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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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation **CARL AND CAROLINE SWANSON FOUNDATION, INC.** A Employer identification number
650134000 47-6024644

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite B Telephone number (see instructions)
4935 BATTLEFIELD DRIVE 402-453-7500

City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here
OMAHA, NE 68152

G Check all that apply: Initial return Initial return of a former public charity
Final return Amended return
Address change 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) \$ **23,583,052.** J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	472,094.	459,554.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	747,023.			
b Gross sales price for all assets on line 6a 3,963,730.				
7 Capital gain net income (from Part IV, line 2)		747,023.		
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)	12,402.			STMT 4
12 Total. Add lines 1 through 11	1,231,519.	1,206,577.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	88,577.	79,719.		8,858.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 5	60,000.	30,000.	NONE	30,000.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 6	24,333.	24,333.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 7	2,969.	2,969.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23.	175,879.	137,021.	NONE	38,858.
25 Contributions, gifts, grants paid	947,000.			947,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,122,879.	137,021.	NONE	985,858.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	108,640.			
b Net investment income (if negative, enter -0-)		1,069,556.		
c Adjusted net income (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	27,747.	28,149.	28,149.
	2	Savings and temporary cash investments	236,752.	345,411.	345,411.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 8	8,626,584.	8,607,074.	17,485,849.
	c	Investments - corporate bonds (attach schedule) . STMT 10	5,706,977.	5,717,813.	5,723,643.
	Liabilities	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)	14,598,060.	14,698,447.	23,583,052.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	14,598,060.	14,698,447.		
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)	14,598,060.	14,698,447.		
31	Total liabilities and net assets/fund balances (see instructions)	14,598,060.	14,698,447.		

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	14,598,060.
2	Enter amount from Part I, line 27a	2	108,640.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	9,219.
4	Add lines 1, 2, and 3	4	14,715,919.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	17,472.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,698,447.

**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)
1 a 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 3,963,730.		3,216,707.	747,023.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			747,023.		
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	747,023.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	1,141,911.	19,914,380.	0.057341
2014	969,085.	23,392,118.	0.041428
2013	971,296.	20,856,944.	0.046569
2012	854,000.	18,669,741.	0.045742
2011	808,865.	17,736,457.	0.045605

2 Total of line 1, column (d)	2	0.236685
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	0.047337
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	22,740,301.
5 Multiply line 4 by line 3.	5	1,076,458.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	10,696.
7 Add lines 5 and 6.	7	1,087,154.
8 Enter qualifying distributions from Part XII, line 4. 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.	8	985,858.

**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	21,391.
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	21,391.
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	21,391.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	7,384.	
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	7,384.	
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	14,007.	
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 2017 estimated tax <input type="checkbox"/> NONE <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (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

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	Yes	No
				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 ► N/A	13	X	
14	The books are in care of ► The Foundation Telephone no ► (402) 453-7500 Located at ► 4935 BATTLEFIELD DRIVE, OMAHA, NE ZIP+4 ► 68152			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

1a	During the year did the foundation (either directly or indirectly):		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?		Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	X	Yes	No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		Yes	X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		Yes	X 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 ►	1b		X
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 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ►		Yes	X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Yes	X No
b	If "Yes," did it have excess business holdings in 2016 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 2016.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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	88,577.	-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.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2	
All other program-related investments See instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,086,600.
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	23,086,600.
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	23,086,600.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	346,299.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,740,301.
6	Minimum investment return. Enter 5% of line 5	6	1,137,015.

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	1,137,015.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	21,391.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	21,391.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,115,624.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,115,624.
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	1,115,624.

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	985,858.
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	985,858.
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	985,858.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,115,624.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			970,718.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4. ► \$ <u>985,858.</u>				
a Applied to 2015, but not more than line 2a			970,718.	
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 2016 distributable amount				15,140.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				1,100,484.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

FREDERICK S. BUCHOLZ

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

N/A

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

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

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

SEE STATEMENT 15

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

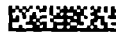
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 19				947,000.
Total			3a	947,000.
b Approved for future payment				
Total			3b	



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

04/20/2017

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

DIEGO RESTREPO

~~Prepared signature re~~

Date _____

04/20/2017

Check		if
-------	--	----

7 self-employed

PTIN

P00670890

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN	▶ 34-6565596
------------	--------------

Firm's address ► 99 WOOD AVENUE SOUTH
ISELIN, NJ

08830

Phone no 732-767-9100

Form **990-PF** (2016)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC SR UNSECURED NOTES	3,542.	3,542.
ALCOA INC NOTES	5,066.	5,066.
AMERICAN TOWER CORP SR UNSECURED NOTES	1,163.	1,163.
AMERICAN TOWER CORP SR UNSECURED NOTES	3,894.	3,894.
AMERIPRISE FINANCIAL INC COM	4,945.	4,945.
AMGEN INC COM	4,800.	4,800.
ANADARKO PETE CORP COM	300.	300.
APACHE CORP COM	250.	250.
APPLE INC COM	22,300.	22,300.
ARROW ELECTRONICS INC SR UNSECURED NOTES	7,245.	7,245.
AVNET INC NOTES	5,823.	5,823.
NORTHERN INSTITUTIONAL GOV'T PRINCIPAL	658.	658.
NORTHERN INSTITUTIONAL GOV'T INCOME	346.	346.
BLACKROCK INC COM	9,847.	9,847.
BLOCK FINANCIAL LLC SR UNSECURED NOTES	7,971.	7,971.
CDK GLOBAL INC SR UNSECURED NOTES	2,482.	2,482.
C.D.W. LLC / C.D.W. FINANCE SR UNSECURED	2,070.	2,070.
C.D.W. LLC / C.D.W. FINANCE SR UNSECURED	7,507.	7,507.
CA INC SR UNSECURED NOTES	8,832.	8,832.
CAPITAL ONE FINANCIAL CORP COM	9,600.	9,600.
CENTURYLINK INC NOTES	11,596.	11,596.
CHEVRON CORP COM	8,580.	8,580.
COMCAST CORP CL A	3,763.	3,763.
DAVITA HEALTHCARE SR UNSECURED NOTES	4,438.	4,438.
DAVITA HEALTHCARE SR UNSECURED NOTES	3,096.	3,096.
DELUXE CORP NOTES	2,700.	2,700.
DIRECTV HOLDINGS / FING SR UNSECURED NOT	3,734.	3,734.
DISNEY COM	8,520.	8,520.
DISCOVERY COMMUNICATIONS SR UNSECURED NO	1,727.	1,727.
DISCOVERY COMMUNICATIONS SR UNSECURED NO	1,083.	1,083.
DISH D.B.S. CORP SR UNSECURED NOTES	1,496.	1,496.
DISH D.B.S. CORP SR UNSECURED NOTES	4,769.	4,769.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DUN & BRADSTREET CORP SR UNSECURED NOTES	8,308.	8,308.
ECOLAB INC COM	2,100.	2,100.
EXPEDIA INC NOTES	9,920.	9,920.
FEDEX CORP COM	1,950.	1,950.
FIDELITY NATIONAL INFORM SR UNSECURED NO	1,890.	1,890.
FIDELITY NATIONAL INFORM SR UNSECURED NO	5,310.	5,310.
FISERV INC NOTES	3,238.	3,238.
GAP INC SR UNSECURED NOTES	10,506.	10,506.
GILEAD SCIENCES INC COM	2,740.	2,740.
HCA INC NOTES	6,707.	6,707.
HCA INC SENIOR NOTES	-697.	-697.
INTL GAME TECHNOLOGY SR UNSECURED NOTES	5,193.	5,193.
INTERNATIONAL GAME TECHNOLOGY SR UNSECUR	3,921.	3,921.
ISHARES MSCI EMERGING MARKETS ETF	1,060.	1,060.
ISHARES CORE S&P MID CAP ETF	15,832.	15,832.
ISHARES CORE S&P SMALL CAP ETF	8,355.	8,355.
JPMORGAN CHASE & CO COM	6,440.	6,440.
JARDEN CORP NOTES	2,092.	2,092.
JOHNSON & JOHNSON COM	4,725.	4,725.
JUNIPER NETWORKS INC SR UNSECURED NOTES	265.	265.
JUNIPER NETWORKS INC SR UNSECURED NOTES	1,714.	1,714.
KLA-TENCOR CORP SENIOR NOTES	7,078.	7,078.
L-3 COMMUNICATIONS CORP NOTES	9,105.	9,105.
LABORATORY CORP OF AMER HOLDINGS SR UNSE	5,636.	5,636.
LEXMARK INTL INC NOTES	6,203.	6,203.
LOWES COS INC COM	1,295.	1,295.
MASCO CORP SR UNSECURED NOTES	4,294.	4,294.
MASCO CORP SR UNSECURED NOTES	3,189.	3,189.
MASTERCARD INC CL A	8,360.	8,360.
MOTOROLA SOLUTIONS INC SR UNSECURED NOTE	642.	642.
PEPSICO INC COM	5,820.	5,820.
PHILIP MORRIS INTERNATIONAL INC COM	9,220.	9,220.
T ROWE PRICE GROUP INC COM	3,780.	3,780.
	650134000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
QUALCOMM INC COM	8,280.	8,280.
RPM INTERNATIONAL INC SR UNSECURED NOTES	2,571.	2,571.
RPM INTERNATIONAL INC SR UNSECURED NOTES	2,694.	2,694.
DONNELLEY R.R. & SONS CO SR UNSECURED NO	12,428.	12,428.
ROPER TECHNOLOGIES INC COM	1,800.	1,800.
SCHLUMBERGER LTD COM	6,000.	6,000.
SEAGATE H.D.D. CAYMAN SR UNSECURED NOTES	7,078.	7,078.
SEAGATE HDD CAYMAN SR UNSECURED NOTES	359.	359.
SERVICE CORP INTL SR UNSECURED NOTES	556.	556.
STARBUCKS CORP COM	3,400.	3,400.
STEEL DYNAMICS INC SR UNSECURED NOTES	372.	372.
STERLING CAPITAL BEHAVIORAL SMALL CAP VA	1,946.	1,946.
TOTAL SYSTEM SERVICES INC NOTES	1,714.	1,714.
TOTAL SYSTEM SERVICES INC NOTES	2,335.	2,335.
TRANSDIGM INC NOTES	1,196.	1,196.
U.R.S. CORP SR UNSECURED NOTES	9,447.	9,447.
UNION PACIFIC CORP COM	15,978.	15,978.
VALMONT INDUSTRIES NOTES	4,720.	4,720.
VANGUARD FTSE ALL-WORLD EX-US INDEX FUND	2,007.	2,007.
VERISK ANALYTICS INC NOTES	5,119.	5,119.
VERISK ANALYTICS INC NOTES	3,107.	3,107.
VIACOM INC SR UNSECURED NOTES	6,736.	6,736.
VISA INC CLASS A	4,680.	4,680.
WELLS FARGO & CO NEW COM	11,740.	11,740.
WILLIS NORTH AMERICA INC NOTES	8,370.	8,370.
WILLIS NORTH AMERICA INC NOTES	2,450.	2,450.
XEROX CORPORATION SR UNSECURED NOTES	217.	217.
XEROX CORPORATION SR UNSECURED NOTES	1,586.	1,586.
EATON CORP PLC SHS	12,540.	
PERRIGO COMPANY PLC	334.	334.
	-----	-----
	472,094.	459,554.
	=====	=====
	650134000	
TOTAL		



CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
FEDERAL TAX REFUND	12,402.

TOTALS	12,402.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL & ADMIN	60,000.	30,000.		30,000.
	-----	-----	-----	-----
TOTALS	60,000.	30,000.	NONE	30,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MGMT FEES-SUBJECT T	24,333.	24,333.
	-----	-----
TOTALS	24,333.	24,333.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	2,575.	2,575.
FOREIGN TAXES ON QUALIFIED FOR	308.	308.
FOREIGN TAXES ON NONQUALIFIED	86.	86.
	-----	-----
TOTALS	2,969.	2,969.
	=====	=====

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
APACHE CORP	188,393.	523,440.
CAPITAL ONE FINANCIAL CORP	85,182.	104,595.
ANADARKO	180,773.	385,770.
WELLS FARGO & CO NEW	360,000.	525,025.
ALLERGAN INC	54,708.	240,765.
EXPRESS SCRIPTS INC	101,413.	209,260.
PEPSICO INC	171,678.	260,800.
QUALCOMM INC	115,068.	235,400.
CHEVRON CORP		
T ROWE PRICE GRP	310,310.	868,125.
CELGENE	57,507.	256,312.
ROPER TECHNOLOGIES INC	198,289.	673,920.
UNION PACIFIC	113,054.	449,922.
AMAZON	163,485.	1,100,290.
APPLE INC	172,174.	960,225.
MASTERCARD	65,449.	182,980.
PHILIP MORRIS	143,385.	585,150.
VISA		
ISHARE EMERG MKTS	279,614.	625,320.
DISNEY		
ISHARES MD CAP 400		
COGNIZANT TECH		
EATON	234,344.	335,450.
PRICELINE	245,192.	586,424.
STARBUCKS	72,981.	222,080.
SCHLUMBERGER	241,185.	251,850.
COMCAST CORP	155,677.	241,675.
BERKSHIRE CLASS A	269,160.	732,363.
BERKSHIRE CLASS B	157,999.	325,960.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
JP MORGAN CHASE	197,779.	302,015.
BIOGEN INC	169,098.	170,148.
DAVITA HEALTHCARE		
ECOLAB INC COM	134,863.	175,830.
ISHARE SMALL CAP		
CONTINENTAL RESOURCES, INC	271,338.	309,240.
BLACKROCK INC	394,682.	494,702.
GILEAD SCIENCES INC		
JOHNSON&JOHNSON	129,945.	172,815.
PERRIGO COMPANY		
AMERIPRISE FINCL IN		
AMGEN INC	223,177.	221,880.
FEDEX CORP	178,390.	175,452.
ALPHABET INC CL C	246,606.	279,300.
ALPHABET INC CL A	122,960.	541,046.
FACEBOOK INC-A	122,844.	554,715.
PAYPAY HOLDINGS INC	133,955.	172,575.
STERLING CAPITAL BEHAVIORAL	183,715.	276,290.
LOWES COS INC COM	133,666.	157,640.
CERNER CORP COM	266,043.	248,920.
THERMO FISHER SCIENTIFIC INC C	57,909.	47,370.
FISERV	74,479.	70,550.
LEVEL 3 COMMUNICATIONS INC COM	97,117.	106,280.
ISHARES CORE S&P SMALL CAP ETF	211,157.	225,440.
ISHARES CORE S&P MID CAP ETF	346,506.	687,600.
VANGUARD FTSE ALL-WORLD EX-US	549,775.	992,040.
	224,050.	220,900.
	-----	-----
TOTALS	8,607,074.	17,485,849.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
VALMONT IND 6.625% 4/20/20		
GAP INC 5.95 4/12/2021	174,335.	189,421.
EXPEDIA 5.95 8/15/2020	161,159.	174,891.
VERISK 4.875 1/15/2019	107,154.	110,076.
WILLIS N/A 7.0% 9/29/2019	41,393.	38,941.
ALCOA 6.15%		
DELUXE CORP 6.0% 11/15/2020		
CENTURYLINK 6.45% DUE 06/15/20	182,439.	177,873.
VERISK 4.125% 09/12/2022	76,562.	79,184.
WILLIS N/A 6.2% 3/28/2017	143,001.	136,503.
L-3 COMMUN 5.2% 10/15/2019	202,072.	193,603.
HCA INC 6.5% 2/15/2020	179,566.	179,416.
LEXMARK 5.125% 3/15/2020		
AVNET 5.875% 6/15/2020		
DONNELLEY 7.875% 3/15/2021		
SEAGATE CAYMAN 7.0% 11/01/2021	170,550.	167,890.
FISERV 3.5% 10/1/2022		
JARDEN CORP 7.5% 5/1/2017	94,941.	96,748.
XEROX CORP 2.8% 5/15/2020		
URS CORP 5% 4/1/2022		
ARROW ELECTRONICS 4.5% 3/1/2023	162,267.	149,745.
DIRECTV H/F 3.95% 1/15/2025	179,762.	178,327.
AMERICAN TWR 5.05% 9/1/2020		
INTL GAME TECH 5.5% 6/15/2020	30,327.	31,120.
RPM INTL INC 6.50% 02/15/2018	90,333.	90,045.
AMERICAN TOWER CORP 3.4% 02/15	110,463.	108,996.
HCA INC 3.75% 03/15/2019	147,711.	148,183.
INTL GAME TECHNOLOGY 7.5% 06/1		
DISH D.B.S. CORP 7.875% 09/01/		

47-6024644

CARL AND CAROLINE SWANSON FOUNDATION, INC.

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
BLOCK FINCL LLC 4.125% 10/01/2	189,493.	193,979.
XEROX CORP 4.5% 05/15/2021		
KLA-TENCOR CORP 4.125% 11/01/2	188,093.	192,920.
SERVICE CORP INTL 5.375% 01/15	184,323.	184,521.
LABORATORY CORP OF AMER HOLDI	114,389.	113,815.
MASCO CORP 5.95% 03/15/2022		
3/15/2022		
C.D.W LLC/ C.D.W. FINANCE 6.0%	126,985.	127,490.
DAVITA HEALTHCARE 5.75% 08/15/	76,739.	76,352.
RPM INTL INC 3.45% 11/15/2022	183,489.	187,455.
DUN & BRADSTREET CORP 4.375% 1		
SEAGATE HDD CAYMAN 4.75% 06/01		
CA INC 4.5% 08/15/2023	160,694.	156,195.
C.D.W LLC/ C.D.W. FINANCE 5.0%	190,052.	182,146.
VIACOM INC 4.25% 09/01/2023	118,046.	125,492.
FIDELITY NATIONAL INFORM 3.875	60,659.	59,850.
DAVITA HEALTHCARE 5.125% 07/15	72,157.	73,080.
MASCO CORP 4.45% 04/01/2025	141,639.	145,077.
VALMONT INDUSTRIES NOTES 6.625	137,545.	141,795.
DISH D.B.S CORP SR UNSECURED N	105,753.	106,221.
JUNIPER NETWORKS INC SR. UNSEC	115,293.	118,697.
TOTAL SYSTEM SERVICES INC 3.8	59,966.	59,601.
FIDELITY NATIONAL INFORM SR UN	180,556.	178,906.
MOTOROLA SOLUTIONS INC SR. UNS	68,578.	70,720.
TRANSDIGM INC NOTES 6 % DUE 0	99,034.	100,414.
DISCOVERY COMMUNICATIONS SR UN	58,598.	59,592.
TOTAL SYSTEM SERVICES INC NOTE	73,078.	70,559.
JUNIPER NETWORKS INC SR. UNSEC	89,677.	89,468.
QVC INC NOTES 4.85% 04/01/2024		

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CDK GLOBAL INC SR UNSECURED NO	151,010.	148,410.
AT&T INC SR. UNSECURED NOTES 3	196,747.	190,329.
QVC INC NOTES 4.45% DUE 02/15/	95,436.	93,239.
DISCOVERY COMMUNICATIONS SR. U	72,531.	72,658.
STEEL DYNAMICS INC SR UNSECURE	153,218.	153,700.
	-----	-----
TOTALS	5,717,813.	5,723,643.
	=====	=====



CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ACCRUED INC 2015 TO 2016
ADJUSTMENT
ACCRUED INTEREST 20156,664.
110.
2,445.

TOTAL

9,219.
=====



CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

ADJ. FOR PRIOR YEAR RETURN OF CAPITAL	14,024.
ACCRUED INC 2016 TO 2017	97.
ACCRUED INTEREST 2016	2,211.
ROC ADJUSTMENT	1,140.

TOTAL	17,472.
	=====



CARL AND CAROLINE SWANSON FOUNDATION, INC.
FORM 990PF, PART XV - LINES 2a - 2d

47-6024644

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



CARL AND CAROLINE SWANSON FOUNDATION, INC.
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

47-6024644

RECIPIENT NAME:

COLORADO STATE UNIV FOUNDATION
Dept of Animal Sciences

ADDRESS:

601 SOUTH HOWES STREET
FORT COLLINS, CO 80523-7115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 550,000.

RECIPIENT NAME:

GRETCHEN SWANSON CENTER
FOR NUTRITION

ADDRESS:

8401 WEST DODGE ROAD SUITE 100
OMAHA, NE 68114

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

HEARTLAND EQUINE THERAPEUTIC
RIDING ACADEMY

ADDRESS:

P.O. BOX 260
VALLEY, NE 68064

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

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CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

RECIPIENT NAME:

TEXAS A&M University Foundation

ADDRESS:

401 GEORGE BUSH DRIVE

COLLEGE STATION, TX 77840-2811

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 75,000.

RECIPIENT NAME:

NATIONAL SNAFFLE BIT FOUNDATION

(NSBA)

ADDRESS:

1391 ST. PAUL AVENUE

Gurnee, IL 60031

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Reining Horse Foundation

ADDRESS:

3021 WESTE RENO AVENUE

Oklahoma City, 73107

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

NAP Educational Foundation

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

PHB HERITAGE FOUNDATION

ADDRESS:

1120 IRON STREET

KELLOGG, IA 50135

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

REEF ENVIRONMENTAL EDUCATION
FOUNDATION

ADDRESS:

PO BOX 370246

KEY LARGO, FL 33037

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

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CARL AND CAROLINE SWANSON FOUNDATION, INC.

47-6024644

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

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RECIPIENT NAME:

Beta Theta Pi

ADDRESS:

5134 BONHAM ROAD

Oxford, OH 45056

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

BRECKENRIDGE OUTDOOR

EDUCATION CENTER

ADDRESS:

P.O. BOX 697

BRECKENRIDGE, CO 80424

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL FUND

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 75,000.

TOTAL GRANTS PAID:

947,000.

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