	\$ 0.	\$ 6,300.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	\$ 1,823.	\$ 1,823.		
FOREIGN TAXES	678.	678.		
SECRETARY OF STATE	40.	40.		
TOTAL	\$ 2,541.	\$ 2,541.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PROGRESS ENERGY INC - 2100 SH	MKT VAL	\$ 0.	\$ 0.
2700 SH SOUTHERN COMPANY	MKT VAL	32,478.	126,468.
3200 SH TECO ENERGY	MKT VAL	76,385.	57,184.
2600 SH INTEGRYS	MKT VAL	75,332.	140,504.
2740 SH DUKE ENERGY	MKT VAL	107,231.	180,056.
2000 SH GREAT PLAINS ENERGY	MKT VAL	51,520.	44,880.
2300 SH CMS ENERGY	MKT VAL	49,932.	55,936.
2000 SH EXEL ENERGY	MKT VAL	51,181.	56,500.
1475 FIRST BANCORP HOLDINGS	MKT VAL	50,075.	6,254.
830 SH LEHMAN BROS PFD	MKT VAL	21,889.	0.
10 SH AMERICAN INTERNATIONAL GP	MKT VAL	13,919.	349.
300 SH DELUXE CORPORATION	MKT VAL	9,382.	9,453.

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
600 SH LSI INDUSTRIES	MKT VAL	\$ 9,671.	\$ 4,068.
300 SH MASCO	MKT VAL	9,330.	4,527.
200 SH MERCURY	MKT VAL	11,877.	8,106.
200 SH PINNACLE WEST	MKT VAL	8,522.	10,594.
300 SH ARTHUR GALLAGHER	MKT VAL	9,556.	10,632.
1370 SH SPECTRA ENERGY CORP	MKT VAL	24,280.	39,552.
851 SH CBL	MKT VAL	21,173.	19,037.
800 SH COLONIAL PROPERTIES TR ALABAMA	MKT VAL	19,554.	17,304.
441 SH DEVELOPERS DIVERSIFIED REALTY	MKT VAL	18,003.	6,774.
1500 SH DIAMOND ROCK HOSPITALITY	MKT VAL	19,886.	13,102.
1000 SH FIFTH 3RD BANCORP	MKT VAL	20,372.	14,525.
1800 SH FRONTIER COMMUNICATIONS	MKT VAL	17,738.	8,514.
600 SH HOSPITALITY PPTYS	MKT VAL	19,872.	13,872.
1000 SH MACK CALI REALTY	MKT VAL	46,029.	36,386.
1334 SH ONE LIBERTY PROPERTIES	MKT VAL	21,834.	25,615.
1500 SH REGIONS	MKT VAL	29,565.	9,780.
1300 SH STRATEGIC HTLS & RESORTS	MKT VAL	19,662.	7,137.
1095 SH SUNSTONE HOTEL	MKT VAL	19,917.	10,819.
500 SH WEINGARTEN REALTY	MKT VAL	19,289.	13,500.
1700 SH WINDSTREAM	MKT VAL	31,588.	24,752.
500 AGL RESOURCES	MKT VAL	18,337.	20,415.
600 ALTRIA GROUP	MKT VAL	15,116.	19,080.
500 AMERICAN ELECTRIC POWER	MKT VAL	18,108.	22,220.
5 AMERICAN INTL GRP WT	MKT VAL	81.	71.
ARES CAPITAL CORP 600 SH	MKT VAL	10,522.	10,464.
AT&T - 500 SH	MKT VAL	27,387.	31,131.
BCE - 500 SH	MKT VAL	18,287.	21,830.
CENTERPOINT - 1000 SH	MKT VAL	16,117.	21,670.
CENTURYLINK - 400 SH	MKT VAL	29,836.	26,866.
CONS EDISON - 300 SH	MKT VAL	14,931.	18,114.
DOMINION RES	MKT VAL	9,137.	10,556.
DPL - 400 SH	MKT VAL	0.	0.
EASTGROUP PROPERTIES - 400 SH	MKT VAL	16,895.	20,824.
ENTERGY CORP - 200 SH	MKT VAL	13,684.	14,516.
EXELON CORP - 400 SH	MKT VAL	28,279.	25,046.
FIRST ENERGY CORP	MKT VAL	18,253.	22,860.
FRANCE TELECOM - 500 SH	MKT VAL	11,494.	5,610.
GM WTS- 0710160-0108 SH	MKT VAL	9,378.	1,777.
GM WTS - 071019 -108 SH	MKT VAL	7,274.	1,107.
GM - 120 SH	MKT VAL	14,128.	3,060.
HEALTH CARE REIT - 600 SH	MKT VAL	17,977.	23,772.
HUDSON CITY BANCORP - 1000 SH	MKT VAL	9,885.	8,485.
KIMBERLY CLARK - 200 SH	MKT VAL	13,300.	16,690.
KNIGHTSBRIDGE TANKERS - 700 SH	MKT VAL	16,286.	4,459.
LORILLARD - 200 SH	MKT VAL	16,605.	23,202.
NEW YORK COMMUNITY	MKT VAL	10,522.	8,316.
NISOURCE - 900 SH	MKT VAL	15,790.	22,923.
NORDIC AMERICAN TANKERS - 600 SH	MKT VAL	15,277.	5,040.
PPL CORP - 600 SH	MKT VAL	15,539.	17,742.
PUBLIC SERVICE ENTERPRISE - 300 SH	MKT VAL	9,506.	9,612.
REYNOLDS AMERICAN - 500 SH	MKT VAL	16,527.	20,820.
ROYAL DUTCH - 300 SH	MKT VAL	19,622.	21,189.
SCANA CORP - 300 SH	MKT VAL	12,083.	14,724.
SEADRILL LTD - 500 SH	MKT VAL	17,416.	20,170.
TOTAL S A SPON ADR - 300 SH	MKT VAL	15,990.	15,120.

STATEMENT 4 (CONTINUED)
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
UIL HLDGS - 500 SH	MKT VAL	\$ 15,748.	\$ 18,085.
VECTREN - 600 SH	MKT VAL	15,551.	17,742.
VERIZON - 500 SH	MKT VAL	28,763.	35,712.
VODAFONE GP - 600 SH	MKT VAL	0.	0.
1200 SH CONS COMMUNICATIONS HLDGS - CNSL	MKT VAL	23,203.	18,504.
30 SH MOTORS LIQ CO GUC TR UBI	MKT VAL	0.	599.
	TOTAL	<u>\$ 1,539,876.</u>	<u>\$ 1,596,303.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
800 BNY CAPITAL V 5.95%	MKT VAL	\$ 20,179.	\$ 20,288.
800 BAC CAP TR 5 7/8 %	MKT VAL	25,200.	25,000.
565 SH CORTS UNUM PRV CU	MKT VAL	14,649.	16,091.
700 SH CORPORATE BACKED TRUST CERTIFICAT	MKT VAL	0.	0.
2000 SH MORGAN STAN V CUM	MKT VAL	50,109.	49,540.
MORGAN STANLEY BOND - 5.5%	MKT VAL	20,005.	22,078.
GM ESCROW - 7.25%	MKT VAL	0.	0.
	TOTAL	<u>\$ 130,142.</u>	<u>\$ 132,997.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
1300 SH BUCKEYE PARTNERS	MKT VAL	\$ 11,377.	\$ 62,946.
1500 SH KINDER MORGAN ENERGY PARTNER LP	MKT VAL	-34,582.	125,490.
2400 SH ONEOK (NORTHERN BORDER) LP	MKT VAL	-16,197.	146,280.
1900 SH SUBN PROPANE PARTNERS LP	MKT VAL	18,682.	83,549.
2353 SH ENTERPRISE PROD	MKT VAL	5,041.	124,027.
300 SH AMERIGAS	MKT VAL	12,729.	13,440.
EL PASO PIPELINE - 500 SH	MKT VAL	14,852.	17,855.
INTERGY LP - 400 SH	MKT VAL	13,249.	8,000.
LINN ENERGY	MKT VAL	11,997.	16,848.
PAA NATURAL GAS STORAGE - 700 SH	MKT VAL	14,120.	13,769.
PLAINS ALL AMERICAN - 300 SH	MKT VAL	17,189.	27,228.
STAR GAS PARTNERS LP - 2800 SH	MKT VAL	15,451.	12,152.
WILLIAMS PARTNERS - 300 SH	MKT VAL	12,642.	15,894.
	TOTAL	<u>\$ 96,550.</u>	<u>\$ 667,478.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	\$ 9,642.	\$ 9,170.	\$ 472.	\$ 0.
TOTAL	<u>\$ 9,642.</u>	<u>\$ 9,170.</u>	<u>\$ 472.</u>	<u>\$ 0.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	400 SH DPL	PURCHASED	4/06/2011	11/28/2011
2	321 SH CBTCS	PURCHASED	3/11/2004	2/03/2012
3	600 SH VODAFONE	PURCHASED	4/09/2010	4/12/2012
4	1.76 SH DUKE ENERGY	PURCHASED	12/17/1996	6/29/2012
5	379 SH CBTCS SER PRU	PURCHASED	3/11/2004	8/03/2012
6	MOTORS LIQ CO GUC TR UBI	PURCHASED	6/12/2012	6/12/2012
7	SUBN PROPANE PTNRS LP	PURCHASED	4/12/2002	9/14/2012
8	MISC PROCEEDS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	12,000.		11,344.	656.				\$ 656.
2	8,025.		8,041.	-16.				-16.
3	16,078.		15,956.	122.				122.
4	74.		45.	29.				29.
5	9,475.		9,635.	-160.				-160.
6	4.		0.	4.				4.
7	8.		0.	8.				8.
8	862.		0.	862.				862.
TOTAL								<u>\$ 1,505.</u>

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	CARL & THERESA K. SWAFFORD FOUNDATION
NAME:	CARL & THERESA K. SWAFFORD FOUNDATION
CARE OF:	CARL A. SWAFFORD, JR.
STREET ADDRESS:	2265 OAKLEIGH DRIVE
CITY, STATE, ZIP CODE:	MURFREESBORO, TN 37129
TELEPHONE:	615-297-7835
FORM AND CONTENT:	NO PRESCRIBED FORM
SUBMISSION DEADLINES:	NO DEADLINE
RESTRICTIONS ON AWARDS:	NONE

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LUTHERAN SCHOOL 800 BELVOIR AVENUE CHATTANOOGA, TN 37412	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	\$ 250.
ST. PETERS EPISCOPAL 848 ASHLAND TERRACE CHATTANOOGA, TN 37415	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	11,000.
HOPE CLINIC 1453A HOPE WAY MURFREESBORO, TN 37129	NONE	N/A	CONTRIBUTION TO CHARITY	500.
PROVIDENCE CHRISTIAN ACADEMY 410 DEJARNETTE LANE MURFREESBORO, TN 37130	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	89,017.
ST. BALDRICK'S FOUNDATION 1333 SOUTH MAYFLOWER AVENUE, STE 400 MONROVIA, CA 91016	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	200.
MCKAMEY ANIMAL CENTER 4500 NORTH ACCESS ROAD CHATTANOOGA, TN 37415	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS	100.
JOHN STALLWORTH FOUNDATION 200 PRATT AVENUE, STE B2 HUNTSVILLE, AL 35801	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS	2,000.
S.A.V.E. 8120 PENN AVENUE S, STE 470 BLOOMINGTON, MN 55431	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS	200.
CHATTANOOGA COMMUNITY KITCHEN 727 EAST 11TH STREET CHATTANOOGA, TN 37403	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	500.
VORP COMMUNITY RECONCILIATION INC P.O. BOX 390 CHATTANOOGA, TN 37401	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	200.
DAUGHTERS OF THE AMERICAN REVOLUTION 1776 D STREET NW WASHINGTON, DC 20006	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	100.
SOLDIERS CHILD P.O. BOX 333015 MURFREESBORO, TN 37133	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	500.

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FEDERAL STATEMENTS
CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRIENDS OF RADNOR LAKE P.O. BOX 40324 NASHVILLE, TN 37204	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	\$ 1,000.
TOTAL				\$ <u>105,567.</u>