Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to Public Inspection

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

Name of foundation GRETCHEN SWANSON FAMILY FOUNDATION, INC.
650135007

A Employer identification number 47-6024650

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

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

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

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: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 18,712,159.

J Accounting method: [X] 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).)*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	478,865.	478,865.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	305,168.			
	b Gross sales price for all assets on line 6a 4,007,024.				
	7 Capital gain net income (from Part IV, line 2)		305,165.		
	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)	10,469.	10,463.		STMT 2
	12 **Total.** Add lines 1 through 11	794,502.	794,493.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	68,858.	68,858.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	11,615.	636.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 4	25,204.	25,204.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	105,677.	94,698.		
	25 Contributions, gifts, grants paid	872,600.			872,600.
	26 **Total expenses and disbursements** Add lines 24 and 25	978,277.	94,698.		872,600.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-183,775.			
	b **Net investment income** (if negative, enter -0-)		699,795.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,363.	33,241.	
	2 Savings and temporary cash investments	299,034.	328,405.	
	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 5	8,751,765.	8,649,586.	
	c Investments - corporate bonds (attach schedule) STMT 7	5,041,735.	4,908,700.	
	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)	14,096,897.	13,919,932.	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 ▶ ☐ 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	14,096,897.	13,919,932.	
	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)	14,096,897.	13,919,932.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	14,096,897.	13,919,932.	

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	14,096,897.
2	Enter amount from Part I, line 27a	2	-183,775.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	7,725.
4	Add lines 1, 2, and 3	4	13,920,847.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	915.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,919,932.

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	4,007,024.		3,701,859.	305,165.
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				305,165.
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 } 2 305,165.

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

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	836,855.	17,726,538.	0.047209
2010	715,700.	16,746,444.	0.042737
2009	766,251.	14,588,529.	0.052524
2008	1,018,990.	17,023,000.	0.059860
2007	924,342.	19,013,483.	0.048615

2	**Total** of line 1, column (d)	2	0.250945
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	0.050189
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,541,018.
5	Multiply line 4 by line 3	5	930,555.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,998.
7	Add lines 5 and 6	7	937,553.
8	Enter qualifying distributions from Part XII, line 4	8	872,600.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	13,996.
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	13,996.
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	13,996.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 8,949.		
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	8,949.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	5,047.
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** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ The Foundation Telephone no. ▶ (307)326-5490

Located at ▶ HCR 63, BOX 17, SARATOGA, WY ZIP+4 ▶ 82331

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

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

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*	6b		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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	68,858.	-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

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 ▶	

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	18,748,085.
b	Average of monthly cash balances	1b	75,284.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,823,369.
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	18,823,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	282,351.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,541,018.
6	**Minimum investment return.** Enter 5% of line 5	6	927,051.

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	927,051.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,996.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,996.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	913,055.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	913,055.
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	913,055.

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	872,600.
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	872,600.
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	872,600.

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				913,055.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			868,568.	
b	Total for prior years. 20 10 ,20 ___ ,20 ___		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. ▶ $ 872,600.				
a	Applied to 2011, but not more than line 2a			868,568.	
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				4,032.
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				909,023.
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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

FREDERICK S. BUCHOLZ

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 21				872,600.
Total ▶ 3a				872,600.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	478,865.	
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			14	305,168.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b BATTEA-CLASSACTION			14	10,463.	
c IRS REFUND			14	6.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				794,502.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 794,502.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
8	305168

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 05/09/2013 | Title: Treasurer

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG		05/09/2013		P00162244

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

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST/DIVIDENDS	478,865.	478,865.
TOTAL	478,865.	478,865.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTALS	10,469.	10,463.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	240.	240.
FEDERAL TAX PAYMENT - PRIOR YE	2,030.	
FEDERAL ESTIMATES - INCOME	8,949.	
FOREIGN TAXES ON QUALIFIED FOR	305.	305.
FOREIGN TAXES ON NONQUALIFIED	91.	91.
TOTALS	11,615.	636.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER ALLOCABLE EXPENSE-INCOME	2,522.	2,522.
OTHER NON-ALLOCABLE EXPENSE -	23.	23.
INVESTMENT MGMT FEES-SUBJECT T	22,659.	22,659.
TOTALS	25,204.	25,204.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE
NIKE	90,285.
TARGET CORP	132,440.
PEPSICO INC	152,243.
APACHE CORP	116,373.
BERKSHIRE HATHAWAY INC	279,375.
CAPITAL ONE FINANCIAL CORP	409,750.
BHP BILLITON	
WELLS FARGO & CO NEW	169,568.
ALLERGAN INC	75,844.
EXPRESS SCRIPTS INC	61,174.
AMAZON.COM	93,530.
CHESAPEAKE ENERGY CORP COM	68,323.
CHEVRON CORP COM	142,258.
MASTERCARD	382,446.
BERKSHIRE HATHAWAY CL B	197,499.
ISHARES	333,765.
MCDONALDS	216,799.
EMERSON ELECTRIC	
T ROWE PRICE GRP	147,494.
RACKSPACE	
APPLE INC	210,062.
DISNEY	162,296.
GOOGLE INC	201,128.
ROPER INDS INC	86,753.
UNION PACIFIC	287,022.
UPS	134,270.
CHICAGO BRIDGE	260,397.
CATERPILLAR	296,290.
PHILIP MORRIS INTL	90,566.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE
VISA INC CL A	190,222.
WATERS CORP COM	47,105.
QUALCOMM INC COM	357,040.
CARNIVAL	
DIRECT TV	194,016.
MICROSOFT	155,003.
GENERAL ELECTRIC	111,910.
ANADARKO PETE	85,182.
ISHARES S&P	443,622.
CELGENE	262,958.
EBAY	151,717.
PRICELINE	220,119.
STARBUCKS	54,736.
TIFFANY & CO	
SCHLUMBERGER	194,185.
PERRIGO	75,483.
EATON	387,413.
ACCENTURE	135,030.
COGNIZANT	197,015.
EMC	318,058.
VERIFONE	
PRAXAIR	
WATSON PHAR	146,652.
ISHARES MSCI	124,170.
TOTALS	8,649,586.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE
MASCO CORP 6.125% 10/03/2016	
L-3 COMM 7.625% 6/15/2012	44,794.
DELUXE CORP 5.00% 12/15/2012	125,313.
MASTER ASSET 5.5% 4/25/2018	10,122.
COUNTRYWIDE 5.00% 11/25/2018	9,701.
GSR MORTGAGE 5.00% 9/25/2019	21,542.
GSR MORTGAGE 5.50% 9/25/2019	21,013.
FREDDIE MAC 5.50% 4/15/2022	
XEROX CORP 7.125% 06/15/2010	
SEARS ROEBUCK 6.75% 8/15/2011	
LIMITED BRAND 6.125% 12/1/2012	146,025.
LEXMARK 6.750% 5/15/08	150,700.
MATTEL 6.125% 6/15/01	
HARLEY DAVIDSON 6.8% 6/15/18	122,881.
FISHER SCITFC 6.125% 7/1/2015	
FREDDIE MAC 5.000% 3/15/2018	
HERTZ CORP 8.875% 1/01/14	162,163.
AMERICAN EXP 5.25% 11/21/2011	
DONNELLEY 6.125% 1/15/17	140,938.
LIBERTY MEDIA LLC 5.7% 5/15/13	
BLOCK FINCL 7.785% 01/15/2013	
AVNET 6.625% 9/15/2016	153,001.
FORTUNE BRANDS 5.375% 1/15/16	
TYCO ELEC GRP S 6.55% 10/01/17	137,996.
1ST HRIZON MORT 5.75% 10/25/21	15,750.
FREDDIE MAC 6.0% 12/15/2021	
NEWELL RUBBERMAID 106% 4/15/19	
CA INC 6.125% 12/01/2014	
OMNICOM GRP 5.9% 4/15/2016	

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION	ENDING BOOK VALUE
HUMANA 7.2% 6/15/18	108,641.
RESIDENTIAL FG 5.250% 02/25/18	
ABN MOTRG CMO 4.75% 7/25/2018	
FNMA CMO 4.50% 4/25/2033	14,983.
WAMU MORTG 4.5% 7/25/2018	45,985.
HUMANA 6.45%	25,411.
QWEST 7.5% 10/01/2014	
SUPERVALUE 8.0% 05/01/2016	
VALMONT 6.625%	138,283.
GMAC 4.6002% 10/19/2023	84,158.
ALTRIA 9.70% 11/10/2018	56,949.
CS FIRST BOSTON 5.0% 10/25/201	
SEAGATE 6.8%	145,825.
SPRINT	
WILLIS NORTH AM 5.625% 7/15/15	127,112.
FISERV 6.8%	152,634.
BRINKER 5.75 6/1/2014	158,349.
CONSTELLATION 7.25 9/01/2016	152,144.
MASCO 6.125 10/03/2016	146,486.
COVENTRY 5.95 3/15/2017	
JANUS 6.7 6/15/2017	154,556.
INTERPUBLIC	171,635.
AMERICAN TWR 4.5 1/15/2018	143,573.
VERISK 4.875 1/15/2019	117,058.
WASHINGTON 7.25 2/1/2019	
AVON 6.5 3/1/2019	101,545.
EXPEDIA 5.95 8/15/2020	151,080.
GAP 5.95 4/12/2021	137,028.
STRUCTURED	53,440.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE
CHASE 5.0 1/25/2034	56,738.
BOA 5.5 10/25/2034	136,998.
FNMA POOL 4.5 10/1/2029	114,641.
BMC SOFTWARE 7.25%	59,920.
INTL GAME TECH 7.5%	119,368.
WILLIS N/A 7.0%	35,480.
ALCOA 6.15%	156,875.
DELUXE 6.0%	45,000.
SCOTTS 6.625%	58,300.
BEST BUY 5.5%	172,710.
CENTURYLINK 6.45%	159,418.
VERISK 4.125%	40,244.
BMC SOFTWARE 4.50%	104,194.
TOTALS	4,908,700.

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

DESCRIPTION	AMOUNT
ACCRUED INCOME 2011 EFFECTIVE 2012	7,724.
ROUNDING ADJ	1.
TOTAL	7,725.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

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

DESCRIPTION	AMOUNT
ACCRUED INCOME 2012 EFFECTIVE 2013	237.
TC991 ACRD INT	678.
TOTAL	915.

RECIPIENT NAME:
Laura Bucholz
ADDRESS:
HCR 63, Box 17
Saratoga, WY 82331
FORM, INFORMATION AND MATERIALS:
None Specified
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

RECIPIENT NAME:
BUFFALO BILL HISTORICAL
CENTER
ADDRESS:
720 SHERIDAN AVE
CODY, WY 82414
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
PLATTE VALLEY COMMUNITY CENTER
ADDRESS:
P.O BOX 128
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
MOUNTAIN STATES LEGAL FOUNDATION
ADDRESS:
2596 SOUTH LEWIS WAY
LAKEWOOD, CO 80227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CORBETT MEDICAL FOUNDATION
ADDRESS:
P.O.BOX 343
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SAN ANTONIO BOTANICAL SOCIETY
ADDRESS:
P.O. BOX 6569
SAN ANTONIO, TX 78209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNIVERSITY OF WYOMING
ADDRESS:
1200 EAST MINSON AVE
LARAMIE, WY 82070
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

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

RECIPIENT NAME:
MD ANDERSON CANCER CENTER
ADDRESS:
P.O. BOX 4486
HOUSTON, TX 77210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
WOODBERRY FOREST SCHOOL
ADDRESS:
440 WOODBERRY STATION
WOODBERRY FOREST, VA 22989
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
WYOMING STOCK GROWERS
AGRICULTURAL LAND TRUST
ADDRESS:
P.O. BOX 766
Saratoga, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
MAKE-A-WISH FOUNDATION OF WYOMING
ADDRESS:
P.O. BOX 273
CASPER, WY 82602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COLORADO STATE UNIVERSITY
ADDRESS:
601 SOUTH HOWES STREET
FORT COLLINS, CO 80523-1011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
UNIVERSITY OF VIRGINIA
Office of University Development
ADDRESS:
PO BOX 400807
CHARLOTTESVILLE, VA 22904-4807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 100,000.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UPPER N PLATTE RIVER H20
ADDRESS:
P.O. BOX 633
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 100.

RECIPIENT NAME:
SARATOGA CULTURAL & HISTORICAL
ASSOCIATION
ADDRESS:
P.O. BOX 1131
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ENCAMPMENT PRESCHOOL
ADDRESS:
P.O. BOX 718
ENCAMPMENT, WY 82325
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 1,250.

GRETCHEN SWANSON FAMILY FOUNDATION, INC. 47-6024650

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

RECIPIENT NAME:
WYOMING AG IN THE CLASSROOM
ADDRESS:
2219 CAREY AVENUE
CHEYENNE, WY 82002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 1,250.

RECIPIENT NAME:
GRAND ENCAMPMENT MUSEUM
ADDRESS:
P.O. BOX 43
ENCAMPMENT, WY 82325
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
WYOMING FFA FOUNDATION
ADDRESS:
POB 71
CHEYENNE, WY 82003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
TEXAS CHRISTIAN UNIVERSITY
ADDRESS:
BOX 297440
FORT WORTH, TX 76129
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
WYOMING NATURAL RESOURCE
ADDRESS:
517 E 19TH STREET
CHEYENNE, WY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Texas Childrens Hospital
Office of Development
ADDRESS:
PO BOX 300630
Houston, TX 77230-0630
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501(C)3
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
Coco Point Fund
ADDRESS:
7101 WISCONSIN AVENUE SUITE 1210
Bethesda, MD 20814
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
501(C)3
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
JEFFERSON TRUST
U of VA Alumni Association
ADDRESS:
PO BOX 400314
Charlottesville, VA 22904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE GRANT
FOUNDATION STATUS OF RECIPIENT:
501(C)3
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
GRETCHEN SWANSON FDNT
CENTER FOR NUTRITION
ADDRESS:
505 DURHAM RESEARCH PLAZA
OMAHA, NE 68105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SARATOGA PRESBYTERIAN CHURCH
ADDRESS:
PO BOX 116
SARATOGA, WY 82331
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RIVERS OF RECOVERY
ADDRESS:
1455 PENNSYLVANIA AVE NW SUITE 400
WASHINGTON, DC 20004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 872,600.

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: GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number: 47-6024650

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	-74,441.
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	-74,441.

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	379,606.
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	379,606.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-74,441.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			379,606.
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			305,165.

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? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 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-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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

Name of estate or trust: GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number: 47-6024650

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
974.067 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	08/26/2011	01/25/2012	974.00	974.00	
4618.52 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	01/25/2012	4,619.00	4,619.00	
5189.66 FNMA POOL MA0200 4 10/01/2029	10/12/2011	01/25/2012	5,190.00	5,190.00	
951.38 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	01/25/2012	951.00	951.00	
690.098 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	08/26/2011	02/25/2012	690.00	690.00	
6675.86 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	02/25/2012	6,676.00	6,676.00	
1416.2 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	02/25/2012	1,416.00	1,416.00	
3749.82 FNMA POOL MA0200 4 10/01/2029	10/12/2011	02/27/2012	3,750.00	3,750.00	
500. SCHLUMBERGER LTD COM	03/31/2011	03/01/2012	39,259.00	47,000.00	-7,741.00
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	17,449.00	-141.00
5000. WASHINGTON POST CO N	05/05/2011	03/23/2012	5,774.00	5,818.00	-44.00
720.552 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	08/26/2011	03/25/2012	721.00	721.00	
2625.99 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	03/25/2012	2,626.00	2,626.00	
951.01 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	03/25/2012	951.00	951.00	
2639.21 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	03/26/2012	2,639.00	2,639.00	
4171.09 FNMA POOL MA0200 4 10/01/2029	02/14/2012	03/26/2012	4,171.00	4,171.00	
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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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

Name of estate or trust: GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number: 47-6024650

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	04/16/2012	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
5000. WASHINGTON POST CO N	05/05/2011	04/24/2012	5,823.00	5,818.00	5.00
14223.27 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	08/26/2011	04/25/2012	13,514.00	14,260.00	-746.00
6161.88 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	04/25/2012	6,162.00	6,162.00	
2798.92 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	04/25/2012	2,799.00	2,799.00	
4608.45 FNMA POOL MA0200 4 10/01/2029	02/14/2012	04/25/2012	4,608.00	4,608.00	
1105.95 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	08/18/2011	04/25/2012	1,106.00	1,106.00	
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	11/15/2011	04/30/2012	22,644.00	23,271.00	-627.00
10000. WASHINGTON POST CO	11/15/2011	05/01/2012	11,321.00	11,636.00	-315.00
5000. WASHINGTON POST CO N	11/15/2011	05/01/2012	5,672.00	5,818.00	-146.00
5000. WASHINGTON POST CO N	11/15/2011	05/01/2012	5,668.00	5,818.00	-150.00
5000. WASHINGTON POST CO N	11/15/2011	05/01/2012	5,681.00	5,818.00	-137.00
5000. WASHINGTON POST CO N	11/15/2011	05/09/2012	5,693.00	5,818.00	-125.00
1647.28 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	05/25/2012	1,647.00	1,647.00	
4848.48 FNMA POOL MA0200 4 10/01/2029	02/14/2012	05/25/2012	4,848.00	4,848.00	
1156.64 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	08/18/2011	05/25/2012	1,157.00	1,157.00	
5000. WASHINGTON POST CO N	11/15/2011	06/04/2012	5,777.00	5,818.00	-41.00
7531.31 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	06/25/2012	7,531.00	7,531.00	
4274.71 FNMA POOL MA0200 4 10/01/2029	02/14/2012	06/25/2012	4,275.00	4,275.00	
800.78 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	06/25/2012	801.00	801.00	
30000. GAP INC SR UNSECURE	08/23/2011	06/26/2012	31,016.00	27,900.00	3,116.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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

Name of estate or trust: GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number: 47-6024650

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 2200. TIFFANY & CO NEW COM	01/20/2012	07/09/2012	115,417.00	145,621.00	-30,204.00
2863.57 FNMA POOL MA0200 4 10/01/2029	02/14/2012	07/25/2012	2,864.00	2,864.00	
1092.34 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	08/18/2011	07/25/2012	1,092.00	1,092.00	
2987.17 FNMA POOL MA0200 4 10/01/2029	02/14/2012	08/27/2012	2,987.00	2,987.00	
3805.59 FNMA POOL MA0200 4 10/01/2029	02/14/2012	09/25/2012	3,806.00	3,806.00	
2000. JOHNSON CONTROLS INC	01/20/2012	10/05/2012	56,238.00	63,060.00	-6,822.00
1000. VERIFONE SYSTEMS INC	12/27/2011	10/05/2012	31,445.00	35,839.00	-4,394.00
253.747 FNMA POOL MA0200 4 10/01/2029	02/14/2012	10/25/2012	254.00	254.00	
10000. BMC SOFTWARE INC NO	10/18/2012	10/26/2012	11,608.00	11,984.00	-376.00
10000. ALCOA INC NOTES	07/10/2012	11/19/2012	10,822.00	10,749.00	73.00
10000. BMC SOFTWARE INC NO	10/18/2012	11/19/2012	11,738.00	11,984.00	-246.00
5000. CENTURYLINK INC NOTE	06/27/2012	11/19/2012	5,494.00	5,243.00	251.00
10000. HERTZ CORP NOTES	02/28/2012	11/19/2012	10,605.00	10,463.00	142.00
255.242 FNMA POOL MA0200 4 10/01/2029	02/14/2012	11/26/2012	255.00	255.00	
10000. SUPERVALU INC NOTES	05/22/2012	11/27/2012	9,300.00	10,231.00	-931.00
1100. BAIDU INC SPONSORED	06/08/2012	12/07/2012	98,269.00	140,344.00	-42,075.00
248.018 FNMA POOL MA0200 4 10/01/2029	02/14/2012	12/26/2012	248.00	248.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -74,441.00

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

GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number 47-6024650

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	
1822.1 FREDDIE MAC - CMO S CLASS AB	11/02/2007	01/15/2012	1,822.00	1,822.00	
4413.79 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	01/19/2012	4,414.00	4,414.00	
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
2570.453 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	01/25/2012	2,570.00	2,570.00	
696.81 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	01/25/2012	697.00	697.00	
2083.97 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	01/25/2012	2,084.00	2,084.00	
10941.52 FREDDIE MAC - CMO CLASS AB	11/02/2007	02/14/2012	11,065.00	13,892.00	-2,827.00
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	
1542.37 FREDDIE MAC - CMO CLASS AB	11/02/2007	02/15/2012	1,542.00	1,542.00	
3177.46 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	02/19/2012	3,177.00	3,177.00	
100. MASTERCARD INC CL A	09/20/2007	02/24/2012	41,715.00	14,961.00	26,754.00
1821.092 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	02/25/2012	1,821.00	1,821.00	
615.35 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	02/25/2012	615.00	615.00	
2818.84 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	02/25/2012	2,819.00	2,819.00	
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
100. GOOGLE INC CL A	03/28/2008	03/01/2012	62,208.00	44,883.00	17,325.00

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

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

GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number 47-6024650

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 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
15000. AVNET INC SR UNSECU	02/18/2010	03/02/2012	17,156.00	16,110.00	1,046.00
5000. LIMITED BRANDS INC S UNSECURED NOTES	04/20/2010	03/02/2012	5,600.00	5,206.00	394.00
1021.77 FREDDIE MAC - CMO CLASS GB	05/24/2004	03/15/2012	1,022.00	1,022.00	
1519.64 FREDDIE MAC - CMO CLASS EN	06/14/2006	03/15/2012	1,520.00	1,520.00	
27000. HERTZ CORP COMPANY NOTES	01/24/2011	03/15/2012	27,000.00	27,743.00	-743.00
517.89 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	03/19/2012	518.00	518.00	
1901.458 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	03/25/2012	1,901.00	1,901.00	
819.79 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	03/25/2012	820.00	820.00	
899.99 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLASS 1A	08/26/2009	03/25/2012	900.00	900.00	
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	
1685.92 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	04/19/2012	1,686.00	1,686.00	
37533.63 ABN AMRO MORTGAGE SERIES 2003-7 CLASS A1	06/12/2008	04/25/2012	35,663.00	30,788.00	4,875.00
678.9 FNMA - CMO SERIES 20 ME	06/05/2008	04/25/2012	679.00	679.00	
2537.34 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	
1431.97 FREDDIE MAC - CMO CLASS EN	06/14/2006	05/15/2012	1,432.00	1,432.00	

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

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

GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number

47-6024650

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 3213.42 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	05/19/2012	3,213.00	3,213.00	
2570.01 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	05/25/2012	2,570.00	2,570.00	
705.63 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	05/25/2012	706.00	706.00	
3618.74 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	05/25/2012	3,619.00	3,619.00	
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	
10.99 GMAC MORTGAGE CORP L CMO SERIES 2003-AR1 CLASS A	05/27/2010	06/19/2012	11.00	11.00	
3342.5 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1A1	04/25/2011	06/25/2012	3,343.00	3,343.00	
791.32 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	06/25/2012	791.00	791.00	
3684.54 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	06/25/2012	3,685.00	3,685.00	
1000. CHESAPEAKE ENERGY CO	10/10/2008	07/09/2012	19,749.00	18,517.00	1,232.00
40000. HUMANA INC SR UNSEC	10/08/2009	07/10/2012	45,735.00	40,657.00	5,078.00
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	
472.95 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	07/19/2012	473.00	473.00	
5000. AMERICAN TOWER CORP NOTES	03/01/2011	07/25/2012	5,344.00	4,951.00	393.00
406.32 BANC OF AMERICA MOR SECURITIES CMO SERIES 2004-	07/11/2011	07/25/2012	406.00	406.00	
2480.88 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	07/25/2012	2,481.00	2,481.00	
700.35 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	07/25/2012	700.00	700.00	
2239.24 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
30000. HARLEY DAVIDSON FUN 144A SENIOR NOTES	05/29/2009	07/31/2012	34,724.00	25,375.00	9,349.00
35000. WILLIS NORTH AMERIC	08/11/2010	08/14/2012	39,545.00	37,074.00	2,471.00
5000. EXPEDIA INC NOTES	01/28/2011	08/15/2012	5,425.00	5,039.00	386.00

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

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GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number

47-6024650

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 1324.99 FREDDIE MAC - CMO CLASS EN	06/14/2006	08/15/2012	1,325.00	1,325.00	
12.84 GMAC MORTGAGE CORP L CMO SERIES 2003-AR1 CLASS A	05/27/2010	08/19/2012	13.00	13.00	
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
3511.66 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	08/25/2012	3,512.00	3,512.00	
2247.02 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	08/25/2012	2,247.00	2,247.00	
584.06 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	08/25/2012	584.00	584.00	
1645.5 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	08/25/2012	1,646.00	1,646.00	
811.44 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLASS 1A	08/26/2009	08/25/2012	811.00	811.00	
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	07/19/2010	08/31/2012	119,174.00	107,202.00	11,972.00
15000. SUPERVALU INC NOTES	08/11/2010	09/04/2012	13,425.00	15,000.00	-1,575.00
5000. SUPERVALU INC NOTES	08/13/2010	09/05/2012	4,475.00	5,006.00	-531.00
5000. SUPERVALU INC NOTES	08/13/2010	09/06/2012	4,494.00	5,006.00	-512.00
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	
1312.93 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	09/19/2012	1,313.00	1,313.00	
4747.86 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	09/25/2012	4,748.00	4,748.00	

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GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number 47-6024650

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 4462.56 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	09/25/2012	4,463.00	4,463.00	
615.77 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	09/25/2012	616.00	616.00	
1361.55 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	08/18/2011	09/25/2012	1,362.00	1,362.00	
780.62 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
3000. VERIFONE SYSTEMS INC	08/11/2011	10/05/2012	94,336.00	128,146.00	-33,810.00
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
11.57 GMAC MORTGAGE CORP L CMO SERIES 2003-AR1 CLASS A	05/27/2010	10/19/2012	12.00	12.00	
15000. SUPERVALU INC NOTES	08/19/2010	10/23/2012	14,025.00	15,075.00	-1,050.00
3282.3 BANC OF AMERICA MOR SECURITIES CMO SERIES 2004-	07/11/2011	10/25/2012	3,282.00	3,282.00	
1323.64 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	10/25/2012	1,324.00	1,324.00	
530.17 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	10/25/2012	530.00	530.00	
3467.883 FNMA POOL MA0200 10/01/2029	10/12/2011	10/25/2012	3,468.00	3,468.00	
625.62 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	10/25/2012	626.00	626.00	
10000. SUPERVALU INC NOTES	08/19/2010	10/25/2012	9,475.00	10,050.00	-575.00
10000. SUPERVALU INC NOTES	08/19/2010	10/25/2012	9,450.00	10,050.00	-600.00
817.89 WAMU MORTGAGE PASS- 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
15000. AMERICAN TOWER CORP UNSECURED NOTES	03/01/2011	11/19/2012	16,449.00	14,852.00	1,597.00
500. ANADARKO PETE CORP CO	04/01/2010	11/19/2012	35,609.00	37,114.00	-1,505.00
5000. AVNET INC SR UNSECUR	02/18/2010	11/19/2012	5,719.00	5,370.00	349.00

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GRETCHEN SWANSON FAMILY FOUNDATION, INC.

Employer identification number 47-6024650

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 5000. BRINKER INTERNATIONA UNSECURED NOTES	03/28/2011	11/19/2012	5,315.00	5,276.00	39.00
500. COGNIZANT TECHNOLOGY COM	01/03/2011	11/19/2012	33,074.00	37,893.00	-4,819.00
25000. CONSTELLATION BRAND	03/15/2011	11/19/2012	28,688.00	26,913.00	1,775.00
5000. DONNELLEY (R.R.) & S UNSECURED NOTES	06/09/2009	11/19/2012	4,497.00	4,263.00	234.00
10000. EXPEDIA INC NOTES	01/28/2011	11/19/2012	10,963.00	10,079.00	884.00
10000. FISERV INC NOTES	06/22/2010	11/19/2012	12,020.00	10,870.00	1,150.00
11.26 GMAC MORTGAGE CORP L CMO SERIES 2003-AR1 CLASS A	05/27/2010	11/19/2012	11.00	11.00	
15000. GAP INC SR UNSECURE	08/23/2011	11/19/2012	16,595.00	13,950.00	2,645.00
30000. HARLEY DAVIDSON FUN 144A SENIOR NOTES	06/22/2009	11/19/2012	35,383.00	25,650.00	9,733.00
10000. HUMANA INC SR UNSEC	10/08/2009	11/19/2012	11,416.00	10,164.00	1,252.00
5000. INTERPUBLIC GROUP CO UNSECURED NOTES	03/01/2011	11/19/2012	5,513.00	5,931.00	-418.00
20000. JANUS CAPITAL GROUP	05/03/2011	11/19/2012	22,875.00	21,999.00	876.00
30000. LEXMARK INTL INC SR NOTES	06/20/2008	11/19/2012	29,902.00	29,216.00	686.00
10000. LIMITED BRANDS INC UNSECURED NOTES	04/20/2010	11/19/2012	11,501.00	10,413.00	1,088.00
20000. MASCO CORP SENIOR U NOTES	04/06/2010	11/19/2012	22,163.00	20,175.00	1,988.00
20000. SEAGATE TECHNOLOGY	12/15/2010	11/19/2012	22,150.00	20,100.00	2,050.00
5000. TYCO ELECTRONICS GRO GUARANTEED SENIOR NOTES	10/04/2007	11/19/2012	6,002.00	5,111.00	891.00
15000. VALMONT INDUSTRIES	06/04/2010	11/19/2012	17,775.00	15,225.00	2,550.00
3047.19 BANC OF AMERICA MO SECURITIES CMO SERIES 2004-	07/11/2011	11/25/2012	3,047.00	3,047.00	
681.6 FNMA - CMO SERIES 20 ME	06/05/2008	11/25/2012	682.00	682.00	
1189.55 STRUCTURED ASSET S CORP CMO SERIES 2001-SB1 CL	08/18/2011	11/25/2012	1,190.00	1,190.00	
823.78 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1A1	04/25/2011	11/26/2012	824.00	824.00	
3488.308 FNMA POOL MA0200 10/01/2029	10/12/2011	11/26/2012	3,488.00	3,488.00	
1947.26 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	11/26/2012	1,947.00	1,947.00	
15000. SUPERVALU INC NOTES	08/19/2010	11/27/2012	13,950.00	15,075.00	-1,125.00

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(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 7500. EATON CORP COM	11/30/2011	12/03/2012	387,413.00	323,766.00	63,647.00
1054.17 FREDDIE MAC - CMO CLASS EN	06/14/2006	12/15/2012	1,054.00		1,054.00
425.53 GMAC MORTGAGE CORP CMO SERIES 2003-AR1 CLASS A	05/27/2010	12/19/2012	426.00	426.00	
389.19 BANC OF AMERICA MOR SECURITIES CMO SERIES 2004-	07/11/2011	12/25/2012	389.00	389.00	
2693.21 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLASS 1	04/25/2011	12/25/2012	2,693.00	2,693.00	
661.18 FNMA - CMO SERIES 2 CLASS ME	06/05/2008	12/25/2012	661.00	661.00	
710.14 STRUCTURED ASSET SE CORP CMO SERIES 2001-SB1 CL	08/18/2011	12/25/2012	710.00	710.00	
4633.87 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6 CLA	08/26/2009	12/25/2012	4,634.00	4,634.00	
3389.582 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 379,606.00