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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation COVENANT FOUNDATION		A Employer identification number 31-1225037
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 3777 WEST FORK ROAD		B Telephone number
	City or town, state, and ZIP code CINCINNATI, OH 45247		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,835,087.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	850,000.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	87.	87.		Statement 1
4	Dividends and interest from securities	278,817.	278,817.		Statement 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	30,729.			
b	Gross sales price for all assets on line 6a 331,964.				
7	Capital gain net income (from Part IV, line 2)		30,729.		
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)				
11	Other income				
12	Total. Add lines 1 through 11	1,159,633.	309,633.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees Stmt 3	550.	275.		275.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,311.	0.		6,311.
22	Printing and publications	22.	0.		22.
23	Other expenses Stmt 4	737.	42.		695.
24	Total operating and administrative expenses. Add lines 13 through 23	7,620.	317.		7,303.
25	Contributions, gifts, grants paid	603,200.			603,200.
26	Total expenses and disbursements. Add lines 24 and 25	610,820.	317.		610,503.
27	Subtract line 26 from line 12	548,813.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		309,316.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2009)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	144,186.	526,507.	526,507.
	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			
	7 Other notes and loans receivable ▶ 227,468.			
	Less allowance for doubtful accounts ▶	250,000.	227,468.	227,468.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	14,662,174.	14,800,558.	13,231,945.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 7	1,484,123.	1,552,510.	1,849,167.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	16,540,483.	17,107,043.	15,835,087.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ <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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	16,540,483.	17,107,043.		
30 Total net assets or fund balances	16,540,483.	17,107,043.		
31 Total liabilities and net assets/fund balances	16,540,483.	17,107,043.		

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	16,540,483.
2 Enter amount from Part I, line 27a	2	548,813.
3 Other increases not included in line 2 (itemize) ▶ See Statement 5	3	17,747.
4 Add lines 1, 2, and 3	4	17,107,043.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,107,043.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 917.07 SHS JOHNSON FIXED INCOME FD	P	12/30/08	09/28/09
b 8800 SHS JOHNSON DISCIPLINED MID CAP FD	P	05/05/97	11/20/09
c 5000 SHS JOHNSON FIXED INCOME FD	P	03/19/93	09/28/09
d Capital Gains Dividends			
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 15,636.		15,067.	569.
b 200,112.		203,624.	-3,512.
c 85,250.		82,544.	2,706.
d 30,966.			30,966.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			569.
b			-3,512.
c			2,706.
d			30,966.
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	30,729.
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) If (loss), enter -0- in Part I, line 8	}	3	N/A

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 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))
2008	414,026.	16,548,598.	.025019
2007	835,478.	18,787,815.	.044469
2006	939,538.	17,270,917.	.054400
2005	824,868.	16,665,987.	.049494
2004	645,881.	12,951,789.	.049868

2 Total of line 1, column (d)	2	.223250
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	.044650
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	13,205,883.
5 Multiply line 4 by line 3	5	589,643.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,093.
7 Add lines 5 and 6	7	592,736.
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	610,503.

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	3,093.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	3,093.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	3,093.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 9,302.	7	9,302.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	6,209.
7 Total credits and payments. Add lines 6a through 6d		11	3,116.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be credited to 2010 estimated tax	3,093. Refunded		

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 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"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
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"/> OH		
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 2009 or the taxable year beginning in 2009 (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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► TIMOTHY E. JOHNSON Telephone no ► _____
 Located at ► 3777 WEST FORK RD., CINCINNATI, OH ZIP+4 ► 45247

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 N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<u>N/A</u>	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	<u>N/A</u>	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	<u>N/A</u>	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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
TIMOTHY E. JOHNSON 3777 WEST FORK RD. CINCINNATI, OH 45247	TRUSTEE 0.50	0.	0.	0.
JANET L. JOHNSON 3777 WEST FORK RD. CINCINNATI, OH 45247	TRUSTEE 0.25	0.	0.	0.
TIMOTHY C. GEHNER 3777 WEST FORK RD. CINCINNATI, OH 45247	TRUSTEE 0.25	0.	0.	0.
SUSAN R PAGLIARO 3777 WEST FORK RD. CINCINNATI, OH 45247	TRUSTEE 0.25	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	13,406,988.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,406,988.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,406,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	201,105.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,205,883.
6	Minimum investment return. Enter 5% of line 5	6	660,294.

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	660,294.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,093.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,093.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	657,201.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	657,201.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	657,201.

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	610,503.
b	Program-related investments - total from Part IX-B	1b	0.
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)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	610,503.
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	5	3,093.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	607,410.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				657,201.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			348,678.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 610,503.				
a Applied to 2008, but not more than line 2a			348,678.	
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 2009 distributable amount				261,825.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				395,376.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 ATTACHED STATEMENT 8				603,200.
Total				▶ 3a 603,200.
b Approved for future payment None				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	87.	
4 Dividends and interest from securities				14	278,817.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income				14		
8 Gain or (loss) from sales of assets other than inventory				18	30,729.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		309,633.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13	309,633.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

Sign Here

Signature of officer or trustee

Date _____

→ **Title**

Preparer's
signature

Date

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

Fiduciary Solutions, Ltd.
6135 Trust Drive, Suite 118
Holland, OH 43528

FIN ▶

Phone no (419) 861-2300

Form 990-PF (2009)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

COVENANT FOUNDATION

Employer identification number

31-1225037

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

COVENANT FOUNDATION

31-1225037

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FAIRVIEW PARTNERS 5807 MCCRAY COURT CINCINNATI, OH 45224	\$ 850,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Denise L. Johnson

From: Bonnie Schultes [bschultes@johnsoninv.com]
Sent: Monday, April 05, 2010 2:05 PM
To: 'Denise L. Johnson'
Subject: RE: Covenant Foundation
Attachments: image001.gif; image002.gif; SKMBT_C65010040515070.pdf

\$303.54 is the only value listed anywhere on the Form 712. I've attached a copy for your files. Please let me know if you agree the starting value should be \$303.54 after you review this. THANKS!

Bonnie Schultes
Johnson Investment Counsel, Inc.
3777 West Fork Road
Cincinnati, OH 45247
513.661.3100
bschultes@johnsoninv.com



From: Denise L. Johnson [mailto:djohnson@fidsol.com]
Sent: Monday, April 05, 2010 3:00 PM
To: Bonnie Schultes
Subject: RE: Covenant Foundation

Please fax me a copy of the Form 712 does it indicate cash value? On the other policies, we used cash value when contributed as our beginning cost basis. Thanks!

From: Bonnie Schultes [mailto:bschultes@johnsoninv.com]
Sent: Monday, April 05, 2010 1:15 PM
To: 'Denise L. Johnson'
Cc: Cyndi Dicello
Subject: RE: Covenant Foundation

I had recorded the amount from Form 712, which was consistent with what I did on the other policies. I believe this was at Tim's direction but, I can't swear to it. That said, should we be consistent with all of the other donated policies and list what's on the 712 as the starting value?

Bonnie Schultes
Johnson Investment Counsel, Inc.
3777 West Fork Road
Cincinnati, OH 45247
513.661.3100
bschultes@johnsoninv.com



From: Denise L. Johnson [mailto:djohnson@fidsol.com]
Sent: Monday, April 05, 2010 2:12 PM
To: Bonnie Schultes
Cc: Cyndi Dicello
Subject: RE: Covenant Foundation

I believe that the value was \$303.54 but we treated the cost basis to the foundation as zero when we received the policy.

From: Bonnie Schultes [mailto:bschultes@johnsoninv.com]
Sent: Monday, April 05, 2010 12:54 PM
To: 'Denise L. Johnson'
Cc: Cyndi Dicello
Subject: RE: Covenant Foundation

Okay - Thanks for the explanation I've adjusted the formula and amount on the John Hancock Policy and agree with your number

The 303.54 on the Lincoln National Policy came from the Form 712 which was issued when the policy was donated As far as dividends received or dividends applied against the premium, this has not occurred for the Lincoln National policy - only premiums have paid. Please let me know if you would like a copy of the Form 712 for your records and if you now agree with the amount I have listed for this policy

Thanks!

Bonnie Schultes
Johnson Investment Counsel, Inc
3777 West Fork Road
Cincinnati, OH 45247
513.661 3100
bschultes@johnsoninv.com



From: Denise L. Johnson [mailto:djohnson@fidsol.com]
Sent: Monday, April 05, 2010 12:38 PM
To: Bonnie Schultes
Cc: Cyndi Dicello
Subject: RE: Covenant Foundation

The cash received (dividend) on the John Hancock policy would reduce the cost basis. The cash we paid in premium on the Lincoln policy would increase the cost basis. Not sure where the original \$303.54 on this policy came from but I'm using the amount we paid out as the cost basis and we are in balance. Does that help? Denise

From: Bonnie Schultes [mailto:bschultes@johnsoninv.com]
Sent: Monday, April 05, 2010 10:54 AM
To: 'Denise L. Johnson'
Cc: Cyndi Dicello
Subject: RE: Covenant Foundation

Thanks for the email Please record the \$850,000 as from Fairview Partners at 5807 McCray Court, Cincinnati, OH 45224

I am confused about the amounts you say we should list on the insurance policies because my notes indicate we should only be concerned with actual cash transactions {i.e. cash dividends received or cash dividends paid (not applied)} Please explain the difference so I can better understand

Thanks!

Bonnie Schultes
Johnson Investment Counsel, Inc
3777 West Fork Road

Cincinnati, OH 45247
513 661.3100
bschultes@johnsoninv.com



From: Denise L. Johnson [mailto:djohnson@fidsol.com]
Sent: Monday, April 05, 2010 10:46 AM
To: Bonnie Schultes
Cc: Cyndi Dicello
Subject: Covenant Foundation

A couple things on this return:

1. How do you want the contribution of \$850,000 to read? Fairview Partners (not individual) and if so what address? Or do you want the individual partners of Fairview Partners listed as making the contribution? If so, please provide that information.
2. The contribution form (statement 8) that you sent indicates for 2008. Please make the change and forward the corrected copy to me for inclusion in the tax return.
3. Life insurance policy cost basis sheet – the ending cost basis for the John Hancock policy should be \$12,195.13 and the ending cost basis for Lincoln National policy should be \$540.

Please let me know if you have any questions. Thanks!

Denise L. Johnson
Fiduciary Solutions Ltd.
5627 Rosinweed Ln
Naperville, IL 60564
630-717-9920
Fax: 630-717-9960

CONFIDENTIALITY NOTICE: This communication is confidential, may be privileged and is meant only for the intended recipient. If you are not the intended recipient, please notify the sender ASAP and delete this message from your system.

IRS CIRCULAR 230 NOTICE: To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law.

This e-mail is only intended for the person(s) to whom it is addressed and may contain confidential information. Unless stated to the contrary, any opinions or comments are personal to the writer and do not represent the official view of the company. If you have received this e-mail in error, please notify us immediately by reply e-mail and then delete this message from your system. Please do not copy it or use it for any purposes, or disclose its contents to any other person. Thank you for your cooperation.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
FIRST AMERICAN TREASURY OBLIGATION FD	87.
Total to Form 990-PF, Part I, line 3, Column A	87.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ISHARES RUSSELL 2000 INDEX	792.	0.	792.
JOHNSON DISCIPLINED MID-CAP FUND	9,070.	0.	9,070.
JOHNSON DISCIPLINED SMALL-CAP FUND	432.	0.	432.
JOHNSON FIXED INCOME FUND	148,475.	30,938.	117,537.
JOHNSON GROWTH FUND	31,795.	0.	31,795.
JOHNSON INTERNATIONAL FUND	6,297.	0.	6,297.
JOHNSON REALTY FUND	81,724.	0.	81,724.
TYCO INTERNATIONAL LTD	28.	28.	0.
UNIPAC V, LLC NOTE	31,170.	0.	31,170.
Total to Fm 990-PF, Part I, ln 4	309,783.	30,966.	278,817.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
JOHNSON TRUST COMPANY	550.	275.		275.
To Form 990-PF, Pg 1, ln 16b	550.	275.		275.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ASSOCIATION OF SMALL FOUNDATIONS	495.	0.		495.	
BANK FEES	42.	42.		0.	
STATE OF OHIO FILING FEE	200.	0.		200.	
To Form 990-PF, Pg 1, ln 23	737.	42.		695.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	5
Description		Amount	
LINCOLN NATIONAL POLICY ADJUSTMENT		303.	
EXCISE TAX REFUND		17,444.	
Total to Form 990-PF, Part III, line 3		17,747.	

Form 990-PF	Corporate Stock	Statement	6
Description	Book Value	Fair Market Value	
ATTACHED SCHEDULE, #2813	14,800,558.	13,231,945.	
Total to Form 990-PF, Part II, line 10b	14,800,558.	13,231,945.	

Form 990-PF	Other Investments	Statement	7
Description	Valuation Method	Book Value	Fair Market Value
NORTHWESTERN LIFE INSURANCE POLICY	COST	1,539,471.	1,835,415.
LINCOLN NATIONAL LIFE INSURANCE POLICY	COST	844.	91.
JOHN HANCOCK LIFE INSURANCE CO	COST	12,195.	13,661.
Total to Form 990-PF, Part II, line 13		1,552,510.	1,849,167.

INDUSTRY ANALYSIS

DECEMBER 31, 2009

Account # 2813

COVENANT FOUNDATION

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	EST. ANNUAL INCOME	CURRENT YIELD	% OF PORT.	YLD. TO DUE DATE
FIXED INCOME										
TAXABLE BONDS FUNDS										
180,783 274	JOHNSON FIXED INCOME FUND	2,984,775	16 51	16 59	2,999,195	0 67	121,993	4 0	21 4	0 0
	TOTAL TAXABLE BONDS FUNDS	\$2,984,775			\$2,999,195		\$121,993		21.4 %	
	TOTAL FIXED INCOME	\$2,984,775			\$2,999,195		\$121,993		21.4 %	
COMMON EQUITY										
INTERNATIONAL EQUITIES										
18,370 584	JOHNSON INTERNATIONAL FUND	402,094	21 89	21 47	394,416	0 23	4,225	1 0	2 8	
	TOTAL INTERNATIONAL EQUITIES	\$402,094			\$394,416		\$4,225		2.8 %	
LARGE CAPITALIZATION CORE										
240,145 032	JOHNSON GROWTH FUND	5,304,524	22 09	20 85	5,007,024	0 13	31,795	0 6	35 8	
	TOTAL LARGE CAPITALIZATION CORE	\$5,304,524			\$5,007,024		\$31,795		35.8 %	
MID CAPITALIZATION CORE										
87,463 911	JOHNSON DISCIPLINED MID-CAP FUND	2,459,545	28 12	24 06	2,104,382	0 10	9,070	0 4	15 0	
	TOTAL MID CAPITALIZATION CORE	\$2,459,545			\$2,104,382		\$9,070		15.0 %	
REALTY FUNDS										
223,779 300	JOHNSON REALTY FUND	3,219,963	14 39	10 92	2,443,670	0 30	67,223	2 7	17 5	
	TOTAL REALTY FUNDS	\$3,219,963			\$2,443,670		\$67,223		17.5 %	
SMALL CAPITALIZATION CORE										
1,100	ISHARES RUSSELL 2000 INDEX FUND	55,198	50 18	62 44	68,684	1 01	1,114	1 6	0 5	
19,886 364	JOHNSON DISCIPLINED SMALL-CAP FUND	350,000	17 60	10 79	214,574	0 02	432	0 2	1 5	
	TOTAL SMALL CAPITALIZATION CORE	\$405,198			\$283,258		\$1,545		2.0 %	
	TOTAL COMMON EQUITY	\$11,791,324			\$10,232,750		\$113,859		73.2 %	
OTHER INVESTMENTS										
NOTES RECEIVABLE										
227,467 810	UNIPAC V, LLC INVESTMENT AGMT SR SECURED / SUBORD	227,468	1 00	1 00	227,468	0 13	29,571	13 0	1 6	

SECURED PROM NOTES DTD 05/15/2007 BLEND
RATE 13% (SR 12% - SUBORD 15%), DUE 05/15/2012
13 000% DUE 05/15/12 DATED 05/15/07

INDUSTRY ANALYSIS

DECEMBER 31, 2009

Account # 2813

COVENANT FOUNDATION

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	EST. ANNUAL INCOME	CURRENT YIELD	% OF PORT.
	TOTAL NOTES RECEIVABLE	\$227,468			\$227,468		\$29,571		1.6 %
	TOTAL OTHER INVESTMENTS	\$227,468			\$227,468		\$29,571		1.6 %
	CASH & EQUIVALENTS								
	BANK MONEY MARKET FUNDS								
164 280	ACCRUED INTEREST AND DIVIDENDS	164	1 00	1 00	164	0.00	0	0 0	0 0
526,507 080	CASH AND EQUIVALENTS	526,507	1 00	1.00	526,507	0 00	0	0 0	3 8
	TOTAL BANK MONEY MARKET FUNDS	\$526,671			\$526,671		\$0		3.7 %
	TOTAL CASH & EQUIVALENTS	\$526,671			\$526,671		\$0		3.7 %
	PORTFOLIO TOTAL	\$15,530,238			\$13,986,084		\$265,423	1 8 %	100.0 %

Covenant Foundation - 2009
Statement 8, Form 990-PF, Part XV, Line 3A
Grants and Contributions Paid During 2009

<u>NAME AND ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>GRANT/CONTRIBUTION</u>	<u>AMOUNT</u>
Alliance Defense Fund 15333 N Pima Road, Suite 165 Scottsdale, AZ 85260	None	N/A	Operating Fund	\$2,500
Back 2 Back Ministries P O Box 70 Mason, OH 45040	None	N/A	Operating Fund	\$2,500
Campus Crusade for Christ P O Box 628222 Orlando, FL 32862-9841	None	N/A	Operating Fund	\$25,800
Christian Community Development Association 1100 W Cermak, Suite B414 Chicago, IL 60608			Operating Fund	\$12,500
Christian Radio for Russia c/o First Covenant Church 520 Spring Street Jamestown, NY 14701	None	N/A	Operating Fund	\$10,000
City Gospel Mission (City Ministries / CityCURE) 1947 Auburn Ave Cincinnati, OH 45219	None	N/A	Operating Fund	\$20,000
Coalition for Christian Outreach 5912 Penn Avenue Pittsburgh, PA 15206-3805	None	N/A	Operating Fund	\$3,000
Commission to Every Nation P O Box 291307 Kerrville, TX 78029-1307	None	N/A	Operating Fund	\$5,000
Compassion International 12290 Voyager Parkway Colorado Springs, CO 80921	None	N/A	Operating Fund	\$5,000
Evangelical Association for the Promotion of Education P O Box 7238 St Davids, PA 19087	None	N/A	Operating Fund	\$3,000
Evangelical Covenant Church STM Support Dept of World Missions 5101 N Francisco Avenue Chicago, IL 60625	None	N/A	Operating Fund	\$100,000
FOCAS P O Box 428760 Cincinnati, OH 45242-8760	None	N/A	Operating Fund	\$18,000
Free Wheelchair Mission 9341 Irvine Boulevard Irvine, CA 92618	None	N/A	Operating Fund	\$1,000
Frontiers 325 North Stapley Drive Mesa, AZ 85203	None	N/A	Operating Fund	\$4,500
Fuller Theological Seminary 135 N. Oakland Avenue Pasadena, CA 91182	None	N/A	Operating Fund	\$2,000
The Gathering 601 Shelley Drive, Suite 201 Tyler, TX 75701	None	N/A	Operating Fund	\$1,000
L'Abri Fellowship Foundation 1465 12th Avenue Northeast Rochester, MN 55906-4383	None	N/A	Operating Fund	\$5,000
LifeSpring Christian Church 1373 W Galbraith Road Cincinnati, OH 45231	None	N/A	Operating Fund	\$130,000

Covenant Foundation - 2009
Statement 8, Form 990-PF, Part XV, Line 3A
Grants and Contributions Paid During 2009

NAME AND ADDRESS	RELATIONSHIP	STATUS	GRANT/CONTRIBUTION	AMOUNT
Mission Aviation Fellowship P O Box 47 Nampa, ID 83653	None	N/A	Operating Fund	\$5,000
Monadnock Covenant Church 217 G Old Homestead Highway East Swanzey, NH 03446	None	N/A	Operating Fund	\$5,000
North Park University 3225 West Foster Avenue Chicago, IL 60625	None	N/A	Operating Fund	\$30,000
Pittsburgh Theological Seminary 616 North Highland Avenue Pittsburgh, PA 15206	None	N/A	Operating Fund	\$2,000
Prodigal Ministries P O. Box 19949 Cincinnati, OH 45219	None	N/A	Operating Fund	\$9,000
Rhema Christian Center P O Box 247198 Columbus, OH 43224	None	N/A	Operating Fund	\$2,500
River City Community Church 2124 N Milwaukee Chicago, IL 60647	None	N/A	Operating Fund	\$25,000
Spark Ventures P O Box 479329 Chicago, IL 60647	None	N/A	Operating Fund	\$150,000
Southern Baptist Theological Seminary 2825 Lexington Road Louisville, KY 40280	None	N/A	Operating Fund	\$4,000
The UndergroundZone Ministries 911 West 8th Street Cincinnati, OH 45203	None	N/A	Operating Fund	\$5,000
World Radio Missionary Fellowship (DBA HCJB Global) P O Box 39800 Colorado Springs, CO 80949	None	N/A	Operating Fund	\$7,000
Wycliffe Bible Translators, Inc. P O Box 620847 Orlando, FL 32862-0847	None	N/A	Operating Fund	\$5,500
Youth for Christ International P O Box 4555 Englewood, CO 80155-4555	None	N/A	Operating Fund	\$2,400
TOTAL:				\$603,200