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

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

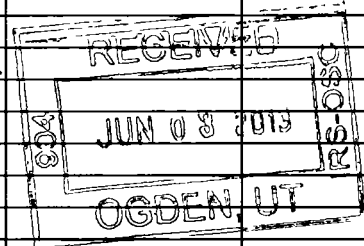
2012

Open to Public Inspection

For calendar year **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation CARL AND CAROLINE SWANSON FOUNDATION, INC.		A Employer identification number 650134000
Number and street (or P.O. box number if mail is not delivered to street address) 4935 BATTLEFIELD DRIVE		B Telephone number (see instructions) 402- 453-7500
City or town, state, and ZIP code OMAHA, NE 68152		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 18,978,746.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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 (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	472,448.	472,448.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	505,244.			
	b Gross sales price for all assets on line 6a	4,109,883.			
	7 Capital gain net income (from Part IV, line 2)		505,244.		
	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)	10,463.	10,463.		STMT 4	
12 Total. Add lines 1 through 11	988,155.	988,155.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	68,906.	68,906.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT. 5	60,000.	NONE	NONE	60,000.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 6	13,135.	636.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT. 7	22,362.	22,362.		
	24 Total operating and administrative expenses. Add lines 13 through 23	164,403.	91,904.	NONE	60,000.
	25 Contributions, gifts, grants paid	794,000.			794,000.
26 Total expenses and disbursements. Add lines 24 and 25	958,403.	91,904.	NONE	854,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	29,752.				
b Net investment income (if negative, enter -0-)		896,251.			
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
Assets	1	Cash - non-interest-bearing	25,671.	46,671.	
	2	Savings and temporary cash investments	246,523.	343,773.	
	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	8,982,315.	8,590,972.	
	c	Investments - corporate bonds (attach schedule) . STMT 10	4,975,216.	5,283,993.	
	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)	14,229,725.	14,265,409.	NONE	
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)		NONE		
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	14,229,725.	14,265,409.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	14,229,725.	14,265,409.		
31	Total liabilities and net assets/fund balances (see instructions)	14,229,725.	14,265,409.		

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	14,229,725.
2	Enter amount from Part I, line 27a	2	29,752.
3	Other increases not included in line 2 (itemize) ▶ MF INCOME 2011 POSTED 2012	3	7,326.
4	Add lines 1, 2, and 3	4	14,266,803.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	1,394.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,265,409.

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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 4,109,883.		3,604,639.	505,244.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
a			505,244.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	505,244.	
{ 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))
2011	808,865.	17,736,457.	0.045605
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
2 Total of line 1, column (d)			2 0.247273
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 0.049455
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 18,669,741.
5 Multiply line 4 by line 3			5 923,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,963.
7 Add lines 5 and 6			7 932,275.
8 Enter qualifying distributions from Part XII, line 4			8 854,000.

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

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)	1	17,925.
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		
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	17,925.
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	17,925.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,736.
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	9,736.
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	8,189.
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 2013 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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of The Foundation Telephone no. (402) 453-7500 Located at 4935 BATTLEFIELD DRIVE, OMAHA, NE ZIP+4 68152			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, 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 ▶	16	Yes	No 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)? 1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012? 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)? ☐ Yes ☒ No

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

6b

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

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
Provident Trust Company 8401 West Dodge Road Suite 256, Omaha, NE 68114-3451	Trustee 4	68,906.	- 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	18,768,688.
b	Average of monthly cash balances	1b	185,364.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	18,954,052.
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	18,954,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	284,311.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,669,741.
6	Minimum investment return. Enter 5% of line 5	6	933,487.

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	933,487.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,925.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	915,562.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	915,562.
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	915,562.

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	854,000.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	854,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	854,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				915,562.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			853,633.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>854,000.</u>				
a Applied to 2011, but not more than line 2a . . .			853,633.	
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 2012 distributable amount				367.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				915,195.
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 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	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 2012, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 14

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year				
AMERICAN QUARTERHORSE FOUNDATION PO BOX 32111 AMARILLO TX 79120	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	250,000.
BRECKENRIDGE OUTDOOR EDUCATION CENTER P.O. BOX 697 BRECKENRIDGE CO 80424	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	50,000.
COLORADO STATE UNIV FOUNDATION Dept of Animal 601 SOUTH HOWES STREET FORT COLLINS CO 80523	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	315,000.
CENTER FOR HUMAN NUTRITION 505 DURHAM RESEARCH PL STE 1024 OMAHA NE 681	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	100,000.
TEXAS A&M University Foundation 1500 Research 2254 TAMU COLLEGE STATION TX 77843-4461	NONE	EXEMPT	CHARITABLE	75,000.
PALOMINO HORSE BREEDERS 1120 IRON ST Kellogg IA 50135	NONE	501(C)3	CHARITABLE CONTRIBUTION	4,000.
Total			3a	794,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	472,448.	
		18	505,244.	
		14	10,463.	
			988,155.	
			13	988,155.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

11

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

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	3,221.	3,221.
ALCOA INC NOTES	549.	549.
ALLERGAN INC COM	415.	415.
ALTRIA GROUP INC. NOTES	9,824.	9,824.
AMERICAN TOWER CORP SR UNSECURED NOTES	7,434.	7,434.
ANADARKO PETE CORP COM	720.	720.
APACHE CORP COM	1,980.	1,980.
APPLE INC COM	8,878.	8,878.
AVNET INC SR UNSECURED NOTES	10,081.	10,081.
AVON PRODUCTS SR UNSECURED NOTES	5,126.	5,126.
BMC SOFTWARE INC NOTES	475.	475.
NORTHERN INSTITUTIONAL GOVERNMENT	19.	19.
NORTHERN INSTITUTIONAL GOVERNMENT	10.	10.
BEST BUY CO INC NOTES	3,919.	3,919.
BHP BILLITON LTD SPONSORED ADR	3,300.	3,300.
BRINKER INTERNATIONAL SENIOR UNSECURED N	8,989.	8,989.
CAPITAL ONE FINANCIAL CORP COM	1,800.	1,800.
CATERPILLAR INC COM	10,640.	10,640.
CENTURYLINK INC NOTES	3,462.	3,462.
CHASE MORTGAGE FINANCE CORP CMO SERIES 2	3,498.	3,498.
CHESAPEAKE ENERGY CORP COM	1,575.	1,575.
CHEVRON CORP COM	8,775.	8,775.
CHICAGO BRIDGE & IRON CO N V N Y REGISTR	1,600.	1,600.
CONSTELLATION BRANDS INC NOTES	11,963.	11,963.
COVENTRY HEALTH CARE INC SR UNSECURED NO	9,319.	9,319.
DELUXE CORP NOTES	8,750.	8,750.
DISNEY COM	3,000.	3,000.
DONNELLEY (R.R.) & SONS SR UNSECURED NOT	10,413.	10,413.
EATON CORP COM	12,350.	12,350.
EXPEDIA INC NOTES	5,763.	5,763.
FNMA POOL #257007 6.000% DUE 12/01/2027	2,497.	2,497.
FREDDIE MAC - CMO SERIES 2595 CLASS GB	108.	108.

650134000

STATEMENT 1

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FREDDIE MAC - CMO SERIES 2795 CLASS EN	409.	409.
FREDDIE MAC REFERENCE REMIC - CMO SERIES	418.	418.
FREDDIE MAC - CMO SERIES R013 CLASS AB	102.	102.
FNMA POOL MA0200 4.500% DUE 10/01/2029	6,750.	6,750.
FEDEX CORP COM	680.	680.
FIRST HORIZON MORTGAGE - CMO SERIES 2006	1,211.	1,211.
FISERV INC NOTES	10,412.	10,412.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	1,395.	1,395.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	1,214.	1,214.
GAP INC SR UNSECURED NOTES	10,560.	10,560.
GENERAL ELECTRIC CO COM	5,950.	5,950.
HARLEY DAVIDSON FUNDING SERIES 144A SENI	10,692.	10,692.
HERTZ CORP COMPANY GUARANTEED NOTES	1,002.	1,002.
HERTZ CORP NOTES	6,360.	6,360.
HUMANA INC SR UNSECURED NOTES	5,090.	5,090.
HUMANA INC SR UNSECURED NOTES	4,500.	4,500.
INTL GAME TECHNOLOGY SR UNSECURED NOTES	3,708.	3,708.
INTERPUBLIC GROUP COS SR UNSECURED NOTES	11,588.	11,588.
ISHARES MSCI EMERGING MARKET	2,630.	2,630.
ISHARES CORE S&P MID CAP ETF	7,257.	7,257.
ISHARES CORE S&P SMALL CAP ETF	6,464.	6,464.
JANUS CAPITAL GROUP INC NOTES	10,226.	10,226.
JOHNSON CONTROLS INC COM	1,080.	1,080.
L-3 COMMUNICATIONS CORP NOTES	3,405.	3,405.
L-3 COMMUNICATIONS CORP NOTES	416.	416.
LEXMARK INTL INC SR UNSECURED NOTES	10,915.	10,915.
LIMITED BRANDS INC SENIOR UNSECURED NOTE	10,652.	10,652.
MASTER ASSET SECURITIZATION TRUST CMO SE	307.	307.
MASCO CORP SENIOR UNSECURED NOTES	12,182.	12,182.
MASTERCARD INC CL A	2,115.	2,115.
MCDONALDS CORP COM	7,560.	7,560.
MICROSOFT CORP COM	3,550.	3,550.
NIKE INC CL B	1,860.	1,860.
ARR241 575P 05/09/2013 15:23:04	650134000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PEPSICO INC COM	6,315.	6,315.
PERRIGO COMPANY COM	370.	370.
PHILIP MORRIS INTERNATIONAL INC COM	9,480.	9,480.
PRAXAIR INC COM	1,320.	1,320.
T ROWE PRICE GROUP INC COM	7,080.	7,080.
QUALCOMM INC COM	7,505.	7,505.
QWEST CORP SR UNSECURED BONDS	1,371.	1,371.
ROPER INDS INC NEW COM	1,499.	1,499.
SCHLUMBERGER LTD COM	4,025.	4,025.
SCOTTS MIRACLE GRO NOTES	4,306.	4,306.
SEAGATE TECHNOLOGY HDD NOTES	10,880.	10,880.
STARBUCKS CORP COM	1,440.	1,440.
STRUCTURED ASSET SECURITIES CORP CMO SER	1,475.	1,475.
STRUCTURED ASSET SECURITIES CORP CMO SER	6,709.	6,709.
SUPERVALU INC NOTES	13,085.	13,085.
TIFFANY & CO NEW COM	1,777.	1,777.
TYCO ELECTRONICS GROUP S A GUARANTEED SE	9,014.	9,014.
UNION PACIFIC CORP COM	12,000.	12,000.
UNITED PARCEL SVC INC CL B	4,560.	4,560.
VALMONT INDUSTRIES NOTES	9,852.	9,852.
VERISK ANALYTICS INC NOTES	2,383.	2,383.
VISA INC CLASS A	2,662.	2,662.
WAMU MORTGAGE PASS-THROUGH CERT CMO SERI	2,731.	2,731.
WASHINGTON POST CO NOTES	7,202.	7,202.
WELLS FARGO & CO NEW COM	6,160.	6,160.
WILLIS NORTH AMERICA INC NOTES	10,568.	10,568.
WILLIS NORTH AMERICA INC NOTES	191.	191.
ACCENTURE PLC IRELAND SHS CLASS A	3,375.	3,375.
	-----	-----
TOTAL	472,448.	472,448.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTALS	10,463. =====	10,463. =====

FORM 990PF, PART I - LEGAL FEES
=====

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	240.	240.
FEDERAL TAX PAYMENT - PRIOR YE	2,763.	
FEDERAL ESTIMATES - INCOME	9,736.	
FOREIGN TAXES ON QUALIFIED FOR	305.	305.
FOREIGN TAXES ON NONQUALIFIED	91.	91.
	-----	-----
TOTALS	13,135.	636.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	22,362.	22,362.
TOTALS	----- 22,362. =====	----- 22,362. =====

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	122,296.
WELLS FARGO & CO NEW	169,568.
ALLERGAN INC	75,844.
EXPRESS SCRIPTS INC	61,174.
STRYKER CORP	
DIRECTV	194,016.
CHICAGO BRIDGE / IRON	260,397.
PEPSICO INC	152,243.
QUALCOMM INC	325,558.
CHESAPEAKE ENERGY CORP	68,323.
CHEVRON CORP	142,258.
GOLDMAN SACHS GROUP INC COM	
T ROWE PRICE GRP	147,494.
CARNIVAL	
CELGENE	246,850.
CATERPILLAR INC	269,214.
ROPER INDS INC	86,753.
UNION PACIFIC	287,022.
AMAZON	93,530.
APPLE INC	177,204.
GOOGLE INC	246,011.
MASTERCARD	382,446.
BHP BILLITON	
NIKE	90,285.
MCDONALDS	216,799.
RACKSPACE	

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----
PHILIP MORRIS	90,566.
VISA	190,222.
ISHARE EMERG MKTS	124,170.
WATERS	47,105.
GENERAL ELECTRIC	138,490.
DISNEY	162,296.
MICROSOFT	155,003.
EMERSON	
FEDEX	81,742.
UNITED PARCEL	134,270.
ISHARES S&P	333,765.
ISHARES MD CAP 400	443,622.
PRAXAIR	
VERIFONE	
EMC CORP	318,058.
COGNIZANT TECH	121,752.
ACCENTURE	135,030.
EATON	387,413.
PERRIGO	75,483.
PRICELINE	220,119.
STARBUCKS	72,981.
TIFFANY & CO	
SCHLUMBERGER	285,893.
EBAY	142,048.
WATSON PHAR	102,752.

TOTALS	8,590,972.
	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

ENDING
BOOK VALUE

L-3 COMMUN 7.625% 6/15/2012	152,734.
DELUXE CORP 5.0% 12/15/2012	125,313.
GSR MORTGAGE 5.0% 9/25/2019	21,013.
GSR MORTGAGE 5.5% 9/25/2019	21,542.
FREDDIE MAC 5.5% 4/15/2022	
LIMITED BRAND 6.125% 12/1/2012	161,918.
LEXMARK 5.90% 06/01/2013	179,917.
FREDDIE MAC 5.0% 3/15/2018	
MASTER ASSET 5.500% 4/25/2018	6,807.
WILLIS N/A 5.625% 7/15/2013	143,001.
TYCO ELEC 6.55% 10/01/2017	143,887.
1ST HORIZON MTG 5.75% 10/25/21	15,750.
FREDDIE MAC 6.0% 12/15/21	
AMER EXPR CREIT 5.125% 8/25/14	
LIBERTY MEDIA 5.7% 5/15/13	
BRINKER INTL	164,781.
HERTZ 8.875% 1/01/2014	172,600.
HARLEY DAVIDSON 6.8% 6/15/2018	154,376.
FREDDIE MAC 5.5% 12/15/2020	
ALTRIA	56,854.
WAMU 4.5% 7/25/18	45,985.
ABN AMRO MORT 4.75% 7/25/18	
FMNA POOL 6.0%	37,739.
HUMANA 6.45%	45,739.
DONNELLEY 6.125%	145,200.
VALMONT IND 6.625% 4/20/20	148,219.
SUPERVALUE 8.0% 5/01/16	
AVNET 6.625% 9/15/16	158,371.
SEAGATE 6.8% 10/01/16	160,956.

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
HUMANA 7.20% 6/15/18	109,101.
QWEST 7.50%	
MASCO 6.125%	166,646.
FISERV 6.80%	159,154.
STRUCTURED ASSET 3.375 8/25/31	38,056.
STRUCTURED ASSET 5.25 9/25/33	114,986.
CHASE MORT 5.0 1/25/2034	56,738.
GAP 5.95 4/12/2021	150,625.
EXPEDIA 5.95 8/15/2020	161,159.
VERISK 4.875 1/15/2019	117,058.
WASH POST 7.25 2/1/2019	
AVON 6.5 3/1/2019	129,962.
COVENTRY 5.95 3/15/17	
CONSTELLATION 7.25 5/15/17	178,750.
JANUS CAP 6.7 6/15/17	170,372.
INTERPUBLIC 10.0 7/15/17	175,144.
AMERICAN TWR 4.5 1/15/18	158,426.
FNMA POOL 4.5 10/1/29	140,926.
INTL GAME TECHNOLOGY	119,368.
BMC SOFTWARE	71,903.
WILLIS 7.0%	41,393.
ALCOA 6.15%	167,271.
DELUXE 6.0%	45,000.
SCOTTS MIRACLE 6.625%	68,900.
BEST BUY	172,813.
CENTURYLINK 6.45%	163,102.
VERISK 4.125%	40,244.
BMC SOFTWARE 4.50%	104,194.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

ENDING
BOOK VALUE

5,283,993.
=====

TOTALS

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

MF INCOME 2012 POSTED 2013

593.

TC991 ACCRD INT (ON CLIENTS BOOKS/NOT OTT)

801.

TOTAL

1,394.

=====

=====

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

**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.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

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 -43,352.
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 2011 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 -43,352.

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 548,596.
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 2011 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 ▶					12 548,596.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-43,352.
14	Net long-term gain or (loss):			
a	Total for year	14a		548,596.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		505,244.

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

Part IV Capital Loss Limitation

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

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 \$2,400	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 2012 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 2012 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) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

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 1000. CARNIVAL CORP COM	10/06/2011	01/20/2012	31,287.00	31,417.00	-130.00
1000. EMERSON ELECTRIC CO	08/11/2011	01/20/2012	49,150.00	44,429.00	4,721.00
500. PERRIGO COMPANY COM	02/03/2011	01/20/2012	49,293.00	35,907.00	13,386.00
200. PRAXAIR INC COM	02/03/2011	01/20/2012	21,951.00	18,960.00	2,991.00
4618.52 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	01/25/2012	4,619.00	4,619.00	
5189.67 FNMA POOL MA0200 4 10/01/2029	10/12/2011	01/25/2012	5,190.00	5,190.00	
668.93 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	01/25/2012	669.00	669.00	
2281.92 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	01/25/2012	2,282.00	2,282.00	
6675.87 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	02/25/2012	6,676.00	6,676.00	
995.76 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	02/25/2012	996.00	996.00	
3337.4 STRUCTURED ASSET SE CORP CMO SERIES 2003-29 CLA	07/06/2011	02/25/2012	3,337.00	3,337.00	
3749.82 FNMA POOL MA0200 4 10/01/2029	10/12/2011	02/27/2012	3,750.00	3,750.00	
30000. WASHINGTON POST CO	05/05/2011	03/14/2012	34,563.00	34,880.00	-317.00
15000. WASHINGTON POST CO	05/05/2011	03/15/2012	17,308.00	17,440.00	-132.00
5000. WASHINGTON POST CO N	05/05/2011	03/23/2012	5,774.00	5,818.00	-44.00
2625.99 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	03/25/2012	2,626.00	2,626.00	
668.67 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	03/25/2012	669.00	669.00	
2203.64 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	03/25/2012	2,204.00	2,204.00	
5119.06 FNMA POOL MA0200 4 10/01/2029	02/14/2012	03/26/2012	5,119.00	5,119.00	
5000. WASHINGTON POST CO N	05/05/2011	03/26/2012	5,771.00	5,818.00	-47.00
500. EATON CORP COM	03/31/2011	03/29/2012	24,171.00	27,497.00	-3,326.00
5000. WASHINGTON POST CO N	05/05/2011	04/05/2012	5,769.00	5,818.00	-49.00
5000. WASHINGTON POST CO N	05/05/2011	04/16/2012	5,836.00	5,818.00	18.00
5000. WASHINGTON POST CO N	05/05/2011	04/18/2012	5,815.00	5,818.00	-3.00

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) 2012

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SCHEDULE D-1
(Form 1041)Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D**
(Form 1041)

OMB No. 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

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 5000. WASHINGTON POST CO N	05/05/2011	04/24/2012	5,823.00	5,818.00	5.00
2798.92 CHASE MORTGAGE FIN					
CMO SERIES 2003-S14 CLASS 1	04/25/2011	04/25/2012	2,799.00	2,799.00	
5655.83 FNMA POOL MA0200 4					
10/01/2029	02/14/2012	04/25/2012	5,656.00	5,656.00	
777.62 STRUCTURED ASSET SE					
CORP CMO SERIES 2001-SB1 CL	06/27/2011	04/25/2012	778.00	778.00	
3342.51 STRUCTURED ASSET S					
CORP CMO SERIES 2003-29 CLA	07/06/2011	04/25/2012	3,343.00	3,343.00	
5000. WASHINGTON POST CO N	05/05/2011	04/25/2012	5,811.00	5,818.00	-7.00
5000. WASHINGTON POST CO N	05/05/2011	04/26/2012	5,814.00	5,818.00	-4.00
20000. WASHINGTON POST CO	05/05/2011	04/30/2012	22,644.00	23,271.00	-627.00
10000. WASHINGTON POST CO	05/05/2011	05/01/2012	11,321.00	11,636.00	-315.00
5000. WASHINGTON POST CO N	05/31/2011	05/01/2012	5,672.00	5,853.00	-181.00
5000. WASHINGTON POST CO N	05/31/2011	05/01/2012	5,668.00	5,853.00	-185.00
5000. WASHINGTON POST CO N	05/31/2011	05/01/2012	5,681.00	5,853.00	-172.00
5000. WASHINGTON POST CO N	05/31/2011	05/09/2012	5,693.00	5,853.00	-160.00
5950.41 FNMA POOL MA0200 4					
10/01/2029	02/14/2012	05/25/2012	5,950.00	5,950.00	
813.27 STRUCTURED ASSET SE					
CORP CMO SERIES 2001-SB1 CL	06/27/2011	05/25/2012	813.00	813.00	
3305.84 STRUCTURED ASSET S					
CORP CMO SERIES 2003-29 CLA	07/06/2011	05/25/2012	3,306.00	3,306.00	
5246.23 FNMA POOL MA0200 4					
10/01/2029	02/14/2012	06/25/2012	5,246.00	5,246.00	
563.05 STRUCTURED ASSET SE					
CORP CMO SERIES 2001-SB1 CL	06/27/2011	06/25/2012	563.00	563.00	
3644.29 STRUCTURED ASSET S					
CORP CMO SERIES 2003-29 CLA	07/06/2011	06/25/2012	3,644.00	3,644.00	
10000. GAP INC SR UNSECURE	08/23/2011	06/26/2012	10,339.00	9,300.00	1,039.00
2200. TIFFANY & CO NEW COM	01/20/2012	07/09/2012	115,417.00	145,621.00	-30,204.00
5000. GAP INC SR UNSECURED	08/23/2011	07/23/2012	5,204.00	4,650.00	554.00
3514.39 FNMA POOL MA0200 4					
10/01/2029	02/14/2012	07/25/2012	3,514.00	3,514.00	
5000. GAP INC SR UNSECURED	08/23/2011	08/15/2012	5,346.00	4,650.00	696.00

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) 2012

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Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-43,352.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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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 1160.4 FREDDIE MAC - CMO S CLASS GB	05/24/2004	01/15/2012	1,160.00	1,160.00	
1724.35 FREDDIE MAC - CMO CLASS EN	06/14/2006	01/15/2012	1,724.00	1,724.00	
2025.54 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	01/15/2012	2,026.00	2,026.00	
1138.81 FREDDIE MAC - CMO CLASS AB	11/02/2007	01/15/2012	1,139.00	1,139.00	
700. ALLERGAN INC COM	08/17/2004	01/20/2012	61,214.00	25,386.00	35,828.00
1000. ANADARKO PETE CORP C	01/15/2010	01/20/2012	78,777.00	65,613.00	13,164.00
4000. CARNIVAL CORP COM	09/01/2010	01/20/2012	125,147.00	150,706.00	-25,559.00
2000. EMERSON ELECTRIC CO	09/30/2010	01/20/2012	98,301.00	105,810.00	-7,509.00
500. MCDONALDS CORP COM	01/15/2010	01/20/2012	50,717.00	31,172.00	19,545.00
300. ROPER INDS INC NEW CO	09/06/2007	01/20/2012	28,147.00	19,153.00	8,994.00
2570.45 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	01/25/2012	2,570.00	2,570.00	
1369.64 FNMA POOL #257007 12/01/2027	01/09/2008	01/25/2012	1,370.00	1,370.00	
2083.98 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	01/25/2012	2,084.00	2,084.00	
33659.12 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	02/14/2012	34,837.00	36,389.00	-1,552.00
6838.47 FREDDIE MAC - CMO CLASS AB	11/02/2007	02/14/2012	6,915.00	8,683.00	-1,768.00
968.16 FREDDIE MAC - CMO S CLASS GB	05/24/2004	02/15/2012	968.00	968.00	
1636.62 FREDDIE MAC - CMO CLASS EN	06/14/2006	02/15/2012	1,637.00	1,637.00	
1912.34 FREDDIE MAC REFERE CMO SERIES R011 CLASS AB	01/24/2008	02/15/2012	1,912.00	1,912.00	
963.99 FREDDIE MAC - CMO S CLASS AB	11/02/2007	02/15/2012	964.00	964.00	
100. MASTERCARD INC CL A	09/20/2007	02/24/2012	41,715.00	14,961.00	26,754.00
1821.09 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	02/25/2012	1,821.00	1,821.00	
2818.83 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	02/25/2012	2,819.00	2,819.00	
1096.53 FNMA POOL #257007 12/01/2027	01/09/2008	02/27/2012	1,097.00	1,097.00	
300. ALLERGAN INC COM	08/17/2004	03/01/2012	26,824.00	10,880.00	15,944.00
1000. CHESAPEAKE ENERGY CO	10/09/2008	03/01/2012	24,890.00	22,981.00	1,909.00

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

Schedule D-1 (Form 1041) 2012

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 100. GOOGLE INC CL A	09/06/2007	03/01/2012	62,208.00	52,476.00	9,732.00
500. PERRIGO COMPANY COM	02/03/2011	03/01/2012	53,067.00	35,907.00	17,160.00
1000. RACKSPACE HOSTING IN	09/24/2010	03/01/2012	51,842.00	23,922.00	27,920.00
500. SCHLUMBERGER LTD COM	02/03/2011	03/01/2012	39,259.00	44,708.00	-5,449.00
15000. AVNET INC SR UNSECU	02/18/2010	03/02/2012	17,156.00	16,110.00	1,046.00
5000. BRINKER INTERNATIONAL UNSECURED NOTES	09/24/2010	03/02/2012	5,319.00	5,316.00	3.00
10000. LIMITED BRANDS INC UNSECURED NOTES	04/20/2010	03/02/2012	11,200.00	10,413.00	787.00
1021.77 FREDDIE MAC - CMO CLASS GB	05/24/2004	03/15/2012	1,022.00	1,022.00	
1519.63 FREDDIE MAC - CMO CLASS EN	06/14/2006	03/15/2012	1,520.00	1,520.00	
16000. HERTZ CORP COMPANY NOTES	09/23/2009	03/15/2012	16,000.00	16,440.00	-440.00
1901.46 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	03/25/2012	1,901.00	1,901.00	
900. WAMU MORTGAGE PASS-TH CMO SERIES 2003-S6 CLASS 1A	08/26/2009	03/25/2012	900.00	900.00	
1008.2 FNMA POOL #257007 6 12/01/2027	01/09/2008	03/26/2012	1,008.00	1,008.00	
150. APPLE INC COM	04/10/2007	03/29/2012	91,223.00	14,082.00	77,141.00
2000. EATON CORP COM	02/03/2011	03/29/2012	96,684.00	109,141.00	-12,457.00
200. ROPER INDS INC NEW CO	09/06/2007	03/29/2012	19,695.00	12,769.00	6,926.00
400. VISA INC CLASS A	03/24/2008	03/29/2012	47,013.00	24,949.00	22,064.00
944.26 FREDDIE MAC - CMO S CLASS GB	05/24/2004	04/15/2012	944.00	944.00	
1361.61 FREDDIE MAC - CMO CLASS EN	06/14/2006	04/15/2012	1,362.00	1,362.00	
37533.63 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	04/25/2012	34,954.00	30,788.00	4,166.00
1374.8 FNMA POOL #257007 6 12/01/2027	01/09/2008	04/25/2012	1,375.00	1,375.00	
2537.35 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	04/25/2012	2,537.00	2,537.00	
100. AMAZON.COM INC COM	07/09/2010	05/10/2012	22,403.00	11,593.00	10,810.00
2000. RACKSPACE HOSTING IN	09/24/2010	05/10/2012	104,800.00	47,845.00	56,955.00
874.04 FREDDIE MAC - CMO S CLASS GB	05/24/2004	05/15/2012	874.00	874.00	

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

Schedule D-1 (Form 1041) 2012

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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 1431.98 FREDDIE MAC - CMO CLASS EN	06/14/2006	05/15/2012	1,432.00	1,432.00	
2570.02 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	05/25/2012	2,570.00	2,570.00	
990.06 FNMA POOL #257007 6 12/01/2027	01/09/2008	05/25/2012	990.00	990.00	
3618.74 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	05/25/2012	3,619.00	3,619.00	
5000. WASHINGTON POST CO N	05/31/2011	06/07/2012	5,733.00	5,853.00	-120.00
3000. BHP BILLITON LTD SPO	09/01/2010	06/08/2012	186,296.00	229,770.00	-43,474.00
872.6 FREDDIE MAC - CMO SE CLASS GB	05/24/2004	06/15/2012	873.00	873.00	
1243.82 FREDDIE MAC - CMO CLASS EN	06/14/2006	06/15/2012	1,244.00	1,244.00	
15000. MASCO CORP SENIOR U NOTES	03/29/2010	06/22/2012	16,031.00	14,981.00	1,050.00
3342.49 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	06/25/2012	3,342.00	3,342.00	
1976.98 FNMA POOL #257007 12/01/2027	01/09/2008	06/25/2012	1,977.00	1,977.00	
3684.54 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	06/25/2012	3,685.00	3,685.00	
10000. FISERV INC NOTES	06/22/2010	06/27/2012	11,938.00	10,870.00	1,068.00
10000. MASCO CORP SENIOR U NOTES	03/29/2010	06/27/2012	10,700.00	9,988.00	712.00
5000. MASCO CORP SENIOR UN NOTES	03/29/2010	06/29/2012	5,356.00	4,994.00	362.00
1000. CHESAPEAKE ENERGY CO	10/10/2008	07/09/2012	19,749.00	18,517.00	1,232.00
10000. MASCO CORP SENIOR U NOTES	04/06/2010	07/09/2012	10,725.00	10,038.00	687.00
5000. FISERV INC NOTES	06/22/2010	07/10/2012	5,956.00	5,435.00	521.00
55000. HUMANA INC SR UNSEC	10/08/2009	07/10/2012	62,885.00	55,903.00	6,982.00
5000. MASCO CORP SENIOR UN NOTES	04/06/2010	07/10/2012	5,363.00	5,044.00	319.00
5000. VALMONT INDUSTRIES N	06/04/2010	07/12/2012	5,967.00	5,075.00	892.00
569.51 FREDDIE MAC - CMO S CLASS GB	05/24/2004	07/15/2012	570.00	4,272.00	-3,702.00
1284.01 FREDDIE MAC - CMO CLASS EN	06/14/2006	07/15/2012	1,284.00	1,284.00	
5000. AMERICAN TOWER CORP NOTES	03/01/2011	07/25/2012	5,344.00	4,951.00	393.00
2480.87 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	07/25/2012	2,481.00	2,481.00	

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

Schedule D-1 (Form 1041) 2012

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 724.01 FNMA POOL #257007 6 12/01/2027	01/09/2008	07/25/2012	724.00	724.00	
768.05 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	07/25/2012	768.00	768.00	
4313.68 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	07/25/2012	4,314.00	4,314.00	
2239.23 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	07/25/2012	2,239.00	2,239.00	
30000. L-3 COMMUNICATIONS	10/15/2009	07/26/2012	30,638.00	30,075.00	563.00
15000. HARLEY DAVIDSON FUN 144A SENIOR NOTES	09/10/2009	07/31/2012	17,988.00	14,438.00	3,550.00
5000. EXPEDIA INC NOTES	01/28/2011	08/10/2012	5,413.00	5,039.00	374.00
5000. FISERV INC NOTES	06/22/2010	08/14/2012	5,958.00	5,435.00	523.00
40000. WILLIS NORTH AMERIC	08/11/2010	08/14/2012	45,194.00	42,371.00	2,823.00
1324.98 FREDDIE MAC - CMO CLASS EN	06/14/2006	08/15/2012	1,325.00	1,325.00	
15000. COVENTRY HEALTH CAR UNSECURED NOTES	01/06/2011	08/21/2012	17,318.00	15,319.00	1,999.00
150000. COVENTRY HEALTH CA UNSECURED NOTES	01/06/2011	08/22/2012	174,057.00	153,188.00	20,869.00
15000. SUPERVALU INC NOTES	08/11/2010	08/24/2012	13,275.00	15,000.00	-1,725.00
2247.03 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	08/25/2012	2,247.00	2,247.00	
1156.99 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	06/27/2011	08/25/2012	1,157.00	1,157.00	
4204.59 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	08/25/2012	4,205.00	4,205.00	
811.44 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLASS 1A	08/26/2009	08/25/2012	811.00	811.00	
1308.88 FNMA POOL #257007 12/01/2027	01/09/2008	08/27/2012	1,309.00	1,309.00	
10000. QWEST CORP SR UNSEC	02/10/2010	08/27/2012	11,204.00	10,525.00	679.00
10000. QWEST CORP SR UNSEC	02/10/2010	08/27/2012	11,195.00	10,525.00	670.00
15000. SUPERVALU INC NOTES	08/11/2010	08/27/2012	13,350.00	15,000.00	-1,650.00
5000. SUPERVALU INC NOTES	08/11/2010	08/27/2012	4,463.00	5,000.00	-537.00
10000. EXPEDIA INC NOTES	01/28/2011	08/29/2012	10,885.00	10,079.00	806.00
10000. SUPERVALU INC NOTES	08/11/2010	08/29/2012	8,950.00	10,000.00	-1,050.00
83000. ALTRIA GROUP INC. N	08/25/2010	08/31/2012	119,174.00	107,348.00	11,826.00

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

Schedule D-1 (Form 1041) 2012

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 15000. SUPERVALU INC NOTES	08/11/2010	09/04/2012	13,425.00	15,000.00	-1,575.00
5000. SUPERVALU INC NOTES	08/11/2010	09/05/2012	4,475.00	5,000.00	-525.00
5000. SUPERVALU INC NOTES	08/11/2010	09/06/2012	4,494.00	5,000.00	-506.00
15000. SUPERVALU INC NOTES	08/13/2010	09/06/2012	13,500.00	15,019.00	-1,519.00
5000. SUPERVALU INC NOTES	08/13/2010	09/06/2012	4,500.00	5,006.00	-506.00
1245.57 FREDDIE MAC - CMO CLASS EN	06/14/2006	09/15/2012	1,246.00	1,246.00	
350. APPLE INC COM	04/10/2007	09/25/2012	236,413.00	32,859.00	203,554.00
500. CATERPILLAR INC COM	10/15/2009	09/25/2012	43,499.00	27,076.00	16,423.00
4462.55 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	09/25/2012	4,463.00	4,463.00	
1500. COGNIZANT TECHNOLOGY COM	05/20/2011	09/25/2012	101,733.00	113,156.00	-11,423.00
1807.33 FNMA POOL #257007 12/01/2027	01/09/2008	09/25/2012	1,807.00	1,807.00	
957.34 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	09/25/2012	957.00	957.00	
1083.73 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	09/25/2012	1,084.00	1,084.00	
3000. VERIFONE SYSTEMS INC	08/11/2011	09/25/2012	90,125.00	128,146.00	-38,021.00
780.61 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLASS 1A	08/26/2009	09/25/2012	781.00	781.00	
1000. CHESAPEAKE ENERGY CO	10/24/2008	10/05/2012	19,154.00	17,612.00	1,542.00
1074.22 FREDDIE MAC - CMO CLASS EN	06/14/2006	10/15/2012	1,074.00	136.00	938.00
30000. L-3 COMMUNICATIONS	10/15/2009	10/15/2012	30,319.00	30,075.00	244.00
15000. SUPERVALU INC NOTES	08/19/2010	10/23/2012	14,025.00	15,038.00	-1,013.00
1323.65 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	10/25/2012	1,324.00	1,324.00	
1346.91 FNMA POOL #257007 12/01/2027	01/09/2008	10/25/2012	1,347.00	1,347.00	
3467.886 FNMA POOL MA0200 10/01/2029	10/12/2011	10/25/2012	3,468.00	3,468.00	
439.9 STRUCTURED ASSET SEC CMO SERIES 2001-SB1 CLASS A	06/27/2011	10/25/2012	440.00	440.00	
5155.85 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	10/25/2012	5,156.00	5,156.00	
10000. SUPERVALU INC NOTES	08/19/2010	10/25/2012	9,475.00	10,050.00	-575.00

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

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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 10000. SUPERVALU INC NOTES	08/19/2010	10/25/2012	9,450.00	10,050.00	-600.00
817.9 WAMU MORTGAGE PASS-T CMO SERIES 2003-S6 CLASS 1A	08/26/2009	10/25/2012	818.00	818.00	
800. PRAXAIR INC COM	02/03/2011	11/01/2012	86,368.00	75,839.00	10,529.00
10000. SUPERVALU INC NOTES	08/19/2010	11/02/2012	9,575.00	10,050.00	-475.00
10000. SUPERVALU INC NOTES	08/19/2010	11/06/2012	9,650.00	10,050.00	-400.00
1296.55 FREDDIE MAC - CMO CLASS EN	06/14/2006	11/15/2012	1,297.00		1,297.00
836.41 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	06/27/2011	11/25/2012	836.00	836.00	
823.77 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1A1	04/25/2011	11/26/2012	824.00	824.00	
1057.07 FNMA POOL #257007 12/01/2027	01/09/2008	11/26/2012	1,057.00	1,057.00	
3488.303 FNMA POOL MA0200 10/01/2029	10/12/2011	11/26/2012	3,488.00	3,488.00	
3250.31 STRUCTURED ASSET S CORP CMO SERIES 2003-29 CLA	07/06/2011	11/26/2012	3,250.00	3,250.00	
1947.25 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	11/26/2012	1,947.00	1,947.00	
30000. SUPERVALU INC NOTES	08/19/2010	11/27/2012	27,900.00	30,150.00	-2,250.00
7500. EATON CORP COM	11/30/2011	12/03/2012	387,413.00	323,766.00	63,647.00
1054.18 FREDDIE MAC - CMO CLASS EN	06/14/2006	12/15/2012	1,054.00		1,054.00
2693.22 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	12/25/2012	2,693.00	2,693.00	
499.3 STRUCTURED ASSET SEC CMO SERIES 2001-SB1 CLASS A	06/27/2011	12/25/2012	499.00	499.00	
241.08 STRUCTURED ASSET SE CORP CMO SERIES 2003-29 CLA	07/06/2011	12/25/2012	241.00	241.00	
4633.87 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	12/25/2012	4,634.00	4,634.00	
1048.46 FNMA POOL #257007 12/01/2027	01/09/2008	12/26/2012	1,048.00	1,048.00	
3389.584 FNMA POOL MA0200 10/01/2029	10/12/2011	12/26/2012	3,390.00	3,390.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 548,596.00

Schedule D-1 (Form 1041) 2012