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

2013

Department of the Treasury Internal Revenue Service

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.

For calendar year 2013, or tax year beginning 11/01, 2013, and ending 10/31, 2014

CARL A. & THERESA K. SWAFFORD FOUNDATION INC. 2265 OAKLEIGH DR. MURFREESBORO, TN 37129

A Employer identification number 62-6039681

B Telephone number (see the instructions)

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 2,810,179. J Accounting method: Cash, Accrual, Other (specify)

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

POSTMARK DATE DEC 08 2004

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Expenses (13-26) sections.

EXAMINED DEC 24 2014

ADMINISTRATIVE EXPENSES

RECEIVED DEC 15 2014 OGDEN

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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		19,537.	191,331.	191,331.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule) STATEMENT 5	1,609,211.	1,945,242.	2,186,155.	
		c Investments – corporate bonds (attach schedule) STATEMENT 6	70,114.	70,113.	73,450.	
	11	Investments – land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) STATEMENT 7	60,890.	17,647.	359,243.		
14	Land, buildings, and equipment: basis ▶ 9,642.					
	Less: accumulated depreciation (attach schedule) SEE STMT 8 ▶ 9,548.	283.	94.			
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item l)	1,760,035.	2,224,427.	2,810,179.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
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. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,760,035.	2,224,427.		
30	Total net assets or fund balances (see instructions)	1,760,035.	2,224,427.			
31	Total liabilities and net assets/fund balances (see instructions)	1,760,035.	2,224,427.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year– Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,760,035.
2	Enter amount from Part I, line 27a	2	471,925.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,231,960.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,533.
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	2,224,427.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	522,170.
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	7,270.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012			
2011	113,427.	2,341,936.	0.048433
2010	95,435.	2,192,189.	0.043534
2009	85,338.	1,998,475.	0.042702
2008	85,597.	1,650,560.	0.051859

2 Total of line 1, column (d)	2	0.186528
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	0.046632
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,650,355.
5 Multiply line 4 by line 3	5	123,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,134.
7 Add lines 5 and 6	7	129,725.
8 Enter qualifying distributions from Part XII, line 4	8	125,807.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary- see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	12,267.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,267.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	12,267.
6 Credits/Payments.			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	1,602.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,602.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	227.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,892.	
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	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>CARL A. SWAFFORD</u> Telephone no. <u> </u> Located at <u>2265 OAKLEIGH DR. MURFREESBORO TN</u> ZIP + 4 <u>37129</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u> </u>	16		X

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	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>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement- see instructions.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 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.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to:

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6 a 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

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5 b	N/A
6 b	X
7 b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARL A. SWAFFORD, JR. 2265 OAKLEIGH DR. MURFREESBORO, TN 37129	PRESIDENT 2.00	0.	0.	0.
ANN SWAFFORD 1023 N. RIVERMONT PLACE CHATTANOOGA, TN 37415	TREASURER 0	0.	0.	0.
MICHAEL TOMSHAK 721 BROAD ST. CHATTANOOGA, TN 37402	SECRETARY 0	0.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

BAA

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	1 a	2,618,423.
b	Average of monthly cash balances	1 b	72,293.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,690,716.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,690,716.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	40,361.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,650,355.
6	Minimum investment return Enter 5% of line 5	6	132,518.

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	132,518.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	12,267.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	12,267.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,251.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	120,251.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,251.

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	1 a	125,807.
b	Program-related investments— total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,807.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	125,807.

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				120,251.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	686.			
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	686.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 125,807.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				120,251.
e Remaining amount distributed out of corpus	5,556.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,242.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	686.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,556.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	5,556.			

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

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				(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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year SEE STATEMENT 12</p>				
Total			▶ 3a	118,607.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, MISCELLANEOUS, PUBLICLY TRADED PARTNERSH, Subtotal, and Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and 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). Row 1 contains 'N/A'.

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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
N/A		

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.

Sign Here

Carl A. Swafford 12/2/14
 Signature of officer or trustee Date

PRESIDENT
 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 JAMES S. WEINBERG	Preparer's signature <i>JAMES S. WEINBERG</i>	Date 12/1/14	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00425587
	Firm's name ▶ JAMES S. WEINBERG, CPA	Firm's address ▶ 1907 21ST AVE S. NASHVILLE, TN 37212		Firm's EIN ▶ 62-1542860	Phone no (615) 297-7835

BAA

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PUBLICLY TRADED PARTNERSH	\$ -15,630.		
TOTAL	<u>\$ -15,630.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 12,000.	\$ 4,800.		\$ 7,200.
TOTAL	<u>\$ 12,000.</u>	<u>\$ 4,800.</u>	<u>\$ 0.</u>	<u>\$ 7,200.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	\$ 1,656.	\$ 1,656.		
FOREIGN INCOME TAXES	604.	604.		
TENNESSEE SECRETARY OF STATE	20.	20.		
TOTAL	<u>\$ 2,280.</u>	<u>\$ 2,280.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC INVESTMENT	\$ -180.	\$ -180.		
TOTAL	<u>\$ -180.</u>	<u>\$ -180.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED SCHEDULE	MKT VAL	\$ 1,945,242.	\$ 2,186,155.
	TOTAL	<u>\$ 1,945,242.</u>	<u>\$ 2,186,155.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED SCHEDULE	MKT VAL	\$ 70,113.	\$ 73,450.
	TOTAL	<u>\$ 70,113.</u>	<u>\$ 73,450.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE ATTACHED SCHEDULE	MKT VAL	\$ 17,647.	\$ 359,243.
	TOTAL	<u>\$ 17,647.</u>	<u>\$ 359,243.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
MACHINERY AND EQUIPMENT	\$ 9,642.	\$ 9,548.	\$ 94.	\$ 0.
TOTAL	<u>\$ 9,642.</u>	<u>\$ 9,548.</u>	<u>\$ 94.</u>	<u>\$ 0.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

BASIS ADJUSTMENT			\$ 7,533.
	TOTAL		<u>\$ 7,533.</u>

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	500 SH AGL RESOURCES	PURCHASED	12/10/2010	7/02/2014
2	500 SH AMERICAN ELECTRIC POWER	PURCHASED	12/09/2010	8/23/2014
3	5 SH AMERICAN INTL GRP	PURCHASED	1/19/2011	7/11/2014
4	1545 SH DIAMOND ROCK HOSPITALITY	PURCHASED	5/01/2008	8/21/2014
5	2353 UNITS ENTERPRISE	PURCHASED	4/17/2002	12/31/2013
6	1000 SH 5TH THIRD	PURCHASED	5/22/2008	7/02/2014
7	113 SH GM	PURCHASED	1/24/2003	6/23/2014
8	113 SH GM	PURCHASED	10/24/2003	6/23/2014
9	126 SH GM	PURCHASED	10/24/2003	6/23/2014
10	2000 GREAT PLAINS	PURCHASED	8/29/2001	7/02/2014
11	1500 KINDER MORGAN	PURCHASED	4/17/2002	12/31/2013
12	125 SH LOCKHEED	PURCHASED	11/14/2012	6/23/2014
13	30 SH MOTORS LIQ CO GUC TR UBI	PURCHASED	6/12/2012	6/23/2014
14	.196 SH NORDIC	PURCHASED	8/11/2014	8/11/2014
15	1000 SH PEPCO	PURCHASED	12/04/2013	6/23/2014
16	911.50 PLAINS ALL AMERICAN	PURCHASED	12/09/2010	12/31/2013
17	300 SH PUBLIC SERVICE	PURCHASED	4/06/2011	6/23/2014
18	2800 STAR GAS	PURCHASED	12/09/2010	6/23/2014
19	95 SH SUNSTONE HOTEL	PURCHASED	1/16/2009	6/23/2014
20	300 SH TOTAL S A	PURCHASED	12/09/2010	6/23/2014
21	600 SH VECTREN	PURCHASED	12/10/2010	6/23/2014
22	300 SH WILLIAMS PARTNERS	PURCHASED	12/09/2010	6/23/2014
23	2000 SH XCEL ENERGY	PURCHASED	4/12/2002	6/23/2014
24	300 SH ARTHUR GALLAGHER	PURCHASED	1/03/2006	12/04/2013
25	1000 SH CENTERPOINT ENERGY	PURCHASED	12/09/2010	12/04/2013
26	2300 CMS ENERGY	PURCHASED	4/12/2002	12/04/2013
27	300 SH DELUXE	PURCHASED	1/03/2006	12/04/2013
28	200 SH DOMINION	PURCHASED	4/06/2011	12/04/2013
29	400 SH EASTGROUP	PURCHASED	12/09/2010	12/04/2013
30	GM WARRANTS	PURCHASED	12/24/2003	12/20/2013
31	GM WARRANTS	PURCHASED	10/24/2003	12/20/2013
32	GM	PURCHASED	10/24/2003	12/20/2013
33	200 SH KIMBERLY CLARK	PURCHASED	4/06/2011	12/04/2013
34	900 SH NISOURCE	PURCHASED	12/09/2010	12/04/2013
35	1370 SH SPECTRA	PURCHASED	8/29/2001	12/04/2013
36	LIMITED PARTNERSHIP BASIS ADJUSTMENTS	PURCHASED	VARIOUS	12/31/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	26,515.		18,337.	8,178.				\$ 8,178.
2	26,570.		18,108.	8,462.				8,462.
3	110.		81.	29.				29.
4	20,284.		19,776.	508.				508.
5	177,791.		49,741.	128,050.				128,050.
6	20,849.		20,372.	477.				477.
7	2,893.		9,378.	-6,485.				-6,485.
8	2,008.		7,274.	-5,266.				-5,266.
9	4,422.		14,128.	-9,706.				-9,706.
10	51,939.		51,520.	419.				419.
11	132,125.		50,476.	81,649.				81,649.
12	19,970.		11,521.	8,449.				8,449.
13	681.		0.	681.				681.
14	4.		4.	0.				0.
15	26,742.		19,472.	7,270.				7,270.

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
16	52,332.		35,330.	17,002.				\$ 17,002.
17	11,455.		9,506.	1,949.				1,949.
18	16,680.		15,443.	1,237.				1,237.
19	1,305.		546.	759.				759.
20	21,588.		15,990.	5,598.				5,598.
21	24,197.		15,551.	8,646.				8,646.
22	15,587.		14,780.	807.				807.
23	61,826.		51,181.	10,645.				10,645.
24	13,284.		9,556.	3,728.				3,728.
25	22,398.		16,117.	6,281.				6,281.
26	59,964.		49,932.	10,032.				10,032.
27	14,139.		9,382.	4,757.				4,757.
28	12,513.		9,137.	3,376.				3,376.
29	23,390.		16,778.	6,612.				6,612.
30	24.		0.	24.				24.
31	18.		0.	18.				18.
32	14.		0.	14.				14.
33	20,441.		13,300.	7,141.				7,141.
34	27,785.		15,790.	11,995.				11,995.
35	44,747.		24,280.	20,467.				20,467.
36	178,367.		0.	178,367.				178,367.
								TOTAL \$ 522,170.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

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

CARL A. & THERESA K. SWAFFORD FOUNDATION
INC.

62-6039681

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ST. PETERS EPISCOPAL 848 ASHLAND TERRACE CHATTANOOGA, TN 37415	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	\$ 16,500.
AMERICAN WORLD ADOPTION 6723 WHITTIER AVENUE MCLEAN, VA 22101	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	100.
PROVIDENCE CHRISTIAN ACADEMY 410 DEJARNETTE LANE MURFREESBORO, TN 37130	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	100,457.
WHEATON COLLEGE 501 COLLEGE AVENUE WHEATON, IL 60187	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	100.
S.A.V.E. 8120 PENN AVENUE S, STE 470 BLOOMINGTON, MN 55431	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS	250.
PHI MU FOUNDATION 400 WEST PARK DRIVE PEACHTREE CITY, GA 30269	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	200.
SOLDIERS CHILDREN P.O. BOX 333015 MURFREESBORO, TN 37133	NONE	N/A	CONTRIBUTION FOR GENERAL OPERATIONS.	1,000.
TOTAL				\$ <u>118,607.</u>

Account Detail

Active Assets Account
636-045615-031

CARL A SWAFFORD &
THERESA K SWAFFORD FOUNDATION
Nickname: FOUNDATION

Investment Objectives[†]: Aggressive Income, Capital Appreciation, Income, Speculation
† Inform us if your investment objectives, as defined in the Expanded Disclosures, change

Brokerage Account

HOLDINGS

END OF YEAR
BOOK VALUE &
FAIR MARKET VALUE

This section reflects positions purchased/sold on a trade date basis, and includes positions purchased and omits positions sold in the current month "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period and may not reflect the value that could be obtained in the market. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated Annual Income (EAI) is calculated on a pre-tax basis and does not include any reduction for applicable non-US withholding taxes, if any. EAI for certain securities may include return of principal or capital gains which could overstate such estimates. For securities that have a defined maturity date within the next 12 months, EAI is reflected only through maturity date. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment, and does not reflect changes in its price. Structured products, identified in the Security Description column, appear in various statement product categories. When displayed, accrued interest, annual income and yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) are estimates and assume specified accrual conditions are met during the relevant period and payment in full of all contingent interest. For Floating Rate Securities, the accrued interest, annual income and yield are estimates based on the current floating coupon rate and may not reflect historic rates within the accrual period. Treasury regulations require that we report on Form 1099-B, after the close of the tax year, your adjusted cost basis on the sale of covered securities acquired on or after January 1, 2011, and classify the gain or loss as either long-term or short-term. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on statements for informational purposes and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. You have the right to instruct us to liquidate your bank deposit balance(s) or shares of any money market fund balance(s) at any time and have the proceeds of such liquidation remitted to you. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$502.74			
MS ACTIVE ASSETS MONEY TRUST	190,828.02	19.08	0.010	
CASH, BDP, AND MMFS		Market Value \$191,330.76		Estimated Annual Income Accrued Interest \$19.08 \$0.00

Money market funds seek to maintain a share price of \$1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Expanded Disclosures. The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

Morgan Stanley

CLIENT STATEMENT | For the Period October 1-31, 2014

Page 6 of 26

Active Assets Account
636-045615-031

CARL A SWAFFORD &
THERESA K SWAFFORD FOUNDATION
Nickname: FOUNDATION

Account Detail

STOCKS

COMMON STOCKS

Morgan Stanley & Co. LLC (Morgan Stanley) and Standard & Poor's equity research ratings are shown for certain securities. These ratings represent the opinions of the research provider and are not representations or guarantees of performance. The applicable research report contains more information regarding the analyst's opinions, analysis, and rating, and you should read the entire research report and not infer its contents. For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell). Refer to your June or December statement for a summary guide describing the ratings. We do not take responsibility for, nor guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	12/9/10	600 000	\$25 193	\$15,115 89	\$29,004 00	\$13,888 11 LT		
	12/4/13	300 000	38 146	11,443 66	14,502 00	3,058 34 ST		
Total		900 000		26,559 55	43,506 00	13,888 11 LT 3,058 34 ST	1,872 00	4 30
Share Price \$48 340, Rating Morgan Stanley 2, S&P 2; Next Dividend Payable 01/2015								
AMER INTL GP INC NEW (AIG)	1/3/06	10 000	1,391 940	13,919 40	535 70	(13,383 70) LT R	5 00	0 93
Share Price \$53 570, Rating Morgan Stanley 2, S&P 1, Next Dividend Payable 12/2014								
AMERICAN RLY CAP PPTYS INC (ARCP)	12/4/13	1,500 000	13 591	20,387 14	13,305 00	(7,082 14) ST	1,500 00	11 27
Share Price \$8 870, Next Dividend Payable 11/2014								
AMERIGAS PARTNERS COMMON UNITS (APU)	12/9/10	300 000	49 706	14,911 68	-13,845 00	(1,066 68) LT	1,056 00	7 62
Share Price \$46 150, Rating S&P 2, Next Dividend Payable 11/2014								
ARBOR REALTY TRUST INC (ABR)	6/24/14	3,400 000	7 270	24,719 67	22,882 00	(1,837 67) ST	1,768 00	7 72
Share Price \$6 730, Next Dividend Payable 12/2014								
AT&T INC (T)	12/9/10	500 000	29 462	14,731 01	17,420 00	2,688 99 LT		
	4/12/12	400 000	31 641	12,656 39	13,936 00	1,279 61 LT		
Total		900 000		27,387 40	31,356 00	3,968 60 LT	1,656 00	5 28
Share Price \$34 840, Rating Morgan Stanley 2, S&P 1, Next Dividend Payable 11/03/14								
BCE INC (NEW) (BCE)	12/10/10	500 000	36 573	18,286 53	22,235 00	3,948 47 LT	1,096 00	4 92
Share Price \$44 470, Rating Morgan Stanley 1, S&P 2, Next Dividend Payable 01/2015								
BP PLC ADS (BP)	11/4/12	300 000	41 701	12,510 26	13,038 00	527 74 LT		
	12/4/13	300 000	47 937	14,381 20	13,038 00	(1,343 20) ST		
Total		600 000		26,891 46	26,076 00	527 74 LT (1,343 20) ST	1,440 00	5 52
Share Price \$43 460, Rating S&P 1								
BUCKEYE PARTNERS L P (BPL)	4/12/02	1,300 000	40 452	-52,597 51	98,020 00	45,432 49 LT	5,785 00	5 90
Share Price \$75 400, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 11/2014								
GBL & ASSOC PPTYS INC (GBL)	5/1/08	800 000	26 269	21,015 19	15,304 00	(5,711 19) LT		
	4/14/09	51 000	3 100	158 10	975 63	817 53 LT		
Total		851 000		21,173 29	16,279 63	(4,893 66) LT	834 00	5 12
Share Price \$19 130, Rating Morgan Stanley 3, S&P 2, Next Dividend Payable 01/2015								
CENTURYLINK INC (CTL)	12/9/10	400 000	44 852	17,940 65	16,592 00	(1,348 65) LT		
	4/12/12	300 000	39 652	11,895 60	12,444 00	548 40 LT		

Active Assets Account
 CARL A SWAFFORD &
 THERESA K SWAFFORD FOUNDATION
 Nickname: FOUNDATION
 636-045615-031

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		700,000		29,836.25	29,036.00	(800.25) LT	1,512.00	5.20
Share Price \$41.480, Rating Morgan Stanley, 2, S&P, 1, Next Dividend Payable 12/2014								
CONS COMMUNICATIONS HLDGS (CNLS)	4/12/12	600,000	18.339	11,003.30	15,540.00	4,536.70 LT R		
	4/12/12	600,000	18.299	10,979.37	15,540.00	4,560.63 LT R		
Total		1,200,000		21,982.67	31,080.00	9,097.33 LT	1,860.00	5.98
Share Price \$25.900, Rating S&P, 2, Next Dividend Payable 11/01/14								
CONS EDISON INC (HLDG CO) (ED)	12/9/10	300,000	49.769	14,930.72	19,008.00	4,077.28 LT	756.00	3.97
Share Price \$63.360, Rating Morgan Stanley, 3, S&P, 2, Next Dividend Payable 12/2014								
COURIER CORPORATION (GRR)	6/24/14	1,800,000	13.518	24,332.17	24,426.00	93.83 ST	1,512.00	6.19
Share Price, \$13.570, Next Dividend Payable 11/2014								
CRESTWOOD EQUITY PARTNERS LP (CEQP)	12/9/10	400,000	19.231	7,692.53	3,484.00	(4,208.53) LT	220.00	6.31
Share Price \$8.710, Rating Morgan Stanley, 2, Next Dividend Payable 11/2014								
CRESTWOOD MIDSTREAM PARTNERS (CMLP)	12/9/10	172,000	31.154	5,358.49	3,421.08	(1,937.41) LT	282.00	8.24
Share Price \$19.890, Rating Morgan Stanley, 2, Next Dividend Payable 11/2014								
CYS INVESTMENTS INC (CYS)	6/24/14	2,700,000	9.062	24,466.59	24,111.00	(355.59) ST	3,240.00	13.43
Share Price \$8.930, Next Dividend Payable 01/2015								
DDR CORP COM (DDR)	5/1/08	400,000	43.785	17,513.82	7,256.00	(10,257.82) LT R		
	4/20/09	25,000	1.778	44.46	453.50	409.04 LT R		
	7/22/09	16,000	3.467	55.47	290.24	234.77 LT R		
Total		441,000		17,613.75	7,999.74	(9,614.01) LT	273.00	3.41
Share Price \$18.140, Rating Morgan Stanley, 1, S&P, 1, Next Dividend Payable 01/2015								
DIGITAL REALTY TRUST INC (DLR)	6/24/14	400,000	59.393	23,757.30	27,596.00	3,838.70 ST	1,328.00	4.81
Share Price \$68.990, Rating Morgan Stanley, 1, Next Dividend Payable 12/2014								
DUKE ENERGY CORP NEW (DUK)	6/26/95	609,333	35.999	21,935.17	50,056.71	28,121.54 LT		
	2/12/96	174,095	45.054	7,843.67	14,301.90	6,458.23 LT		
	12/17/96	1,044,572	41.903	43,770.70	85,811.59	42,040.89 LT		
	8/29/01	779,715	36.765	28,666.09	64,053.59	35,387.50 LT		
	1/8/04	133,285	37.628	5,015.29	10,949.36	5,934.07 LT		
Total		2,741,000		107,230.92	225,173.15	117,942.23 LT	8,716.00	3.87
Share Price \$82.150, Rating Morgan Stanley, 2, S&P, 2, Next Dividend Payable 12/2014								
EL PASO PIPELINE PARTNERS LP (EPB)	12/9/10	500,000	33.554	16,776.77	20,325.00	3,548.23 LT	1,300.00	6.39
Share Price \$40.650, Rating Morgan Stanley, 2, Next Dividend Payable 11/14/14								
ENERGY CORP NEW (ETR)	4/6/11	200,000	68.422	13,684.47	16,804.00	3,119.53 LT		
	12/4/13	200,000	63.884	12,776.78	16,804.00	4,027.22 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
<i>Share Price \$84.020, Rating Morgan Stanley, 3, S&P 2, Next Dividend Payable 12/2014</i>								
EPR PPTYS COM (EPR)	12/4/13	400 000	51 414	20,565 77	22,440 00	1,874 23 ST		
	7/2/14	300 000	57 358	17,207 40	16,830 00	(377 40) ST		
Total		700 000		37,773 17	39,270 00	1,496 83 ST	2,394 00	6 09
<i>Share Price \$56.100, Next Dividend Payable 11/17/14</i>								
EXELON CORP (EXC)	12/9/10	400 000	40 545	16,217 91	14,636 00	(1,581 91) LT		
	7/27/12	300 000	40 194	12,058 15	10,977 00	(1,081 15) LT		
Total		700 000		28,276 06	25,613 00	(2,663 06) LT	868.00	3.38
<i>Share Price \$36.590, Rating S&P 2, Next Dividend Payable 12/2014</i>								
FIRST BANCORP P.R. COM NEW (FBP)	8/30/10	1,475 000	33 949	50,075 32	7,684.75	(42,390 57) LT 2		
<i>Share Price \$5.210</i>								
FIRSTENERGY CORP (FE)	12/9/10	500 000	36 506	18,252 78	18,670 00	417 22 LT		
	12/4/13	400 000	33,267	13,306 76	14,936 00	1,629 24 ST		
Total		900 000		31,559 54	33,606.00	417 22 LT 1,629 24 ST	1,296 00	3 85
<i>Share Price \$37.340, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 12/2014</i>								
FRONTIER COMMUNICATIONS CORP (FTR)	5/1/08	1,800 000	9 422	16,959 09	11,772.00	(5,187 09) LT R	720 00	6 11
<i>Share Price \$6.540, Rating Morgan Stanley 3, S&P 1, Next Dividend Payable 12/2014</i>								
GOVERNMENT PPTYS INC TR (GOV)	12/4/13	800 000	25 350	20,280 25	18,256 00	(2,024 25) ST		
	7/2/14	600 000	26 019	15,611 48	13,692.00	(1,919 48) ST		
Total		1,400 000		35,891 73	31,948.00	(3,943 73) ST	2,408 00	7 53
<i>Share Price \$22.820, Rating Morgan Stanley 3, Next Dividend Payable 11/20/14</i>								
HEALTH CARE REIT INC (HCN)	12/9/10	400 000	42 187	16,874 91	28,444.00	11,569 09 LT R	1,272 00	4 47
<i>Share Price \$71.110, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 11/2014</i>								
HOME PROPERTIES OF NY INC (HME)	12/4/13	400 000	56 622	22,648 94	25,724.00	3,075 06 ST	1,168 00	4 54
<i>Share Price \$64.310, Rating Morgan Stanley 3, S&P 1, Next Dividend Payable 11/2014</i>								
HOSPITALITY PPTYS TR COM SBI (HPT)	5/1/08	600 000	33 063	19,838 09	17,766.00	(2,072 09) LT R	1,176 00	6 61
<i>Share Price \$29.610, Rating S&P 2, Next Dividend Payable 11/21/14</i>								
HUDSON CITY BANCORP INC. (HCBK)	4/6/11	1,000 000	9 885	9,885 31	9,650.00	(235 31) LT	160 00	1 65
<i>Share Price \$9.650, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 11/2014</i>								
INTEGRYS ENERGY GROUP INC (TEG)	12/17/96	2,600 000	28 974	75,332 06	188,968.00	113,635 94 LT	7,072 00	3 74
<i>Share Price \$72.680, Rating S&P 2, Next Dividend Payable 12/2014</i>								
KNIGHTSBRIDGE SHIPPING LTD (VLCCF)	12/9/10	700 000	23 266	16,286 29	6,146.00	(10,140 29) LT	560 00	9 11
<i>Share Price \$8.780, Rating Morgan Stanley 2, Next Dividend Payable 12/2014</i>								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ONEOK PARTNERS LP (OKS)	4/12/02	1,400,000	20.368	28,515.55	71,540.00	43,024.45 LT		
	4/12/02	1,000,000	20.343	20,343.25	51,100.00	30,756.75 LT		
Total		2,400,000		48,858.80	122,640.00	73,781.20 LT	7,440.00	6.06
Share Price \$51.100, Rating Morgan Stanley, 2, S&P 2, Next Dividend Payable 11/14/14								
ORANGE NEW (ORAN)	4/6/11	500,000	22.988	11,494.11	7,945.00	(3,549.11) LT	376.00	4.73
Share Price \$15.890, Rating S&P 1								
PINNACLE WEST CAPITAL CORP (PNW)	1/3/06	200,000	42.608	8,521.64	12,294.00	3,772.36 LT	476.00	3.87
Share Price \$61.470, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 12/01/14								
PPL CORPORATION (PPL)	12/9/10	600,000	25.898	15,538.59	20,994.00	5,455.41 LT	894.00	4.25
Share Price \$34.990, Rating Morgan Stanley 2, S&P 1, Next Dividend Payable 01/2015								
REALTY INCOME CORP (O)	6/24/14	500,000	45.522	22,761.07	23,015.00	253.93 ST	1,099.00	4.77
Share Price \$46.030, Rating Morgan Stanley 3, Next Dividend Payable 11/17/14								
REGIONS FINANCIAL CORP NEW (RF)	5/22/08	1,500,000	19.710	29,565.48	14,895.00	(14,670.48) LT	300.00	2.01
Share Price \$9.930, Rating Morgan Stanley 1, S&P 2, Next Dividend Payable 01/2015								
REYNOLDS AMERICAN INC (RAI)	12/10/10	500,000	33.054	16,527.13	31,455.00	14,927.87 LT		
	12/4/13	200,000	51.742	10,348.37	12,582.00	2,233.63 ST		
Total		700,000		26,875.50	44,037.00	14,927.87 LT	1,876.00	4.26
Share Price \$62.910, Rating Morgan Stanley 2, S&P 2, Next Dividend Payable 01/2015								
ROYAL DUTCH SHELL PLC (RDSA)	12/4/13	200,000	67.673	13,534.60	14,358.00	823.40 ST	639.00	4.45
Share Price \$71.790, Rating S&P 2, Next Dividend Payable 12/2014								
ROYAL DUTCH SHELL PLC CL B (RDSB)	12/9/10	300,000	65.408	19,622.37	22,401.00	2,778.63 LT	1,128.00	5.03
Share Price \$74.670, Next Dividend Payable 12/2014								
SABINE ROYALTY TRUST UBI (SBR)	6/24/14	400,000	62.548	25,019.04	20,836.00	(4,183.04) ST	2,254.00	10.81
Share Price \$52.090, Next Dividend Payable 11/2014								
SCANIA CORP NEW (SCG)	4/6/11	300,000	40.278	12,083.34	16,467.00	4,383.66 LT	630.00	3.82
Share Price \$54.890, Rating Morgan Stanley 2, S&P 1, Next Dividend Payable 01/2015								
SEADRILL LTD (SDRL)	12/9/10	500,000	34.832	17,416.15	11,500.00	(5,916.15) LT		
	11/4/12	300,000	39.463	11,838.80	6,900.00	(4,938.80) LT		
Total		800,000		29,254.95	18,400.00	(10,854.95) LT	3,200.00	17.39
Share Price \$23.000, Rating Morgan Stanley 1, Next Dividend Payable 12/2014								
SELECT INCOME REIT COM (SIR)	12/4/13	700,000	28.435	19,904.42	17,157.00	(2,747.42) ST	1,344.00	7.83
Share Price \$24.510, Rating Morgan Stanley 2, Next Dividend Payable 11/20/14								
SENIOR HSG PPTY TR SBI (SNH)	6/24/14	1,000,000	24.956	24,955.78	22,590.00	(2,365.78) ST	1,560.00	6.90
Share Price \$22.590, Rating Morgan Stanley 2, Next Dividend Payable 11/21/14								

Morgan Stanley

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SOUTHERN CO (SO)	12/31/84	400 000	4 551	1,820 48	18,544 00	16,723 52 LT 2		
	12/17/96	2,300 000	13 329	30,657 27	106,628 00	75,970 73 LT		
Total		2,700 000		32,477 75	125,172 00	92,694,25 LT	5,670 00	4 52
Share Price: \$46 360, Rating Morgan Stanley 3, S&P, 2, Next Dividend Payable 12/06/14								
STRATEGIC HTLS & RESORTS INC (BEE)	5/1/08	1,300 000	15.125	19,662 00	16,705 00	(2,957 00) LT		
Share Price: \$12 850								
SUBM PROPANE PTRNRS LP (SPH)	4/12/02	800 000	26 490	21,192 16	36,040 00	14,847 84 LT		
	4/12/02	600 000	26 490	15,894 12	27,030 00	11,135 88 LT		
	4/12/02	500 000	26 480	13,240 03	22,525 00	9,284 97 LT		
	12/9/10	43 000	59 260	2,548 16	1,937 15	(611 01) LT		
Total		1,943 000		52,874 47	87,532 15	34,657 68 LT	6,801 00	7 76
Share Price: \$45 050, Rating S&P, 3, Next Dividend Payable 11/10/14								
SUNSTONE HOTEL INVESTORS, INC (SHO)	5/1/08	1,000 000	19 371	19,370 65	15,310 00	(4,060 65) LT	200 00	1 30
Share Price: \$15 310, Rating Morgan Stanley 2, Next Dividend Payable 01/2015								
TAL INTERNATIONAL GROUP INC (TAL)	6/24/14	500 000	45 000	22,500 15	21,565 00	(935 15) ST C	1,440 00	6 67
Share Price: \$43 130, Next Dividend Payable 12/2014								
TECO ENERGY (TE)	6/26/95	900 000	22 586	20,327 65	17,649 00	(2,678 65) LT		
	2/12/96	200 000	27 301	5,460 22	3,922 00	(1,538 22) LT		
	12/17/96	1,600 000	24 093	38,548 16	31,376 00	(7,172 16) LT		
	12/17/96	500 000	24 097	12,048 62	9,805 00	(2,243 62) LT		
Total		3,200 000		76,384 65	62,752 00	(13,632 65) LT	2,816 00	4 48
Share Price: \$19 610, Rating S&P, 2, Next Dividend Payable 11/2014								
UIL HLDGS CORP (UIL)	12/9/10	500 000	31 497	15,748 41	20,570 00	4,821 59 LT	864 00	4 20
Share Price: \$41 140, Next Dividend Payable 01/2015								
UMH PROPERTIES INC (UMH)	6/24/14	2,400 000	10 149	24,357 70	24,240 00	(117 70) ST	1,728 00	7 12
Share Price: \$10 100, Next Dividend Payable 12/2014								
VECTOR GROUP LTD (VGR)	6/24/14	1,260 000	20 137	25,372 47	28,148 40	2,775 93 ST	2,016 00	7 16
Share Price: \$22 340, Next Dividend Payable 12/2014								
VERIZON COMMUNICATIONS (VZ)	12/9/10	500 000	34 405	17,202 35	25,125 00	7,922 65 LT		
	4/12/12	300 000	38 535	11,560 56	15,075 00	3,514 44 LT		
Total		800 000		28,762 91	40,200 00	11,437 09 LT	1,760 00	4 37
Share Price: \$50 250, Rating Morgan Stanley 1, S&P, 2, Next Dividend Payable 11/03/14								

LTD

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WEINGARTEN REALTY INV SBI (WRI) Share Price \$36.250, Rating S&P 2, Next Dividend Payable 12/2014	5/1/08	500,000	38.578	19,288.86	18,125.00	(1,163.86) LT	650.00	3.58
WINDSTREAM HLDGS INC COM (WIN) 5/1/08	5/1/08	1,700,000	12.256	20,835.15	17,816.00	(3,019.15) LT R		
	4/12/12	900,000	11.579	10,421.17	9,432.00	(989.17) LT R		
Total		2,600,000		31,256.32	27,248.00	(4,008.32) LT	2,600.00	9.54
Share Price \$10.480, Rating Morgan Stanley 3, S&P 1, Next Dividend Payable 01/2015								
COMMON STOCKS				\$1,834,128.83	\$2,254,850.52	\$415,373.90 LT	\$119,603.00	5.30%
						\$5,347.79 ST	\$0.00	

PREFERRED STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LEHMAN BROS HLDG 6.5 Share Price N/A, Moody W/R	10/15/03	830,000	\$26.372	\$21,888.84	N/A	N/A LT		

STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
STOCKS FTC LTD PMT 80.2% S10 CLK → 1,641,903 LTD PMT → 17,647 TOTAL 1659550				\$1,856,017.67	\$2,254,850.52	\$415,373.90 LT	\$119,603.00	5.30%
						\$5,347.79 ST	\$0.00	

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALERIAN MLP ETF (AMLPE) Share Price \$18.580, Next Dividend Payable 11/2014	6/24/14	1,300,000	\$19.281	\$25,065.46	\$24,154.00	\$(911.46) ST	\$1,450.00	6.00
ARES CAPITAL CORP (ARCC) Share Price \$15.990, Next Dividend Payable 12/2014	4/6/11	600,000	17.537	10,522.03	9,594.00	(928.03) LT	912.00	9.50
GLOBAL X SUPERDIVIDEND ETF (SDIV) Share Price \$14.830, Next Dividend Payable 11/2014	6/24/14	900,000	26.598	23,938.21	21,897.00	(2,041.21) ST	1,799.00	7.13
	7/2/14	600,000	26.685	16,010.78	14,598.00	(1,412.78) ST		
Total		1,500,000		39,948.99	36,495.00	(3,453.99) ST	2,183.00	5.98
Share Price \$24.330, Next Dividend Payable 11/2014								
GLOBAL X SUPERINCOME PREFER (SPFF) Share Price \$14.830, Next Dividend Payable 11/2014	6/24/14	1,700,000	15.404	26,186.26	25,211.00	(975.26) ST	1,799.00	7.13
ISHARES INTERNATIONAL DVLP RE (IFGL) Share Price \$31.310, Next Dividend Payable 01/2015	6/24/14	700,000	32.597	22,817.70	21,917.00	(900.70) ST	2,443.00	11.14

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EXCHANGE-TRADED & CLOSED-END FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES INTL SELECT DIV ETF (IDV) <i>Share Price \$36.080, Next Dividend Payable 01/2015</i>	11/27/12	600 000	33 117	19,870 22	21,648.00	1,777 78 LT	1,057 00	4 88
MAIN STREET CAPITAL CORP (MAIN) <i>Share Price \$31.780, Next Dividend Payable 11/2014</i>	6/24/14	700 000	32 524	22,767 13	22,246.00	(521 13) ST	1,428.00	6 41
POWERSHARES KBW HIGH DIVIDEN (KBWD) <i>Share Price \$31.780, Next Dividend Payable 11/2014</i>	6/24/14	900 000	26 539	23,885 14	23,256.00	(629 14) ST		
	7/2/14	600 000	26 767	16,059 96	15,504.00	(555 96) ST		
Total		1,500 000		39,945 10	38,760.00	(1,185 10) ST	3,083 00	7 95
<i>Share Price \$25.840, Next Dividend Payable 11/2014</i>								
SPDR DJ WILSHIRE INTL REAL EST (RWX) <i>Share Price \$43.510, Next Dividend Payable 01/2015</i>	12/4/13	400 000	42 407	16,962 97	17,404.00	441 03 ST	780 00	4 48
SPDR S&P INTL TELECOM SECTOR (IST) <i>Share Price \$26.010, Next Dividend Payable 01/2015</i>	6/24/14	900 000	27 889	25,099 89	23,409.00	(1,690.89) ST		
	7/2/14	500 000	27 986	13,993 00	13,005.00	(988 00) ST		
Total		1,400 000		39,092 89	36,414.00	(2,678.89) ST	4,672 00	12 83
<i>Share Price \$26.010, Next Dividend Payable 01/2015</i>								
YEILD SHARES HIGH INCOME (YY) <i>Share Price \$22.940, Next Dividend Payable 11/2014</i>	6/24/14	1,000 000	25.126	25,126 35	22,940.00	(2,186 35) ST		
	7/2/14	600 000	25 057	15,034 21	13,764.00	(1,270.21) ST		
Total		1,600 000		40,160 56	36,704.00	(3,456 56) ST	3,360 00	9.15

Security Description	Trade Date	Face Value	Percentage of Assets %	Orig. Unit Cost Adj	Unit Cost	Orig. Total Cost Adj	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS			10.3%				\$303,339.31	\$290,547.00	\$849.75 LT (13,642.06) ST	\$23,167.00 \$0.00	7.97%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj	Unit Cost	Orig. Total Cost Adj	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MORGAN STANLEY CUSIP 6174467P8 <i>Unit Price \$112.968, Coupon Rate 5.500%, Matures 07/24/2020, Int Semi-Annually Jan/Jul 24, Yield to Maturity 3.018%, Moody BAA2 S&P A-, Issued 07/26/10</i>	10/27/11	20,000 000	\$100 026	\$100 018	\$20,005 20	\$20,003 68	\$22,593.60	\$2,589 92 LT	\$1,100 00 \$296 38	4 86

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CORPORATE FIXED INCOME FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MORGAN STANLEY CAPITAL TRUST V 5.75 EXT TO 7/15/2052 (MWO) (MWO)	3/11/04	1,600,000	\$24,870	\$40,086.72	\$40,448.00	\$361.28 LT	—	—
	3/11/04	400,000	24,860	10,022.58	10,112.00	89.42 LT	—	—
Total		2,000,000	50,109.30	50,109.30	50,560.00	450.70 LT	2,875.00	5.68

Unit Price \$25.280, Coupon Rate 5.750%, Matures 07/15/2033, Interest Paid Quarterly Oct 15, Callable \$25.00 on 12/01/14, Moody BAA1

GENERAL MOTORS ESCROW	4/21/11	1,200,000	0.000	—	N/A	N/A LT 2	—	—
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Unit Price N/A, Coupon Rate 7.250%, Matures 04/15/2041, Interest Paid at Maturity

FIXED-RATE CAPITAL SECURITIES

		—	\$50,109.30	\$50,109.30	\$50,560.00	\$450.70 LT	\$2,875.00	5.69%
		Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %	
CORPORATE FIXED INCOME		20,000,000	\$70,114.50	\$73,153.60	\$3,040.62 LT	\$3,975.00	5.43%	

TOTAL CORPORATE FIXED INCOME (incl. accr int)

		2.6%		\$73,449.98				
		Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %	
TOTAL MARKET VALUE		100.0%	\$2,225,459.96	\$2,809,881.88	\$419,264.27 LT	\$146,764.08	5.22%	
			2,033,000	\$2,810,178.26	\$(8,294.27) ST	\$296.38		

TOTAL VALUE (includes accrued interest)

2 - You, or a third party, have provided the transaction details for this position
C - This tax lot received a return of capital, which is a return of some or all of your investment in the security. A return of capital reduces your basis in the security and is not taxed until your basis in the security is fully recovered

R - The cost basis for this tax lot was adjusted due to a reclassification of income
Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included

Client SWAFFORD

Carl A. & Theresa K. Swafford Foundation
Inc.

62-6039681

12/01/14

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Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

*Beginning
of
year*

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Southern Company - 2700 sh	Mkt Val	\$ 32,478.	\$ 110,457.
Teco Energy -3200 sh	Mkt Val	76,385.	54,944.
Integrays - 2600 sh	Mkt Val	75,332.	152,568.
Duke Energy -2740 sh	Mkt Val	107,231.	196,612.
Great Plains Energy -2000 sh	Mkt Val	51,520.	46,880.
CMS Energy -2300 sh	Mkt Val	49,932.	63,158.
exel energy -2000 sh	Mkt Val	51,181.	57,720.
First Bancorp Holdings -1475 sh	Mkt Val	50,075.	8,186.
Lehman Bros PFD -830 sh	Mkt Val	21,889.	0.
American International GP -10 sh	Mkt Val	13,919.	517.
Deluxe Corporation -300 sh	Mkt Val	9,382.	14,127.
LSI Industries -600 sh	Mkt Val	9,671.	5,526.
Masco -300 sh	Mkt Val	9,330.	6,389.
Mercury -200 sh	Mkt Val	11,877.	9,312.
Pinnacle West -200 sh	Mkt Val	8,522.	11,206.
Arthur Gallagher -300 sh	Mkt Val	9,556.	14,285.
Spectra Energy corp -1370 sh	Mkt Val	24,280.	48,781.
CBL -851 sh	Mkt Val	21,173.	16,858.
Mid Amer Apart Comm - 288 sh	Mkt Val	19,422.	19,123.
DDR Corp -441 sh	Mkt Val	17,838.	7,475.
Diamond Rock Hospitality -1500 sh	Mkt Val	19,776.	17,598.
Fifth 3rd Bancorp -1000 sh	Mkt Val	20,372.	19,085.
Frontier Communications -1800 sh	Mkt Val	17,583.	7,929.
Hospitality PPTYS -600 sh	Mkt Val	19,872.	17,628.
Mack Cali Realty -1000 sh	Mkt Val	45,531.	28,784.
One Liberty Properties -1334 sh	Mkt Val	33,202.	41,350.
Regions -1500 sh	Mkt Val	29,565.	14,445.
Strategic Htls & Resorts -1300 sh	Mkt Val	19,662.	11,310.
Sunstone Hotel -1095 sh	Mkt Val	19,917.	14,509.
Weingarten Realty -500 sh	Mkt Val	19,289.	15,865.
Windstream -1700 sh	Mkt Val	30,979.	22,217.
AGL Resources - 500 Sh	Mkt Val	18,337.	23,930.
Altria Group - 600 sh	Mkt Val	15,116.	22,388.
American Electric Power - 500 sh	Mkt Val	18,108.	23,420.
American Intl Grp Wt - 5 sh	Mkt Val	81.	107.
ARES Capital Corp 600 sh	Mkt Val	10,522.	10,422.
AT&T - 500 sh	Mkt Val	27,387.	32,580.
BCE - 500 sh	Mkt Val	18,287.	21,765.
Centerpoint - 1000 sh	Mkt Val	16,117.	24,600.
Centurylink - 400 sh	Mkt Val	29,836.	23,702.
Cons Edison - 300 sh	Mkt Val	14,931.	17,466.
Dominion Res	Mkt Val	9,137.	12,750.
Eastgroup Properties - 400 sh	Mkt Val	16,778.	25,464.
Entergy Corp - 200 sh	Mkt Val	13,684.	12,944.
Exelon Corp - 400 sh	Mkt Val	28,276.	19,978.
First Energy Corp	Mkt Val	18,253.	18,935.
Orange new - 500 sh	Mkt Val	11,494.	6,865.
GM WTS- 0710160-0108 sh	Mkt Val	9,378.	2,971.
GM WTS - 071019 -108 sh	Mkt Val	7,274.	2,122.
GM - 120 sh	Mkt Val	14,128.	4,434.
Health Care Reit - 600 sh	Mkt Val	17,442.	25,940.
Hudson City Bancorp - 1000 sh	Mkt Val	9,885.	8,980.
Kimberly Clark - 200 sh	Mkt Val	13,300.	21,600.
Knightsbridge Tankers - 700 sh	Mkt Val	16,286.	5,768.
Lorillard - 200 sh	Mkt Val	16,605.	30,606.

Client SWAFFORD

Carl A. & Theresa K. Swafford Foundation
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Statement 5 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Beginning of year Book Value	Fair Market Value
New York Community	Mkt Val	\$ 10,522.	\$ 7,726.
Nisource - 900 sh	Mkt Val	15,790.	28,368.
Nordic American Tankers - 600 sh	Mkt Val	15,277.	4,896.
PPL Corp - 600 sh	Mkt Val	15,539.	18,378.
Public Service Enterprise - 300 sh	Mkt Val	9,506.	10,050.
Reynolds American - 500 sh	Mkt Val	16,527.	25,685.
Royal Dutch - 300 sh	Mkt Val	19,622.	20,856.
Scana Corp - 300 sh	Mkt Val	12,083.	13,989.
Seadrill LTD - 500 sh	Mkt Val	29,255.	37,296.
Total S A Spon Adr - 300 sh	Mkt Val	15,990.	18,354.
UIL HLDGS - 500 sh	Mkt Val	15,748.	19,260.
Vectren - 600 sh	Mkt Val	15,551.	20,952.
Verizon - 500 sh	Mkt Val	28,763.	40,408.
CONS Communications Hldgs - CNSL - 1200	Mkt Val	22,396.	22,356.
Motors Liq co guc Tr Ubi - 30 sh	Mkt Val	0.	1,089.
BP PLC Ads - 300 sh	Mkt Val	12,510.	13,950.
Lockheed Martin - 125 sh	Mkt Val	11,521.	16,668.
Ishares intl Select div - 600 sh	Mkt Val	19,870.	22,818.
Crestwood Midstream Partners - 172 sh	Mkt Val	5,358.	3,767.
	Total	\$ 1,609,211.	\$ 1,803,197.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Beginning of year Book Value	Fair Market Value
BNY Capital V 5.95% -800	Mkt Val	\$ 0.	\$ 0.
800 Bac Cap Tr 5 7/8 %	Mkt Val	0.	0.
565 sh Corts Unum Prv CU	Mkt Val	0.	0.
Morgan Stan V cum -2000 sh	Mkt Val	50,109.	47,184.
Morgan Stanley Bond - 5.5%	Mkt Val	20,005.	22,576.
Accrued Interest	Mkt Val	0.	294.
	Total	\$ 70,114.	\$ 70,054.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Beginning of year Book Value	Fair Market Value
Buckeye Partners -1300 sh	Mkt Val	\$ 8,531.	\$ 87,451.
Kinder Morgan Energy Partner LP -1500 sh	Mkt Val	-39,132.	121,050.
Oneok (Northern border) LP -2400 sh	Mkt Val	-22,730.	129,048.
subn Propane partners lp -1900 sh	Mkt Val	15,701.	92,642.
Enterprise Prod -2353 sh	Mkt Val	2,426.	148,898.
Amerigas -300 sh	Mkt Val	9,837.	13,521.

Client SWAFFORD

Carl A. & Theresa K. Swafford Foundation
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Beginning of year

Statement 7 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
El Paso Pipeline - 500 sh	Mkt Val	\$ 13,536.	\$ 20,280.
Crestwood Equity (inergy)	Mkt Val	11,114.	6,040.
Linn Energy	Mkt Val	8,423.	11,080.
PAA Natural Gas Storage - 700 sh	Mkt Val	12,239.	15,946.
Plains All American - 300 sh	Mkt Val	15,518.	30,732.
Star Gas Partners LP - 2800 sh	Mkt Val	15,386.	15,204.
Williams Partners - 300 sh	Mkt Val	10,041.	15,426.
	Total	\$ 60,890.	\$ 707,318.

Statement 8
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec	Book Value	Fair Market Value
Machinery and Equipment	\$ 9,642.	\$ 9,359.	\$ 283.	\$ 0.
Total	\$ 9,642.	\$ 9,359.	\$ 283.	\$ 0.

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: Carl & Theresa K. Swafford Foundation
 Name: Carl & Theresa K. Swafford Foundation
 Care Of: Carl A. Swafford, Jr.
 Street Address: 2265 Oakleigh Drive
 City, State, Zip Code: Murfreesboro, TN 37129
 Telephone: 615-297-7835
 E-Mail Address:
 Form and Content: No Prescribed Form
 Submission Deadlines: No Deadline
 Restrictions on Awards: None