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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

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

650134000

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

47-6024644

B Telephone number (see instructions)

402-453-7500

4935 BATTLEFIELD DRIVE

City or town, state or province, country, and ZIP or foreign postal code

OMAHA, NE 68152

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) \$ 22,948,591.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	504,381.	499,684.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,016,052.			
b Gross sales price for all assets on line 6a	5,250,660.			
7 Capital gain net income (from Part IV, line 2)		1,016,052.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,520,433.	1,515,736.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	77,957.	70,161.		7,796.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	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. 5	26,801.	664.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT. 6	23,499.	23,499.		
24 Total operating and administrative expenses.				
Add lines 13 through 23	188,257.	94,324.	NONE	67,796.
25 Contributions, gifts, grants paid	903,500.			903,500.
26 Total expenses and disbursements Add lines 24 and 25	1,091,757.	94,324.	NONE	971,296.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	428,676.			
b Net investment income (if negative, enter -0-)		1,421,412.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		46,671.	53,151.	53,151.
	2	Savings and temporary cash investments		343,773.	709,907.	709,907.
	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 7	8,590,970.	8,705,621.	16,893,608.	
	c	Investments - corporate bonds (attach schedule) . STMT 9	5,283,992.	5,222,939.	5,291,925.	
	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)	14,265,406.	14,691,618.	22,948,591.		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	14,265,406.	14,691,618.		
	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)	14,265,406.	14,691,618.		
31	Total liabilities and net assets/fund balances (see instructions)	14,265,406.	14,691,618.			

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	14,265,406.
2	Enter amount from Part I, line 27a	2	428,676.
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME 2012 POSTED 2013	3	501.
4	Add lines 1, 2, and 3	4	14,694,583.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME 2013 POSTED 2014	5	2,965.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,691,618.

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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 5,250,660.		4,234,608.	1,016,052.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			1,016,052.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,016,052.	
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))
2012	854,000.	18,669,741.	0.045742
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
2 Total of line 1, column (d)			2 0.243069
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 0.048614
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 20,856,944.
5 Multiply line 4 by line 3			5 1,013,939.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,214.
7 Add lines 5 and 6			7 1,028,153.
8 Enter qualifying distributions from Part XII, line 4			8 971,296.

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	28,428.
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	28,428.
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	28,428.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 17,928.		
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	17,928.	
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	10,500.	
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 2014 estimated tax <input type="checkbox"/> NONE 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>The Foundation</u> Telephone no <u>(402) 453-7500</u>			
	Located at <u>4935 BATTLEFIELD DRIVE, OMAHA, NE</u> ZIP+4 <u>68152</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>			X

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 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 2013)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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	77,957.	-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 3Form **990-PF** (2013)

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	21,174,562.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,174,562.
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	21,174,562.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	317,618.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,856,944.
6	Minimum investment return. Enter 5% of line 5	6	1,042,847.

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	1,042,847.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,428.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,428.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,014,419.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,014,419.
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	1,014,419.

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	971,296.
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	971,296.
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	971,296.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,014,419.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			915,195.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>971,296.</u>				
a Applied to 2012, but not more than line 2a . . .			915,195.	
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 2013 distributable amount				56,101.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				958,318.
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 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2 a 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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				
AMERICAN QUARTERHORSE FOUNDATION PO BOX 32111 AMARILLO TX 79120	NONE	PC	EQUINE ASSISTED ACT/RESEARCH/YOUTH WORLD S	283,500.
COLORADO STATE UNIV FOUNDATION Dept of Animal 601 SOUTH HOWES STREET FORT COLLINS CO 80523	NONE	PC	EQUINE OUTREACH&INDUSTRY/THERAPEU	350,000.
GRETCHEN SWANSON CENTER FOR NUTRITION 8401 WEST DODGE ROAD SUITE 100 OMAHA NE 6811	NONE	PF	GENERAL OPERATION FUND	100,000.
TEXAS A&M University Foundation 401 GEORGE BUSH DRIVE COLLEGE STATION TX 778	NONE	PC	EQUINE SCIENCES INITIATIVE	75,000.
PHB HERITAGE FOUNDATION 1120 IRON STREET KELLOGG IA 50135	NONE	PC	PRESERVE THE HISTORY OF PHBA	10,000.
REEF ENVIRONMENTAL EDUCATION FOUNDATION PO BOX 370246 KEY LARGO FL 33037	NONE	PC	CONSERVE MARINE ECOSYSTEMS	10,000.
UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN OK 73019-0685	NONE	PC	CLINICAL RESEARCH FUND	10,000.
BRECKENRIDGE OUTDOOR EDUCATION CENTER P.O. BOX 697 BRECKENRIDGE CO 80424	NONE	PC	STRENGTHEN MARKETING AND DEVELOPMENT	65,000.
Total			3a	903,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

05/14/2014
Date

Treasurer
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Date

05/14/2014

Check			
-------	--	--	--

☐ self-employed

PTIN	
------	--

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 155 NORTH WACKER DRIVE
CHICAGO, IL

60606-1787

Firm's EIN ▶ 34-6565596

Phone no 312-879-2000

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ALCOA INC NOTES	9,627.	9,627.
ALLERGAN INC COM	400.	400.
ALTRIA GROUP INC. NOTES	4,134.	4,134.
AMERICAN TOWER CORP SR UNSECURED NOTES	6,766.	6,766.
ANADARKO PETE CORP COM	810.	810.
APACHE CORP COM	1,710.	1,710.
APPLE INC COM	17,700.	17,700.
ARROW ELECTRONICS INC NOTES	977.	977.
AVNET INC SR UNSECURED NOTES	3,389.	3,389.
AVNET INC NOTES	8,412.	8,412.
AVON PRODUCTS SR UNSECURED NOTES	3,966.	3,966.
BMC SOFTWARE INC NOTES	1,088.	1,088.
BMC SOFTWARE INC NOTES	1,427.	1,427.
BMC SOFTWARE INC NOTES	3,859.	3,859.
BALL CORP SR UNSECURED NOTES	2,963.	2,963.
NORTHERN INSTITUTIONAL GOVERNMENT SELECT	43.	43.
NORTHERN INSTITUTIONAL GOVERNMENT	13.	13.
BEST BUY CO INC NOTES	10,115.	10,115.
BRINKER INTERNATIONAL SENIOR UNSECURED N	4,605.	4,605.
BRINKER INTERNATIONAL SR UNSECURED NOTES	982.	982.
BRINKER INTERNATIONAL SR UNSECURED NOTES	1,256.	1,256.
CAPITAL ONE FINANCIAL CORP COM	7,650.	7,650.
CATERPILLAR INC COM	5,680.	5,680.
CENTURYLINK INC NOTES	10,454.	10,454.
CHASE MORTGAGE FINANCE CORP CMO SERIES 2	2,137.	2,137.
CHESAPEAKE ENERGY CORP COM	963.	963.
CHEVRON CORP COM	9,750.	9,750.
CHICAGO BRIDGE & IRON CO N V N Y REGISTR	2,000.	2,000.
COMCAST CORP NEW CL A SPL	585.	585.
CONSTELLATION BRANDS INC NOTES	9,176.	9,176.
DAVITA INC NOTES	4,207.	4,207.
DELUXE CORP NOTES	8,750.	8,750.

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CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DELUXE CORP NOTES	2,610.	2,610.
DONNELLEY (R.R.) & SONS SR UNSECURED NOT	25,344.	25,344.
EMC CORP COM	2,200.	2,200.
ECOLAB INC COM	529.	529.
EXPEDIA INC NOTES	9,520.	9,520.
FNMA POOL #257007 6.000% DUE 12/01/2027	1,695.	1,695.
FNMA POOL MA0200 4.500% DUE 10/01/2029	4,168.	4,168.
FEDEX CORP COM	140.	140.
FIRST HORIZON MORTGAGE - CMO SERIES 2006	793.	793.
FISERV INC NOTES	8,221.	8,221.
FISERV INC NOTES	720.	720.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	850.	850.
GSR MORTGAGE LOAN TRUST - CMO SERIES 200	772.	772.
GAP INC SR UNSECURED NOTES	9,629.	9,629.
GENERAL ELECTRIC CO COM	5,700.	5,700.
HARLEY DAVIDSON FUNDING SERIES 144A SENI	5,140.	5,140.
HERTZ CORP NOTES	11,138.	11,138.
HUMANA INC SR UNSECURED NOTES	2,903.	2,903.
HUMANA INC SR UNSECURED NOTES	6,840.	6,840.
I.A.C. / INTERACTIVE CORP SR UNSECURED N	608.	608.
INTL GAME TECHNOLOGY SR UNSECURED NOTES	10,341.	10,341.
INTERPUBLIC GROUP COS SR UNSECURED NOTES	15,000.	15,000.
ISHARES MSCI EMERGING MARKETS ETF	2,999.	2,999.
ISHARES CORE S&P MID CAP ETF	10,368.	10,368.
ISHARES CORE S&P SMALL CAP ETF	6,557.	6,557.
JPMORGAN CHASE & CO COM	2,280.	2,280.
JANUS CAPITAL GROUP INC NOTES	10,385.	10,385.
L-3 COMMUNICATIONS CORP NOTES	7,228.	7,228.
LEXMARK INTL INC SR UNSECURED NOTES	7,638.	7,638.
LEXMARK INTL INC NOTES	4,758.	4,758.
LIMITED BRANDS INC SENIOR UNSECURED NOTE	10,695.	10,695.
MASTER ASSET SECURITIZATION TRUST CMO SE	235.	235.
MASCO CORP SENIOR UNSECURED NOTES	6,260.	6,260.

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STATEMENT 2

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MASTERCARD INC CL A	3,480.	3,480.
MCDONALDS CORP COM	6,240.	6,240.
MICROSOFT CORP COM	3,450.	3,450.
PEPSICO INC COM	4,958.	4,958.
PERRIGO COMPANY COM	90.	90.
PHILIP MORRIS INTERNATIONAL INC COM	9,150.	9,150.
T ROWE PRICE GROUP INC COM	4,560.	4,560.
QUALCOMM INC COM	10,400.	10,400.
ROPER INDS INC NEW COM	990.	990.
SCHLUMBERGER LTD COM	3,931.	3,931.
SCOTTS MIRACLE GRO NOTES	8,939.	8,939.
SEAGATE TECHNOLOGY H.D.D. NOTES	8,071.	8,071.
STARBUCKS CORP COM	1,780.	1,780.
STRUCTURED ASSET SECURITIES CORP CMO SER	210.	210.
STRUCTURED ASSET SECURITIES CORP CMO SER	3,344.	3,344.
TYCO ELECTRONICS GROUP S A GUARANTEED SE	6,623.	6,623.
U.R.S. CORP SR UNSECURED NOTES SER 144A	3,345.	3,345.
UNION PACIFIC CORP COM	14,300.	14,300.
UNITED PARCEL SVC INC CL B	4,960.	4,960.
VALMONT INDUSTRIES COM	368.	368.
VALMONT INDUSTRIES NOTES	9,606.	9,606.
VERISK ANALYTICS INC NOTES	5,387.	5,387.
VERISK ANALYTICS INC NOTES	1,783.	1,783.
VISA INC CLASS A	2,978.	2,978.
WAMU MORTGAGE PASS-THROUGH CERT CMO SERI	1,805.	1,805.
WELLS FARGO & CO NEW COM	8,650.	8,650.
WILLIS NORTH AMERICA INC NOTES	8,370.	8,370.
WILLIS NORTH AMERICA INC NOTES	2,450.	2,450.
XEROX CORPORATION NOTES	7,541.	7,541.
ACCENTURE PLC IRELAND SHS CLASS A	4,164.	4,164.
EATON CORP PLC SHS	12,600.	7,903.
	-----	-----
	504,381.	499,684.

TOTAL

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STATEMENT 3

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

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

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	240.	240.
OTHER TAXES	20.	
FEDERAL TAX PAYMENT - PRIOR YE	8,189.	
FEDERAL ESTIMATES - INCOME	2,868.	
FEDERAL ESTIMATES - PRINCIPAL	15,060.	
FOREIGN TAXES ON QUALIFIED FOR	324.	324.
FOREIGN TAXES ON NONQUALIFIED	100.	100.
	-----	-----
TOTALS	26,801.	664.
	=====	=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	23,499.	23,499.
TOTALS	----- 23,499. =====	----- 23,499. =====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
APACHE CORP	55,998.	85,940.
CAPITAL ONE FINANCIAL CORP	304,423.	574,575.
ANADARKO	85,182.	118,980.
WELLS FARGO & CO NEW	211,048.	363,200.
ALLERGAN INC	75,844.	222,160.
EXPRESS SCRIPTS INC	88,394.	491,680.
DIRECTV	273,300.	448,890.
CHICAGO BRIDGE / IRON	260,397.	665,120.
PEPSICO INC	101,413.	165,880.
QUALCOMM INC	325,558.	594,000.
CHEVRON CORP	142,258.	312,275.
T ROWE PRICE GRP	147,494.	251,310.
CELGENE	328,877.	675,872.
CATERPILLAR INC	215,061.	272,430.
ROPER INDS INC	86,753.	277,360.
UNION PACIFIC	287,022.	840,000.
AMAZON	93,530.	239,274.
APPLE INC	177,204.	841,530.
GOOGLE INC	246,011.	784,497.
MASTERCARD	250,486.	1,127,871.
MCDONALDS	154,454.	194,060.
PHILIP MORRIS	78,008.	217,825.
VISA	149,975.	445,360.
ISHARE EMERG MKTS	124,170.	125,385.
GENERAL ELECTRIC	84,690.	140,150.
DISNEY	279,614.	458,400.
UNITED PARCEL	134,270.	210,160.
ISHARES MD CAP 400	549,775.	802,860.
EMC CORP	95,213.	100,600.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COGNIZANT TECH	181,172.	272,646.
ACCENTURE	124,460.	189,106.
EATON	387,413.	570,900.
PRICELINE	265,818.	523,080.
STARBUCKS	72,981.	156,780.
SCHLUMBERGER	241,185.	270,330.
EBAY	197,588.	274,325.
COMCAST CORP	129,937.	149,640.
BERKSHIRE CLASS A	269,160.	533,700.
BERKSHIRE CLASS B	197,499.	296,400.
JP MORGAN CHASE	163,984.	175,440.
ACTAVIS	360,000.	420,000.
BIOGEN IDEC	51,684.	83,872.
DAVITA HEALTHCARE	129,837.	139,414.
ECOLAB INC COM	111,720.	135,551.
ISHARE SMALL CAP	414,761.	654,780.
	-----	-----
TOTALS	8,705,621.	16,893,608.
	=====	=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
L-3 COMMUN 7.625% 6/15/2012		
GSR MORTGAGE 5.0% 9/25/2019	10,546.	11,792.
GSR MORTGAGE 5.5% 9/25/2019	12,438.	10,537.
FREDDIE MAC 5.5% 4/15/2022		
LIMITED BRAND 6.125% 12/1/2012		
LEXMARK 5.90% 06/01/2013		
FREDDIE MAC 5.0% 3/15/2018		
MASTER ASSET 5.500% 4/25/2018	5,662.	3,423.
WILLIS N/A 5.625% 7/15/2013		
TYCO ELEC 6.55% 10/01/2017		
FREDDIE MAC 6.0% 12/15/21		
LIBERTY MEDIA 5.7% 5/15/13		
HERTZ 8.875% 1/01/2014		
HARLEY DAVIDSON 6.8% 6/15/2018		
FREDDIE MAC 5.5% 12/15/2020		
ALTRIA	38,079.	36,803.
WAMU 4.5% 7/25/18		
FMNA POOL 6.0%		
HUMANA 6.45%	45,739.	50,284.
VALMONT IND 6.625% 4/20/20	148,219.	162,686.
SUPERVALUE 8.0% 5/01/16		
SEAGATE 6.8% 10/01/16	21,261.	23,730.
HUMANA 7.20% 6/15/18	109,101.	112,390.
QWEST 7.50%		
MASCO 6.125%		
FISERV 6.80%	131,876.	132,503.
STRUCTURED ASSET 3.375 8/25/31		
STRUCTURED ASSET 5.25 9/25/33		
CHASE MORT 5.0 1/25/2034	37,460.	35,741.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
GAP 5.95 4/12/2021	158,699.	182,320.
EXPEDIA 5.95 8/15/2020	161,159.	173,181.
VERISK 4.875 1/15/2019	107,154.	111,180.
WASH POST 7.25 2/1/2019		
JANUS CAP 6.7 6/15/17	170,372.	172,605.
INTERPUBLIC 10.0 7/15/17		
AMERICAN TWR 4.5 1/15/18	133,672.	144,620.
FNMA POOL 4.5 10/1/29		
INTL GAME TECHNOLOGY	172,924.	168,732.
WILLIS 7.0%	41,393.	40,497.
ALCOA 6.15%	182,720.	183,209.
DELUXE 6.0%	45,000.	46,463.
SCOTTS MIRACLE 6.625%	173,222.	172,400.
BEST BUY	168,138.	181,350.
CENTURYLINK 6.45%	179,012.	171,600.
VERISK 4.125%	60,371.	58,075.
DONNELLEY 8.6%	23,205.	23,150.
WILLIS N/A 6.2% 3/28/2017	143,001.	146,543.
LIMITED BRAND 6.9% 7/15/2017	161,918.	178,250.
ARROW ELECTRONIC 3.0% 3/1/2018	177,392.	175,089.
XEROX 6.35% 5/15/2018	174,315.	171,432.
DAVITA 6.375% 11/01/2018	175,519.	173,250.
DELUX CORP 7.0% 3/15/2019	125,313.	133,750.
HERTZ 6.750% 4/15/2019	172,600.	177,788.
L-3 COMMUN 5.2% 10/15/2019	185,343.	177,259.
HCA INC 6.5% 2/15/2020	177,675.	181,294.
LEXMARK 5.125% 3/15/2020	175,122.	179,366.
AVNET 5.875% 6/15/2020	176,452.	171,678.
DONNELLEY 7.875% 3/15/2021	145,463.	149,850.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BALL CORP 5.75% 5/15/2021	186,375.	184,188.
SEAGATE CAYMAN 7.0% 11/01/2021	151,619.	154,525.
URS CORP 5.25% 4/01/2022	181,886.	162,517.
FISERV 3.5% 10/1/2022	34,355.	32,501.
IAC INTER 4.75% 12/15/2020	168,750.	167,850.
BRINKER INT 3.875% 5/15/2023	77,787.	72,017.
BRINKER INT 2.6% 5/15/2018	94,632.	93,507.
	-----	-----
TOTALS	5,222,939.	5,291,925.
	=====	=====

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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

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

OMB No 1545-0092

2013

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**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	572,977.	491,425.		81,552.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	81,552.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	4,677,011.	3,743,183.		933,828.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	672.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15	()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	934,500.

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

Schedule D (Form 1041) 2013

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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
17 Net short-term gain or (loss)	17		81,552.
18 Net long-term gain or (loss):			
a Total for year	18a		934,500.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,016,052.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 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 19, column (3) or b \$3,000 **20** ()

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 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) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1395. FNMA POOL MA0200 4.5 10/01/2029	02/14/2012	01/25/2013	1,395.00	1,395.00			
	60000. BMC SOFTWARE INC NO	10/18/2012	02/26/2013	71,096.00	71,903.00			-807.00
	10000. AVON PRODUCTS SR UN NOTES	03/07/2012	03/07/2013	11,201.00	11,490.00			-289.00
	65000. BMC SOFTWARE INC NO	02/27/2013	09/09/2013	65,975.00	65,577.00			398.00
	105000. BMC SOFTWARE INC N	11/13/2012	09/09/2013	106,575.00	104,194.00			2,381.00
	1500. ACTAVIS INC COM	01/15/2013	10/01/2013	216,000.00	129,624.00			86,376.00
	700. VALMONT INDUSTRIES CO	06/28/2013	12/05/2013	100,735.00	107,242.00			-6,507.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				572,977.	491,425.			81,552.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	500. ANADARKO PETE CORP CO	04/01/2010	01/15/2013	38,589.00	37,114.00			1,475.00
	300. MASTERCARD INC CL A	10/31/2007	01/15/2013	156,443.00	55,013.00			101,430.00
	1000. MCDONALDS CORP COM	01/15/2010	01/15/2013	91,198.00	62,345.00			28,853.00
	2000. NIKE INC CL B	12/13/2010	01/15/2013	107,176.00	90,285.00			16,891.00
	1000. PEPSICO INC COM	08/17/2004	01/15/2013	71,455.00	50,830.00			20,625.00
	500. PHILIP MORRIS INTERNA COM	05/28/2004	01/15/2013	44,520.00	12,558.00			31,962.00
	400. VISA INC CLASS A	03/24/2008	01/15/2013	63,818.00	26,831.00			36,987.00
	145000. AVNET INC SR UNSEC	08/02/2010	01/16/2013	165,454.00	158,371.00			7,083.00
	38298.86 STRUCTURED ASSET CORP CMO SERIES 2001-SB	06/27/2011	01/24/2013	37,724.00	37,504.00			220.00
	1441.24 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	01/25/2013	1,441.00	1,441.00			
	1084.29 FNMA POOL #257007 12/01/2027	01/09/2008	01/25/2013	1,084.00	1,084.00			
	4399.62 FNMA POOL MA0200 4 10/01/2029	10/12/2011	01/25/2013	4,400.00	4,400.00			
	551.7 STRUCTURED ASSET SEC CMO SERIES 2001-SB1 CLA	06/27/2011	01/25/2013	552.00	552.00			
	6241.61 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	01/25/2013	6,242.00	6,242.00			

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	2439.4 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	01/25/2013	2,439.00	2,439.00			
	25000. FISERV INC NOTES	07/12/2010	02/12/2013	29,964.00	27,278.00			2,686.00
	25000. AMERICAN TOWER CORP UNSECURED NOTES	03/01/2011	02/21/2013	27,425.00	24,754.00			2,671.00
	1440.69 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	02/25/2013	1,441.00	1,441.00			
	916.86 FNMA POOL #257007 6 12/01/2027	01/09/2008	02/25/2013	917.00	917.00			
	4390.84 FNMA POOL MA0200 4 10/01/2029	02/14/2012	02/25/2013	4,391.00	4,391.00			
	1561.44 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	02/25/2013	1,561.00	1,561.00			
	650.72 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	02/25/2013	651.00	651.00			
	185000. LEXMARK INTL INC S NOTES	06/23/2008	02/27/2013	182,263.00	179,917.00			2,346.00
	105000. AVON PRODUCTS SR U NOTES	01/20/2012	03/07/2013	117,615.00	118,472.00			-857.00
	1000. PERRIGO COMPANY COM	03/31/2011	03/12/2013	116,226.00	75,483.00			40,743.00
	4229.55 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	03/25/2013	4,230.00	4,230.00			
	1400.57 FNMA POOL #257007 12/01/2027	01/09/2008	03/25/2013	1,401.00	1,401.00			
	4274.16 FNMA POOL MA0200 4 10/01/2029	02/14/2012	03/25/2013	4,274.00	4,274.00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	859.91 STRUCTURED ASSET SE CORP CMO SERIES 2003-29	07/06/2011	03/25/2013	860.00	860.00			
	681.41 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	03/25/2013	681.00	681.00			
	3572.24 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	04/25/2013	3,572.00	3,572.00			
	1358.91 FNMA POOL #257007 12/01/2027	01/09/2008	04/25/2013	1,359.00	1,359.00			
	4233.08 FNMA POOL MA0200 4 10/01/2029	02/14/2012	04/25/2013	4,233.00	4,233.00			
	2196.31 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	04/25/2013	2,196.00	2,196.00			
	629.36 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	04/25/2013	629.00	629.00			
	2500. GENERAL ELECTRIC CO	04/02/2009	04/30/2013	55,649.00	26,900.00			28,749.00
	5000. BEST BUY CO INC NOTE	04/04/2012	05/01/2013	5,011.00	4,675.00			336.00
	165000. MASCO CORP SENIOR NOTES	08/11/2010	05/13/2013	184,903.00	166,646.00			18,257.00
	10000. VERISK ANALYTICS IN	12/01/2011	05/20/2013	11,070.00	9,904.00			1,166.00
	1024.35 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	05/25/2013	1,024.00	1,024.00			
	672.84 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	05/25/2013	673.00	673.00			
	909.65 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1	04/25/2011	05/28/2013	910.00	910.00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1083.02 FNMA POOL #257007 12/01/2027	01/09/2008	05/28/2013	1,083.00	1,083.00			
	5054.21 FNMA POOL MA0200 4 10/01/2029	02/14/2012	05/28/2013	5,054.00	5,054.00			
	1000. APACHE CORP COM	05/28/2004	05/30/2013	84,991.00	40,250.00			44,741.00
	1500. CAPITAL ONE FINANCIA	11/09/2004	05/30/2013	93,982.00	105,327.00			-11,345.00
	1000. CATERPILLAR INC COM	10/15/2009	05/30/2013	86,605.00	54,153.00			32,452.00
	1000. FEDEX CORP COM	02/25/2010	05/30/2013	96,166.00	81,742.00			14,424.00
	2500. GENERAL ELECTRIC CO	04/02/2009	05/30/2013	59,091.00	26,900.00			32,191.00
	500. SCHLUMBERGER LTD COM	02/03/2011	05/30/2013	37,339.00	44,708.00			-7,369.00
	145000. HARLEY DAVIDSON FU 144A SENIOR NOTES	12/06/2011	06/06/2013	175,894.00	154,376.00			21,518.00
	155000. BRINKER INTERNATIO UNSECURED NOTES	09/24/2010	06/07/2013	163,204.00	164,781.00			-1,577.00
	139000. SEAGATE TECHNOLOGY NOTES	12/15/2010	06/13/2013	161,588.00	139,695.00			21,893.00
	140000. TYCO ELECTRONICS G GUARANTEED SENIOR NOTES	03/20/2012	06/18/2013	164,590.00	143,887.00			20,703.00
	413.29 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1	04/25/2011	06/25/2013	413.00	413.00			
	1049.53 FNMA POOL #257007 12/01/2027	01/09/2008	06/25/2013	1,050.00	1,050.00			

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Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	4652.46 FNMA POOL MA0200 4 10/01/2029	02/14/2012	06/25/2013	4,652.00	4,652.00			
	3546.23 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	06/25/2013	3,546.00	3,546.00			
	2653.14 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6	08/26/2009	06/25/2013	2,653.00	2,653.00			
	500. APACHE CORP COM	05/28/2004	06/28/2013	42,005.00	20,125.00			21,880.00
	500. CHESAPEAKE ENERGY COR	04/02/2009	06/28/2013	10,105.00	9,430.00			675.00
	3000. EMC CORP COM	02/03/2011	06/28/2013	70,244.00	76,776.00			-6,532.00
	150000. INTERPUBLIC GROUP UNSECURED NOTES	05/18/2012	07/15/2013	157,500.00	175,144.00			-17,644.00
	89439.28 STRUCTURED ASSET CORP CMO SERIES 2003-29	07/06/2011	07/18/2013	92,122.00	95,899.00			-3,777.00
	1722.62 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	07/25/2013	1,723.00	1,723.00			
	1279.4 FNMA POOL #257007 6 12/01/2027	01/09/2008	07/25/2013	1,279.00	1,279.00			
	3644.58 FNMA POOL MA0200 4 10/01/2029	02/14/2012	07/25/2013	3,645.00	3,645.00			
	3657.82 STRUCTURED ASSET S CORP CMO SERIES 2003-29	07/06/2011	07/25/2013	3,658.00	3,658.00			
	2815.75 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6	08/26/2009	07/25/2013	2,816.00	2,816.00			
	55000. CONSTELLATION BRAND	03/15/2011	08/15/2013	62,906.00	59,469.00			3,437.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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Social security number or taxpayer identification number

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	200. MASTERCARD INC CL A	12/21/2007	08/15/2013	124,091.00	42,068.00			82,023.00
	50. PRICELINE GROUP INC CO	01/03/2011	08/15/2013	46,810.00	20,626.00			26,184.00
	200. VISA INC CLASS A	03/24/2008	08/15/2013	34,944.00	13,416.00			21,528.00
	30000. CONSTELLATION BRAND	03/15/2011	08/16/2013	34,313.00	32,438.00			1,875.00
	80000. CONSTELLATION BRAND	06/16/2011	08/19/2013	91,400.00	86,844.00			4,556.00
	161000. DONNELLEY (R.R.) & UNSECURED NOTES	06/10/2009	08/23/2013	166,521.00	137,505.00			29,016.00
	15000. GAP INC SR UNSECURE	08/23/2011	08/23/2013	16,321.00	13,950.00			2,371.00
	1413.49 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	08/26/2013	1,413.00	1,413.00			
	947.8 FNMA POOL #257007 6. 12/01/2027	01/09/2008	08/26/2013	948.00	948.00			
	4759.57 FNMA POOL MA0200 4 10/01/2029	02/14/2012	08/26/2013	4,760.00	4,760.00			
	582.17 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	08/26/2013	582.00	582.00			
	9000. DONNELLEY (R.R.) & S UNSECURED NOTES	06/10/2009	09/06/2013	9,194.00	7,695.00			1,499.00
	300. COGNIZANT TECHNOLOGY COM	08/11/2011	09/19/2013	24,810.00	18,655.00			6,155.00
	1000. EMC CORP COM	02/03/2011	09/19/2013	27,130.00	25,592.00			1,538.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶

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CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	100. MASTERCARD INC CL A	08/08/2008	09/19/2013	68,683.00	23,253.00			45,430.00
	5000. MICROSOFT CORP COM	03/29/2012	09/19/2013	167,251.00	155,003.00			12,248.00
	200. ACCENTURE PLC IRELAND	09/08/2011	09/19/2013	15,567.00	10,570.00			4,997.00
	1410.68 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	09/25/2013	1,411.00	1,411.00			
	703.56 FNMA POOL #257007 6 12/01/2027	01/09/2008	09/25/2013	704.00	704.00			
	2643.71 FNMA POOL MA0200 4 10/01/2029	02/14/2012	09/25/2013	2,644.00	2,644.00			
	610.47 WAMU MORTGAGE PASS-CMO SERIES 2003-S6 CLAS	08/26/2009	09/25/2013	610.00	610.00			
	1000. ACTAVIS INC COM	01/20/2012	10/01/2013	144,000.00	58,851.00			85,149.00
	87951.56 FNMA POOL MA0200 10/01/2029	02/14/2012	10/10/2013	94,053.00	99,459.00			-5,406.00
	1017.91 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	10/25/2013	1,018.00	1,018.00			
	647.37 FNMA POOL #257007 6 12/01/2027	01/09/2008	10/25/2013	647.00	647.00			
	1768.06 FNMA POOL MA0200 4 10/01/2029	02/14/2012	10/25/2013	1,768.00	2,020.00			-252.00
	3020.95 WAMU MORTGAGE PASS CERT CMO SERIES 2003-S6	08/26/2009	10/25/2013	3,021.00	3,021.00			
	14000. ALTRIA GROUP INC. N	01/20/2012	11/25/2013	18,784.00	18,775.00			9.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Form **8949** (2013)

Social security number or taxpayer identification number

47-6024644

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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	(F) Long-term transactions not reported to you on Form 1099-B
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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	251.26 CHASE MORTGAGE FINA SERIES 2003-S14 CLASS 1	04/25/2011	11/25/2013	251.00	251.00			
	2500. CHESAPEAKE ENERGY CO	02/01/2011	11/25/2013	64,649.00	58,893.00			5,756.00
	1281.31 FNMA POOL #257007 12/01/2027	01/09/2008	11/25/2013	1,281.00	1,281.00			
	575.41 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	11/25/2013	575.00	575.00			
	500. APACHE CORP COM	05/28/2004	12/05/2013	44,669.00	20,125.00			24,544.00
	5000. EMC CORP COM	10/06/2011	12/05/2013	119,908.00	120,478.00			-570.00
	1000. WATERS CORP COM	10/29/2008	12/05/2013	98,768.00	47,105.00			51,663.00
	50. MASTERCARD INC CL A	08/08/2008	12/11/2013	39,728.00	11,627.00			28,101.00
	20999.13 FNMA POOL #257007 12/01/2027	01/09/2008	12/12/2013	23,099.00	25,184.00			-2,085.00
	27564.29 WAMU MORTGAGE PAS CERT CMO SERIES 2003-S6	08/26/2009	12/17/2013	27,702.00	27,362.00			340.00
	3291.2 WAMU MORTGAGE PASS- CMO SERIES 2003-S6 CLAS	08/26/2009	12/25/2013	3,291.00	3,291.00			
	1456.09 CHASE MORTGAGE FIN CMO SERIES 2003-S14 CLA	04/25/2011	12/26/2013	1,456.00	1,456.00			
	668.5 FNMA POOL #257007 6. 12/01/2027	01/09/2008	12/26/2013	668.00	802.00			-134.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				4,677,011.	3,743,183.			933,828.

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