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ENVELOPE - MAY 14 2010
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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2009

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 , 2009, and ending , 20

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 ANTIOCH FOUNDATION		A Employer identification number 36-3779525
	Number and street (or P O box number if mail is not delivered to street address) TRUST POINT INC 230 FRONT STREET NORTH	Room/suite	B Telephone number (see page 10 of the instructions) (608) 782-1148
	City or town, state, and ZIP code LA CROSSE, WI 54601		C If exemption application is pending, check here ☐
			D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 10,916,299.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	2,145,000.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	167,639.	167,639.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-707,533.			
	b Gross sales price for all assets on line 6a	7,062,843.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
Operating and Administrative Expenses	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)	8,410.	8,410.		ATCH 2
	12 Total. Add lines 1 through 11	1,613,516.	176,049.		
	13 Compensation of officers, directors, trustees, etc.	33,973.	33,973.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	975.	0.	0.	975.
	c Other professional fees (attach schedule)	29,229.	29,229.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	3,408.	3,408.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	5,867.			5,867.
	24 Total operating and administrative expenses. Add lines 13 through 23	73,452.	66,610.	0.	6,842.
	25 Contributions, gifts, grants paid	1,488,290.			1,488,290.
	26 Total expenses and disbursements. Add lines 24 and 25	1,561,742.	66,610.	0.	1,495,132.
	27 Subtract line 26 from line 12	51,774.			
	a Excess of revenue over expenses and disbursements		109,439.		
	b Net investment income (if negative, enter -0-)			-0-	
	c Adjusted net income (if negative, enter -0-)				

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1/20

End of year

(c) Fair Market Value

Part III Analysis of Changes in Net Assets or Fund Balances

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-707,533.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2008	731,081.	7,797,724.	0.093756
2007	837,332.	8,852,847.	0.094583
2006	826,775.	7,150,148.	0.115630
2005	574,900.	3,579,258.	0.160620
2004	490,950.	2,579,485.	0.190329
2 Total of line 1, column (d)			2 0.654918
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 0.130984
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 7,891,795.
5 Multiply line 4 by line 3			5 1,033,699.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,094.
7 Add lines 5 and 6			7 1,034,793.
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 on page 18.			8 1,495,132.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,094.
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	1,094.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,094.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,728.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,728.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,634.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,096. Refunded ☐	11	538.

Part VII-A Statements Regarding Activities

		Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c	Did the foundation file Form 1120-POL for this year?		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
	If "Yes," attach a detailed description of the activities		
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
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
	If "Yes," attach the statement required by General Instruction T		
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ WI, _____		
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 on page 27)? 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. ATTACHMENT 9	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ☐ TRUST POINT INC Telephone no ☐ 608/782-1148			
Located at ☐ 230 FRONT STREET NORTH, LA CROSSE WI		ZIP + 4 ☐ 54601		
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		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No		
If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	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? ☐ Yes ☒ 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)	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 2009?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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** ☐ Yes ☒ No
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** ☐ Yes ☒ No

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 page 22 of the 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
ATTACHMENT 10		33,973.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).
If none, enter "NONE."

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

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

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
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 page 24 of the 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	8,011,975.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	8,011,975.
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	0.
3	Subtract line 2 from line 1d	3	8,011,975.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	120,180.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,891,795.
6	Minimum investment return. Enter 5% of line 5	6	394,590.

Part XI Distributable Amount (see page 25 of the 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	394,590.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,094.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,094.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	393,496.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	393,496.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	393,496.

Part XII Qualifying Distributions (see page 25 of the 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	1,495,132.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,495,132.
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 page 26 of the instructions)	5	1,094.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,494,038.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				393,496.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004	364,250.			
b From 2005	401,290.			
c From 2006	476,770.			
d From 2007	408,100.			
e From 2008	343,922.			
f Total of lines 3a through e	1,994,332.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>1,495,132.</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				393,496.
e Remaining amount distributed out of corpus	1,101,636.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,095,968.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	364,250.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,731,718.			
10 Analysis of line 9				
a Excess from 2005	401,290.			
b Excess from 2006	476,770.			
c Excess from 2007	408,100.			
d Excess from 2008	343,922.			
e Excess from 2009	1,101,636.			

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Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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))

DONALD AND LAVONNE ZIETLOW

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

ATTACHMENT 11

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

NO PRESCRIBED FORM

c Any submission deadlines

NONE

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

CHARITIES WITHIN THE LA CROSSE, WI AND ROCHESTER, MN, AREAS

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 <i>Paid during the year</i> ATTACHMENT 12				
Total.				1,488,290.
b <i>Approved for future payment</i>				
Total.				

Form 990-PF (2009)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

- b If "Yes," complete the following schedule

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

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.

IT IS TRUE, CORRECT AND COMPREHENSIVE

Shuchan, CPA

5-10-10

Trustee

Signature of officer or trustee

Date _____

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

Date _____

Check if
self-employed

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)
P00437881

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

TRUST POINT INC
230 FRONT STREET NORTH
LA CROSSE, WI

EIN ▶ 39-0415000

Phone no 608-782-1148

Form **990-PF** (2009)

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

ANTIOCH FOUNDATION

Employer identification number

36-3779525

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 foundation

Check 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).

Name of organization **ANTIOCH FOUNDATION**Employer identification number
36-3779525**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DONALD AND LAVONNE ZIETLOW 2802 BERGAMOT PLACE ONALASKA, WI 54650	\$ 2,075,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	DAN AND VICKY KUNZ N2151 SUNSET LANE LA CROSSE, WI 54601	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	SCOTT & JILL ZIETLOW 1301 SEVENTH ST. SW ROCHESTER, MN 55902	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,267,480.		TRUST POINT INC ST SALES-DETAIL ATTACHED 3,936,812.					VARIOUS 330,668.	VARIOUS
2,795,363.		TRUST POINT INC LT SALES-DETAIL ATTACHED 3,833,564.					VARIOUS -1038201.	VARIOUS
TOTAL GAIN (LOSS)							<u>-707,533.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TRUST POINT INC DETAIL AVAILABLE UPON REQUEST	167,639.	167,639.
TOTAL	<u>167,639.</u>	<u>167,639.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2007 FEDERAL TAX REFUND	220.	220.
2008 FEDERAL TAX REFUND	8,190.	8,190.
TOTALS	8,410.	8,410.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
990PF TAX PREPARATION	975.			975.
TOTALS	<u>975.</u>	<u>0.</u>	<u>0.</u>	<u>975.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXTERNAL PLATFORM MANAGER	25,558.	25,558.
FEDERATED	2,894.	2,894.
RIVERBRIDGE	777.	777.
TOTALS	29,229.	29,229.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL ESTIMATED TAX	3,408.	3,408.
TOTALS	<u>3,408.</u>	<u>3,408.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE	CHARITABLE
	AND	PURPOSES
	EXPENSES	
	PER BOOKS	
WEBSITE DESIGN & REGISTRATION	5,867.	5,867.
TOTALS	5,867.	5,867.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 7

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

TRUST POINT INC
SEE DETAIL ATTACHED

9,534,239.

TOTALS

9,534,239.

10,916,299.

10,916,299.



ACCOUNT STATEMENT

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ACCOUNT NUMBER M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
BONDS						
14041AE47 CAPITAL ONE BANK C D 4% 03/12/2012		50,000 000	51,800 00 48,893 15	103 60 97 79	2,000 00 600 00	3 86
20070PDH7 COMMERCE STATE BANK C D 4 35% 01/22/2010		97,000 000	97,149 38 97,000 00	100 15 100 00	4,219 50 92 48	4 34
29976DJM3 EVERBANK C D 5% 04/18/2011		95,000 000	99,279 75 95,000 00	104 51 100 00	4,750 00 965 66	4 78
3128X2QL2 FEDERAL HOME LOAN MORTGAGE CORP 4 3% 02/03/2011		150,000 000	155,674 50 148,240 38	103 78 98 83	6,450 00 2,633 75	4 14
31339Y7K2 FEDERAL HOME LOAN BANK 5% 07/16/2013		100,000 000	109,250 00 98,361 46	109 25 98 36	3,250 00 2,277 78	2 97
3133M9B43 FEDERAL HOME LOAN BANK 6 7% 06/25/2014		25,000 000	29,297 00 24,825 93	117 19 99 30	1,675 00 23 26	5 72
3133XFLF1 FEDERAL HOME LOAN BANK 5 375% 06/14/2013		50,000 000	55,250 00 49,662 00	110 50 99 32	2,687 50 119 44	4 86
3133XJW38 FEDERAL HOME LOAN BANK 5% 03/14/2014		200,000 000	220,000 00 199,648 00	110 00 99 82	10,000 00 2,944 44	4 55
3133XKSK2 FEDERAL HOME LOAN BANK 4 875% 06/08/2012		150,000 000	161,437 50 148,535 50	107 63 99 02	7,312 50 446 88	4 53
31359MB77 FEDERAL NATIONAL MORTGAGE ASSOC 4 65% 05/17/2010		100,000 000	101,438 00 99,004 04	101 44 99 00	4,650 00 555 42	4 58
51803UCA1 LA SALLE BANK C D VARIABLE RATE (CPI FLOATER 1 90% + MONTHLY CPI) 5 425% 05/19/2014		50,000 000	46,740 00 50,000 00	93 48 100 00	2,712 50 90 42	5 80
922023106 VANGUARD CONVERTIBLE SEC	VCVSX	3,336 081	41,901 18 47,972 85	12 56 14 38	1,594 65	3 81
TOTAL BONDS			1,169,217.31 1,107,143 31		51,301.65 10,749.53	4.39
EQUITY						
000375204 ABB LTD SPONSORED ADR	ABB	1,231 000	23,512 10 15,289 02	19 10 12 42	530 56	2 26
00206R102 AT&T INC	T	1,414 000	39,634 42 34,346 44	28 03 24 29	2,375 52	5 99

ACCOUNT STATEMENT

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ACCOUNT NUMBER M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
002567105 ABAXIS INC	ABAX	579 000	14,793 45 11,865 93	25 55 20 49		
002824100 ABBOTT LABORATORIES	ABT	470 000	25,375 30 26,363 26	53 99 56 09	752 00	2 96
005125109 ACXIOM CORP	ACXM	1,436 000	19,285 48 14,587 17	13 43 10 16	287 20	1 49
008916108 AGRIUM INC	AGU	480 000	29,520 00 16,000 32	61 50 33 33	52 80 26 40	0 18
01988P108 ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS	MDRX	1,292 000	26,137 16 20,430 19	20.23 15 81		
020002101 ALLSTATE CORP	ALL	733 000	22,019 32 16,556 78	30 04 22 59	586 40 146 60	2 66
02209S103 ALTRIA GROUP INC	MO	1,507 000	29,582 41 24,431 34	19 63 16 21	2,049 52 512 38	6 93
023135106 AMAZON COM INC	AMZN	287 000	38,607 24 17,426 21	134 52 60 72		
02364W105 AMERICA MOVIL S A B DE C V	AMX	563 000	26,449 74 16,015 49	46 98 28 45	255 60	0 97
03073E105 AMERISOURCEBERGEN CORP	ABC	1,104 000	28,781 28 20,378 76	26 07 18 46	353 28	1 23
03475V101 ANGIODYNAMICS INC	ANGO	1,391 000	22,325 55 23,406 62	16 05 16 83		
035290105 ANIXTER INTERNATIONAL INC	AXE	421 000	19,829 10 14,709 78	47 10 34 94		
03662Q105 ANSYS INC	ANSS	534 246	23,218 33 20,657 53	43.46 38 67		
037411105 APACHE CORP	APA	1,027 000	105,955 59 70,273 26	103 17 68 43	616 20	0 58
037833100 APPLE INC	AAPL	299 000	63,008 87 32,291 74	210 73 108 00		

ACCOUNT STATEMENT

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
044209104 ASHLAND INC	ASH	451 000	17,868 62 16,293 26	39 62 36 13	135 30	0 76
046353108 ASTRAZENECA GROUP PLC SPONSORED ADR	AZN	386 000	18,118 84 15,434 40	46 94 39 99	806 74	4 45
049560105 ATMOS ENERGY CORP	ATO	568 000	16,699 20 15,853 22	29 40 27 91	761 12	4 56
053332102 AUTOZONE INC	AZO	115 000	18,178 05 15,338 78	158 07 133 38		
05523R107 BAE SYSTEMS PLC ADR	BAESY	486 000	11,285 89 11,178 00	23 22 23 00	461 70	4 09
055262505 BASF SE SPONSORED ADR	BF	548 000	34,390 29 15,705 68	62 76 28 66	1,036 27	3 01
05968L102 BANCOLOMBIA SA SPONSORED ADR	CIB	442 000	20,115 42 8,947 94	45 51 20 24	549 41 231 37	2 73
060505104 BANK OF AMERICA CORP	BAC	3,774 000	56,836 44 36,976 69	15 06 9 80	150 96	0 27
064058100 BANK NEW YORK MELLON CORP	BK	1,222 000	34,179 34 30,641 57	27 97 25 07	439 92	1 29
067383109 BARD C R INC	BCR	97 000	7,556 30 7,848 27	77 90 80 91	65 96	0 87
067901108 BARRICK GOLD CORP	ABX	423 000	16,657 74 15,660 28	39 38 37 02	169 20	1 02
071813109 BAXTER INTERNATIONAL INC	BAX	754 000	44,244 72 42,108 17	58 68 55 85	874 64 218 66	1 98
072730302 BAYER AG SPONSORED ADR	BAYRY	210 000	16,929 78 11,466 00	80 62 54 60	288 33	1 70
073302101 BE AEROSPACE INC	BEAV	588 000	13,818 00 10,678 25	23 50 18 16		
073685109 BEACON ROOFING SUPPLY INC	BECN	1,247 000	19,952 00 17,152 39	16 00 13 75		

ACCOUNT STATEMENT

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ACCOUNT NUMBER **M01453**

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
075887109 BECTON DICKINSON & CO	BDX	436 000	34,382 96 30,329 41	78 86 69 56	645 28 161 32	1 88
081437105 BEMIS CO INC	BMS	636 000	18,857 40 17,168 31	29 65 26 99	572 40	3 04
086516101 BEST BUY CO INC	BBY	695 000	27,424 70 18,734 07	39 46 26 96	389 20 97 30	1 42
088606108 BHP BILLITON LIMITED SPONSORED ADR	BHP	672 000	51,461 76 33,019 90	76 58 49 14	1,102 08	2 14
090572207 BIO RAD LABS INC CLASS A	BIO	149 000	14,372 54 12,534 55	96 46 84 12		
09057G602 BIO-REFERENCE LABORATORIES INC	BRLI	359 000	14,044 08 10,748 89	39 12 29 94		
09061G101 BIOMARIN PHARMACEUTICAL INC	BMRN	512 000	9,630 72 8,185 75	18 81 15 99		
09063H107 BIOMED REALTY TRUST	BMR	1,303 000	20,561 34 18,577 52	15 78 14 26	729 68 182 42	3 55
104674106 BRADY CORP	BRC	512 000	15,365 12 15,152 02	30 01 29 59	358 40	2 33
111320107 BROADCOM CORP	BRCM	787 000	24,766 89 17,054 27	31 47 21 67	251 84	1 02
12189T104 BURLINGTON NORTHERN SANTA FE CORP	BNI	435 000	42,899 70 28,028 93	98 62 64 43	696 00 174 00	1 62
126132109 CNOOC LTD SPONSORED ADR	CEO	125.000	19,431 25 17,541 22	155.45 140 33	290 25	1 49
127055101 CABOT CORP	CBT	480 000	12,590.40 12,502 75	26 23 26 05	345 60	2 74
127097103 CABOT OIL & GAS CORP	COG	784 000	34,174 56 28,026.74	43 59 35 75	94 08	0 28
12709P103 CABOT MICROELECTRONICS CORP	CCMP	379 000	12,491 84 9,434 48	32 96 24 89		

ACCOUNT STATEMENT

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ACCOUNT NUMBER M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
136375102 CANADIAN NATL RAILWAY CO	CNI	592 000	32,181 12 23,469 43	54 36 39 64	569 50	1 77
144285103 CARPENTER TECHNOLOGY CORP	CRS	706 000	19,026 70 14,082 72	26 95 19 95	508 32	2 67
14808P109 CASS INFORMATION SYSTEMS INC	CASS	412 000	12,524 80 13,527 16	30 40 32 83	230 72	1 84
14888B103 CATALYST HEALTH SOLUTIONS	CHSI	443 000	16,156 21 12,214 36	36 47 27 57		
15101Q108 CELESTICA INC	CLS	2,071 000	19,550 24 18,966 22	9 44 9 16		
151020104 CELGENE CORP	CELG	546 000	30,401 28 30,410 84	55 68 55 70		
156708109 CEPHALON INC	CEPH	243 000	15,168 06 13,831 54	62 42 56 92		
15670R107 CEPHEID INC	CPHD	2,689 000	33,558 72 26,764 00	12 48 9 95		
162456107 CHATTEM INC	CHTT	248 000	23,138 40 15,944 54	93 30 64 29		
163072101 CHEESECAKE FACTORY INC	CAKE	896 000	19,344 64 18,887 36	21 59 21 08		
16359R103 CHEMED CORP	CHE	669 000	32,091 93 31,524 95	47 97 47 12	321 12	1 00
166764100 CHEVRON CORP	CVX	1,302 000	100,240 98 93,250 13	76 99 71 62	3,541 44	3 53
16941M109 CHINA MOBILE LTD ADR	CHL	313 000	14,532 59 14,045 25	46 43 44 87	499 55	3 44
189754104 COACH INC	COH	448 000	16,365 44 13,712 79	36 53 30 61	134 40	0 82
18976M103 CNINSURE INC ADR	CISG	988 000	19,839 04 18,098 28	20 08 18 32		

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
194162103 COLGATE-PALMOLIVE CO	CL	379 000	31,134 85 23,811 10	82 15 62 83	667 04	2 14
19421W100 COLLECTIVE BRANDS	PSS	663 000	15,096 51 11,279 15	22 77 17 01		
195872106 COLONIAL PROPERTIES TRUST	CLP	679 000	7,964 67 6,184 87	11 73 9 11	407 40	5 12
204149108 COMMUNITY TRUST BANCORP INC	CTBI	445 000	10,880 25 12,206 92	24 45 27 43	534 00 133 50	4 91
20440T201 COMPANHIA BRASILEIRA DE DISTRIBUICAO GDR	CBD	445 000	33,428 40 10,919 41	75 12 24 54	28 93	0 09
20441W203 COMPANHIA DE BEBIDAS DAS AMERICAS	ABV	239 000	24,160 51 17,719 89	101 09 74 14	432 59	1 79
206708109 CONCUR TECHNOLOGIES INC	CNQR	254 000	10,858 50 5,568 50	42 75 21 92		
20825C104 CONOCOPHILLIPS	COP	812 000	41,468 84 36,331 18	51 07 44 74	1,624 00	3 92
22025Y407 CORRECTIONS CORP OF AMERICA	CXW	618 000	15,171 90 12,388 48	24 55 20 05		
22160K105 COSTCO WHOLESALE CORP	COST	535 000	31,655 95 23,450 16	59 17 43 83	385 20	1 22
22160N109 COSTAR GROUP INC	CSGP	251 000	10,484 27 10,550 26	41 77 42 03		
222816100 COVANCE INC	CVD	378 000	20,627 46 14,985 45	54 57 39 64		
225401108 CREDIT SUISSE GROUP SPONSORED ADR	CS	360 000	17,697 60 15,809 55	49 16 43 92	21 24	0 12
233153105 DCT INDUSTRIAL TRUST INC	DCT	3,291 000	16,520 82 17,604 82	5.02 5 35	921 48 230 37	5 58
233293109 DPL INC	DPL	706 000	19,485 60 17,371 34	27 60 24 61	804 84	4 13

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
242309102 DEALERTRACK HOLDINGS INC	TRAK	866 000	16,272 14 14,570 90	18 79 16 83		
245914817 DELAWARE EMERGING MARKETS I	DEMIX	20,683 979	282,336 31 192,734 70	13 65 9 32	641 20	0 23
24702R101 DELL INC	DELL	1,480 000	21,252 80 13,852 80	14 36 9 36		
253798102 DIGI INTERNATIONAL INC	DGII	1,924 000	17,546 88 16,568 99	9 12 8 61		
256677105 DOLLAR GENERAL CORP	DG	677 000	15,185 11 15,303 92	22 43 22 61		
260003108 DOVER CORP	DOV	808 000	33,620 88 22,878 93	41 61 28 32	840 32	2 50
261570105 DRESS BARN INC	DBRN	814 000	18,795 26 13,511 02	23 09 16 60		
26784F103 DYNAMEX INC	DDMX	408 000	7,384 80 7,751 90	18 10 19 00		
268648102 EMC CORP	EMC	2,060 000	35,988 20 22,224 61	17 47 10 79		
26874R108 ENI S P A SPONSORED ADR	E	381 000	19,282 41 16,651 48	50 61 43 70	904 11	4 69
27874N105 ECHELON CORP	ELON	906 000	10,473 36 7,120 12	11 56 7 86		
278865100 ECOLAB INC	ECL	698 000	31,116 84 23,123 52	44 58 33 13	432 76 108 19	1 39
28336L109 EL PASO CORP	EP	1,282 000	12,602 06 13,255 11	9 83 10 34	51 28 12 82	0 41
291011104 EMERSON ELECTRIC CO	EMR	1,345 000	57,297 00 41,716 46	42 60 31 02	1,802 30	3 15
292505104 ENCANA CORP	ECA	362 000	11,725 18 15,802 80	32 39 43 65	289 60	2 47

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ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
29265N108 ENERGEN CORP	EGN	313 000	14,648 40 13,442 35	46 80 42 95	156 50	1 07
294429105 EQUIFAX INC	EFX	354 000	10,935 06 9,403 69	30 89 26 56	56 64	0 52
29759W101 DELHAIZE GROUP SPONSORED ADR	DEG	254 000	19,486 88 16,431 16	76 72 64 69	397 51	2 04
302130109 EXPEDITORS INTERNATIONAL WASHINGTON	EXPD	868 000	30,180 36 26,009 92	34 77 29 97	329 84	1 09
30231G102 EXXON MOBIL CORP	XOM	299 000	20,388 81 20,949 53	68 19 70 07	502 32	2 46
302571104 FPL GROUP INC	FPL	313 000	16,532 66 16,418 73	52 82 52 46	591 57	3 58
311642102 FARO TECHNOLOGIES INC	FARO	465 000	9,969 60 10,907 47	21 44 23 46		
31428X106 FEDEX CORP	FDX	227 000	18,943 15 18,428 79	83 45 81 18	99 88 24 97	0 53
315616102 F5 NETWORKS INC	FFIV	868 000	45,977 96 27,189 61	52 97 31 32		
34354P105 FLOWERVE INC	FLS	109 000	10,303 77 9,287 61	94 53 85 21	117 72 29 43	1 14
344419106 FOMENTO ECONOMICO MEXICANO ADR DE C V	FMX	571 000	27,339 48 16,256.20	47 88 28 47	207 84	0 76
346563109 FORRESTER RESEARCH INC	FORR	558 000	14,480 10 13,072 52	25 95 23 43		
349631101 FORTUNE BRANDS INC	FO	352 000	15,206 40 11,187 58	43 20 31 78	267 52	1 76
349853101 FORWARD AIR CORP	FWRD	446 000	11,163 38 10,490 53	25 03 23 52	124 88	1 12
35177Q105 FRANCE TELECOM SA ADR	FTE	691 000	17,440 84 16,347 64	25 24 23 66	1,150 52	6 60

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ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
35671D857 FREEPORT MCMORAN COPPER & GOLD CL B	FCX	912 000	73,224 48 35,441 64	80 29 38 86	547 20	0 75
36102A207 FUQI INTERNATIONAL INC	FUQI	1,054 000	18,919 30 22,530 74	17 95 21 38		
36467W109 GAMESTOP CORP CLASS A	GME	548 000	12,023 12 13,837 00	21 94 25 25		
365558105 GARDNER DENVER INC	GDI	377 000	16,041 35 11,924 51	42 55 31 63	75 40	0 47
367905106 GAYLORD ENTERTAINMENT CO	GET	959 000	18,940 25 18,282 38	19 75 19 06	767.20	4 05
369604103 GENERAL ELECTRIC CO	GE	2,768 000	41,879 84 29,769 72	15 13 10 75	1,107 20 276 80	2 64
370334104 GENERAL MILLS INC	GIS	256 000	18,127 36 14,701 64	70 81 57 43	501 76	2 77
371532102 GENESCO INC	GCO	704 000	19,331 84 16,428 90	27 46 23 34		
371901109 GENTEX CORP	GNTX	1,556 000	27,774 60 20,187 08	17 85 12 97	684 64	2 46
373737105 GERDAU SA SPONSORED ADR	GGB	1,671 000	28,457 13 10,995 18	17 03 6 58	28 41	0 10
375558103 GILEAD SCIENCES INC	GILD	810 000	35,048 70 36,705 34	43 27 45 32		
38259P508 GOOGLE INC CLASS A	GOOG	94 000	58,278 12 41,643 07	619 98 443 01		
401617105 GUESS INC	GES	469 000	19,838 70 14,035 21	42 30 29 93	234 50	1 18
401692108 GUIDANCE SOFTWARE INC	GUID	976 000	5,114 24 6,422 83	5 24 6 58		
403777105 GYMBOREE CORP	GYMB	447 000	19,457 91 21,261 06	43 53 47 56		

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ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
409735206 HANCOCK JOHN BK & THRIFT OPPORTUNITY FD	BTO	545 000	7,684 50 7,482 63	14 10 13 73	69 76	0 91
410867105 HANOVER INSURANCE GROUP INC	THG	431 000	19,149 33 17,289 05	44 43 40 11	323 25	1 69
428236103 HEWLETT-PACKARD CO	HPQ	912 000	46,977 12 34,035 96	51 51 37 32	291 84 72 96	0 62
436440101 HOLOGIC INC	HOLX	779 000	11,295 50 12,322 38	14 50 15 82		
438516106 HONEYWELL INTERNATIONAL INC	HON	587 000	23,010 40 18,715 97	39 20 31 88	710 27	3 09
444859102 HUMANA INC	HUM	909 000	39,896 01 29,044 39	43 89 31 95		
44984A105 IPC THE HOSPITALIST CO INC	IPCM	479 000	15,926 75 8,712 16	33 25 18 19		
45068B109 ITT EDUCATIONAL SERVICES INC	ESI	133 000	12,762 68 13,668 63	95 96 102 77		
450911102 ITT CORP	ITT	535 000	26,610 90 29,096 72	49 74 54 39	454 75 113 69	1 71
45773Y105 INNERWORKINGS INC	INWK	1,913 000	11,286 70 14,069 84	5 90 7 35		
458140100 INTEL CORP	INTC	2,518 000	51,367 20 43,563 22	20 40 17 30	1,410 08	2 75
45865V100 INTERCONTINENTAL EXCHANGE INC	ICE	409 000	45,930 70 38,720 36	112 30 94 67		
459200101 INTERNATIONAL BUSINESS MACHINES CORP	IBM	516 000	67,544 40 50,561 11	130 90 97 99	1,135 20	1 68
46625H100 JPMORGAN CHASE & CO	JPM	1,646 000	68,588 82 39,722 29	41 67 24 13	329 20	0 48
478160104 JOHNSON & JOHNSON CO	JNJ	1,019 000	65,633 79 60,834 49	64 41 59 70	1,997 24	3 04

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
48203R104 JUNIPER NETWORKS INC	JNPR	1,087 000	28,990 29 26,278 64	26 67 24 18		
48242W106 KBR INC	KBR	661 000	12,559 00 12,178 79	19 00 18 42	132 20	1 05
483007704 KAISER ALUMINUM CORP	KALU	416 000	17,313 92 13,938 29	41 62 33 51	399 36	2 31
485170302 KANSAS CITY SOUTHERN	KSU	541 000	18,009 89 12,617 79	33 29 23 32		
487836108 KELLOGG CO	K	532 000	28,302 40 22,439 54	53 20 42 18	798 00	2 82
495582108 KING PHARMACEUTICALS INC	KG	799 000	9,803 73 8,236 25	12 27 10 31		
50075N104 KRAFT FOODS INC	KFT	884 000	24,027 12 23,227 48	27 18 26 28	1,025 44 256 36	4 27
50186V102 LG DISPLAY CO LTD SP ADR	LPL	1,235 000	20,908 55 19,066 42	16 93 15 44	154 38 239 35	0 74
501889208 LKQ CORP	LKQX	1,263 000	24,742 17 16,595 81	19 59 13 14		
502424104 L-3 COMMUNICATIONS HOLDING	LLL	159 000	13,825 05 12,120 57	86 95 76 23	222 60	1 61
50540R409 LABORATORY CORP OF AMERICA HLDGS	LH	253 000	18,934 52 15,635 71	74 84 61 80		
513847103 LANCASTER COLONY CORP	LANC	297 000	14,754 96 12,920 99	49 68 43 51	356 40	2 42
514766104 LANDEC CORP	LNDC	1,302 000	8,124 48 10,726 75	6 24 8 24		
521865204 LEAR CORP	LEA	224.000	15,151 36 15,354 30	67 64 68 55		
548661107 LOWES COS INC	LOW	1,260 000	29,471 40 22,206 84	23 39 17 62	453 60	1 54

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
554382101 MACERICH CO	MAC	495 000	17,795 25 13,823 71	35 95 27 93	1,188 00	6 68
554489104 MACK-CALI REALTY CORP	CLI	464 000	16,040 48 15,336 22	34 57 33 05	835 20	5 21
565849106 MARATHON OIL CORP	MRO	1,462 000	45,643 64 40,226 94	31 22 27 52	1,403 52	3 07
577933104 MAXIMUS INC	MMS	478 000	23,900 00 16,631 58	50 00 34 79	229 44	0 96
580135101 MC DONALDS CORP	MCD	571 000	35,653 24 31,433 43	62 44 55 05	1,256 20	3 52
584977201 MEDTOX SCIENTIFIC INC	MTOX	384 000	2,976 00 4,285 16	7 75 11 16		
58502B106 MEDNAX INC	MD	490 000	29,453 90 22,022 83	60 11 44 94		
58933Y105 MERCK & CO INC NEW	MRK	663 000	24,226 02 25,247 04	36 54 38 08	1,007 76	4 16
594918104 MICROSOFT CORP	MSFT	3,043 000	92,750 64 68,974 40	30 48 22 67	1,582 36	1 71
600544100 MILLER HERMAN INC	MLHR	1,065 000	17,029 35 18,010 13	15 99 16 91	93 72 17 14	0 55
60740F105 MOBILE MINI INC	MINI	511 000	7,199 99 9,172 84	14 09 17 95		
61166W101 MONSANTO CO	MON	483 000	39,485 25 46,062 75	81 75 95 37	511 98	1 30
624756102 MUELLER INDUSTRIES INC	MLI	353 000	8,768 52 8,910 53	24 84 25 24	141 20	1 61
630402105 NAPCO SECURITY TECHNOLOGIES INC	NSSC	703 000	1,174 01 2,053 12	1 67 2 92		
633643408 NATIONAL BANK GREECE SA ADR	NBG	2,393 000	12,467 53 19,382 58	5 21 8 10	299 13	2 40

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
636518102 NATIONAL INSTRUMENTS CORP	NATI	1,079 000	31,776 55 27,815 87	29 45 25 78	517 92	1 63
640491106 NEOGEN CORP	NEOG	1,205 500	28,461 86 18,138 15	23 61 15 05		
641069406 NESTLE S A ADR	NSRGY	1,002 000	48,658 12 40,005 43	48 56 39 93	805 61	1 66
64109T201 NET SERVICOS DE COMUNICACAO SA	NETC	1,691 000	22,879 23 17,992 92	13 53 10 64		
64110L106 NETFLIX INC	NFLX	164 000	9,034 76 7,485 20	55 09 45 64		
654106103 NIKE INC CLASS B	NKE	912 000	60,255 84 39,911 26	66 07 43 76	984 96 246 24	1 63
654624105 NIPPON TELEGRAPH & TELEPHONE ADR	NTT	829 000	16,364 46 18,918 65	19 74 22 82	475 85	2 91
655844108 NORFOLK SOUTHERN CORP	NSC	600 000	31,452 00 31,649 78	52 42 52 75	816 00	2 59
665859104 NORTHERN TRUST CORP	NTRS	412 000	21,588 80 24,114 84	52 40 58 53	461 44 115 36	2 14
67020Y100 NUANCE COMMUNICATIONS INC	NUAN	874 000	13,573 22 12,108 57	15 53 13 85		
670346105 NUCOR CORP	NUE	515 000	24,024 75 20,850 27	46 65 40 49	741 60 185 40	3 09
680033107 OLD NATIONAL BANCORP	ONB	940 000	11,684 20 9,736 89	12 43 10 36	263 20	2 25
690368105 OVERSEAS SHIPHOLDING GROUP	OSG	323 000	14,195 85 11,932 62	43 95 36 94	565 25	3 98
695156109 PACKAGING CORP OF AMERICA	PKG	882 000	20,294 82 17,162 31	23 01 19 46	529 20 132 30	2 61
699462107 PAREXEL INTERNATIONAL CORP	PRXL	1,235 000	17,413 50 17,060 41	14 10 13 81		

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
70211M109 PARTNER COMMUNICATIONS CO LTD ADR	PTNR	1,067 000	21,734 79 16,582 06	20 37 15 54	1,311 34	6 03
713448108 PEPSICO INC	PEP	392 000	23,833 60 23,739 13	60 80 60 56	705 60	2 96
71654V408 PETROLEO BRASILEIR ADR	PBR	544 000	25,937 92 13,137 38	47 68 24 15	193 66 103 33	0 75
717081103 PFIZER INC	PFE	1,707 000	31,050 33 31,234 08	18 19 18 30	1,229 04	3 96
718172109 PHILLIP MORRIS INTL INC	PM	344 000	16,577 36 13,307 20	48 19 38 68	798 08 199 52	4 81
723484101 PINNACLE WEST CAPITAL CORP	PNW	390 000	14,266 20 12,587 83	36 58 32 28	819 00	5 74
724078100 PIPER JAFFRAY COS	PJC	242 000	12,247 62 11,292 46	50 61 46 66		
731068102 POLARIS INDUSTRIES INC	PII	218 000	9,511 34 9,669 52	43 63 44 36	340 08	3 58
73172K104 POLYCOM INC	PLCM	771 000	19,251 87 18,097 18	24 97 23 47		
73640Q105 PORTFOLIO RECOVERY ASSOCIATES	PRAA	768 000	34,444 80 24,557 89	44 85 31 98		
737464107 POST PROPERTIES INC	PPS	854 000	16,738 40 14,607 67	19 60 17 11	683 20 170 80	4 08
73755L107 POTASH CORP OF SASKATCHWAN INC	POT	154 000	16,709 00 14,983 37	108 50 97 29	61 60	0 37
739276103 POWER INTEGRATIONS INC	POWI	698 000	25,379 28 15,223 14	36 36 21 81	69 80	0 28
74005P104 PRAXAIR INC	PX	614 000	49,310 34 46,926 18	80 31 76 43	982 40	1 99
74144T108 T ROWE PRICE GROUP INC	TROW	856 000	45,582 00 23,022 04	53 25 26 89	856 00	1 88

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
741503403 PRICELINE COM INC	PCLN	88 000	19,220 08 11,679 70	218 41 132 72		
742718109 PROCTER & GAMBLE CO	PG	891 000	54,021 33 52,251 46	60 63 58 64	1,568 16	2 90
743263105 PROGRESS ENERGY INC	PGN	528 000	21,653 28 21,936 29	41 01 41 55	1,309 44	6 05
74386T105 PROVIDENT FINANCIAL SERVICES	PFS	1,519 000	16,177 35 19,148 21	10 65 12 61	668 36	4 13
744573106 PUBLIC SERVICE ENTERPRISE GROUP INC	PEG	1,007 000	33,482 75 30,845 13	33 25 30 63	1,339 31	4 00
747525103 QUALCOMM INC	QCOM	1,087 000	50,284 62 47,688 58	46 26 43 87	739 16	1 47
747582104 QUALITY SYSTEMS INC	QSII	217 000	13,627 60 13,334 41	62 80 61 45	260 40	1 91
74834L100 QUEST DIAGNOSTICS INC	DGX	823 000	49,692 74 43,106 08	60 38 52 38	329 20	0 66
750438103 RADIOSHACK CORP	RSH	898 000	17,511 00 17,049 76	19 50 18 99	224 50	1 28
75281A109 RANGE RESOURCES CORP	RRC	211 000	10,518 35 9,860 72	49 85 46 73	33 76	0 32
755111507 RAYTHEON CO	RTN	641 000	33,024 32 27,602 27	51 52 43 06	794 84 198 71	2 41
759509102 RELIANCE STEEL & ALUMINUM CO	RS	294 000	12,706 68 10,530 05	43 22 35 82	117 60 29 40	0 93
760975102 RESEARCH IN MOTION LTD	RIMM	290 000	19,586 60 16,053 82	67 54 55 36		
76122Q105 RESOURCES CONNECTION INC	RECN	1,239 000	26,291 58 25,496 89	21 22 20 58		
767204100 RIO TINTO PLC SPONSORED ADR	RTP	96 000	20,677 44 19,656 80	215 39 204 76	522 24	2 53

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
767744105 RITCHIE BROS AUCTIONEERS INC	RBA	853 000	19,132 79 19,504 17	22 43 22 87	341 20	1 78
770323103 ROBERT HALF INTERNATIONAL INC	RHI	595 000	15,904 35 16,716 28	26 73 28 09	285 60	1 80
771195104 ROCHE HOLDING LTD SPON ADR	RHHBY	151 000	6,419 77 5,345 40	42 52 35 40	100 42	1 56
775711104 ROLLINS INC	ROL	2,180 000	42,030 40 36,605 80	19 28 16 79	610 40	1 45
779376102 ROVI CORP	ROVI	420 000	13,385 40 12,301 90	31 87 29 29		
781270103 RUDOLPH TECHNOLOGIES INC	RTEC	453 000	3,044 16 3,115 51	6 72 6 88		
78505P100 SXC HEALTH SOLUTIONS CORP	SXCI	470 000	25,356 50 9,310 56	53 95 19 81		
806857108 SCHLUMBERGER LTD	SLB	957 000	62,291 13 57,672 87	65 09 60 26	803 88 200 97	1 29
816850101 SEMTECH CORP	SMTC	1,405 000	23,899 05 21,878 87	17 01 15 57		
81941Q203 SHANDA INTERACTIVE ENTERTAINMENT SPONSORED ADR	SNDA	388 000	20,412 68 11,319 28	52 61 29 17		
826919102 SILICON LABORATORIES INC	SLAB	359 000	17,368 42 14,989 04	48 38 41 75		
832110100 SMITH INTERNATIONAL INC	SII	201 323	5,469 95 5,763 79	27 17 28 63	96 64 24 16	1 77
832696405 SMUCKER JM CO	SJM	652 000	40,261.00 39,450 95	61 75 60 51	912 80	2 27
833034101 SNAP-ON INC	SNA	485 000	20,496 10 18,777 31	42 26 38 72	582 00	2 84
83408W103 SOHU COM INC	SOHU	530 000	30,358 40 22,317 64	57 28 42 11		

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
835470105 SONICWALL INC	SNWL	2,181 000	16,597 41 18,413 09	7 61 8 44		
835898107 SOTHEBY'S HOLDINGS INC	BID	689 000	15,488 72 11,119 15	22 48 16 14	137 80	0 89
842587107 SOUTHERN CO	SO	703 000	23,423 96 25,865 22	33 32 36 79	1,230 25	5 25
85771P102 STATOIL ASA SPONSORED ADR	STO	933 000	23,241 03 15,413 16	24 91 16 52	545 81	2 35
862685104 STRATASYS INC	SSYS	932 000	16,067 68 11,850 30	17 24 12 71		
867224107 SUNCOR ENERGY INC NEW	SU	0 400	14 12 6 81	35 31 17 03	0 15	1 06
867914103 SUNTRUST BANKS INC	STI	1,140 000	23,130 60 11,914 16	20 29 10 45	45 60	0 20
868157108 SUPERIOR ENERGY SERVICES INC	SPN	440 000	10,687 60 7,843 22	24 29 17 83		
870738101 SWIFT ENERGY CO	SFY	722 000	17,299 12 16,204 64	23 96 22 44		
87163F106 SYNIVERSE HOLDINGS INC	SVR	645 000	11,274 60 11,437 04	17 48 17 73		
87260W101 TNT NV SPONSORED ADR	TNT	663 000	20,451 56 19,724 25	30 85 29 75	129 95	0 64
87425E103 TALISMAN ENERGY INC	TLM	1,220 000	22,740 80 16,046 42	18 64 13 15	256 20	1 13
878377100 TECHNE CORP	TECH	480 000	32,908 80 29,110 86	68 56 60 65	499 20	1 52
878742204 TECK RESOURCES LTD CLASS B	TCK	531 000	18,569.07 19,885 21	34 97 37 45	524 10	2 82
879382208 TELEFONICA DE ESPANA SA SPONS ADR	TEF	240 000	20,044 80 13,475 19	83 52 56 15	827 28	4 13

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
87944W105 TELENOR ASA	TELNY	511 000	21,508 50 19,954 55	42 09 39 05		
879868107 TEMPLE INLAND INC	TIN	724 000	15,283 64 12,333 77	21 11 17 04	289 60	1 89
88023U101 TEMPUR PEDIC INTERNATIONAL INC	TPX	561 000	13,256 43 8,893 59	23 63 15 85		
88164L100 TESSERA TECHNOLOGIES INC	TSRA	476 000	11,076 52 13,604 27	23 27 28 58		
88579Y101 3M CO	MMM	207 000	17,112 69 15,714 45	82 67 75 92	422 28	2 47
886423102 TIDEWATER INC	TDW	235 000	11,268 25 10,756 09	47 95 45 77	235 00	2 09
891092108 TORO CO	TTC	274 000	11,455 94 10,143 72	41 81 37 02	197 28 49 32	1 72
89151E109 TOTAL FINA SA SPONSORED ADR	TOT	227 000	14,537 08 11,383 60	64 04 50 15	630 61	4 34
891777104 TOWER GROUP INC	TWGP	450 000	10,534 50 10,110 11	23 41 22 47	126 00	1 20
89417E109 TRAVELERS COS INC	TRV	411 000	20,492 46 19,936 87	49 86 48 51	542 52	2 65
896095106 TRICO BANCSHARES	TCBK	622 000	10,356 30 9,587 46	16 65 15 41	323 44	3 12
900111204 TUCKCELL ILETISIM HIZMET ADR	TKC	1,098 000	19,204 02 13,640 13	17 49 12 42	866 32	4 51
902788108 UMB FINANCIAL CORP	UMBF	199 000	7,830 65 8,156 13	39 35 40 99	147 26 36 82	1 88
902973304 US BANCORP DEL	USB	1,865 000	41,981 15 32,620 19	22 51 17 49	373 00 93 25	0 89
90328M107 USANA HEALTH SCIENCES INC	USNA	157 000	5,008 30 4,835 16	31 90 30 80		

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
90385D107 ULTIMATE SOFTWARE GROUP INC	ULTI	859 000	25,228 83 18,107 48	29 37 21 08		
904708104 UNIFIRST CORP	UNF	300 000	14,433 00 11,812 41	48 11 39 37	45 00 11 25	0 31
91030T109 UNITED FINANCIAL BANCORP INC	UBNK	895 000	11,733 45 11,284 63	13 11 12 61	250 60	2 14
911163103 UNITED NATURAL FOODS INC	UNFI	1,119 000	29,922 06 26,800 84	26 74 23 95		
913017109 UNITED TECHNOLOGIES CORP	UTX	977 000	67,813 57 45,543 85	69 41 46 62	1,504 58	2 22
91324P102 UNITEDHEALTH GROUP INC	UNH	509 000	15,514 32 14,989 54	30 48 29 45	15 27	0 10
913915104 UNIVERSAL TECHNICAL INSTITUTE INC	UTI	387 000	7,817 40 8,496 14	20 20 21 95		
918204108 VF CORP	VFC	181 000	13,256 44 12,515 50	73 24 69 15	434 40	3 28
92220P105 VARIAN MEDICAL SYSTEMS INC	VAR	314 000	14,710 90 13,127 78	46 85 41 81		
92343X100 VERINT SYSTEMS INC	VRNT	710 000	13,667 50 14,074 00	19 25 19 82		
92826C839 VISA INC		379 000	33,147 34 21,901 62	87 46 57 79	189 50	0 57
92857W209 VODAFONE GROUP PLC NEW	VOD	1,268 000	29,278 12 29,226 13	23 09 23 05	1,636 99 531 20	5 59
92924F106 WGL HOLDINGS INC	WGL	346 000	11,604 84 11,715 01	33 54 33 86	508 62	4 38
931142103 WAL MART STORES INC	WMT	770 000	41,156 50 39,193 94	53 45 50 90	839 30 297 57	2 04
942683103 WATSON PHARMACEUTICALS	WPI	570 000	22,577 70 16,697 50	39 61 29 29		

ACCOUNT STATEMENT

PAGE 21

ACCOUNT NUMBER M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
947890109 WEBSTER FINANCIAL CORP	WBS	717 000	8,510 79 8,988 89	11 87 12 54	28 68	0 34
948849104 WEIS MARKETS INC	WMK	409 000	14,871 24 13,302 87	36 36 32 53	474 44	3 19
950755108 WERNER ENTERPRISES INC	WERN	390 000	7,722 00 7,224 71	19 80 18 52	78 00	1 01
957090103 WESTAMERICA BANCORPORATION	WABC	194 000	10,741 78 9,721 59	55 37 50 11	271 60	2 53
958102105 WESTERN DIGITAL CORP	WDC	268 000	11,832 20 8,846 33	44 15 33 01		
98975W104 ZOLTEK COS INC	ZOLT	1,007 000	9,566 50 11,591 98	9 50 11 51		
E90215109 TELVENT GIT SA	TLVT	999 000	38,941 02 33,239 37	38 98 33 27	489 51	1 26
G0219G203 ALLIED WORLD 11/21/11	AWH	424 000	19,533 68 15,714 53	46 07 37 06	339 20	1 74
G0464B107 ARGO GROUP INTERNATIONAL HOLDINGS LTD		556 000	16,201 84 19,869 55	29 14 35 74	266 88	1 65
G05384105 ASPEN INSURANCE HOLDINGS	AHL	707 000	17,993 15 17,012 89	25 45 24 06	424 20	2 36
G0585R106 ASSURED GUARANTY LIMITED	AGO	1,030 000	22,412 80 18,229 76	21 76 17 70	185 40	0 83
G1151C101 ACCENTURE PLC	ACN	826 000	34,279 00 26,027 25	41 50 31 51	619 50	1 81
G30397106 ENDURANCE SPECIALTY	ENH	609 000	22,673 07 14,740 94	37 23 24 21	609 00	2 69
G4412G101 HERBALIFE LTD	HLF	477 000	19,351 89 19,512 83	40 57 40 91	381 60	1 97
G47791101 INGERSOLL-RAND PUBLIC LIMITED CO		312 000	11,150 88 9,534 16	35 74 30 56	87 36	0 78

ACCOUNT STATEMENT

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ACCOUNT NUMBER. M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY						
G5876H105 MARVELL TECHNOLOGY GROUP LTD	MRVL	814 000	16,890 50 11,073 01	20 75 13 60		
G6852T105 PARTNERRE LTD	PRE	143 000	10,676 38 9,985 69	74 66 69 83	268 84	2 52
G81276100 SIGNET JEWELERS LIMITED		859 000	22,952 48 18,199 63	26 72 21 19	164 93	0 72
H27178104 FOSTER WHEELER AG	FWLT	407 000	11,982 08 11,908 82	29 44 29 26		
H8817H100 TRANSOCEAN LTD		1,017 000	84,207 60 71,903 72	82 80 70 70		
H89128104 TYCO INTERNATIONAL LTD NEW		1,076 000	38,391 68 23,329 08	35 68 21 68	860 80	2 24
M22465104 CHECK POINT SOFTWARE	CHKP	989 000	33,507 32 24,915 00	33 88 25 19		
M3760D101 ELBIT SYSTEMS LTD	ESLT	253 000	16,457 65 10,890 13	65 05 43 04	516 12	3 14
P8744Y102 STEINER LEISURE LTD	STNR	449 000	17,852 24 14,806 40	39 76 32 98		
TOTAL EQUITY			7,279,504 66 5,949,469 87		108,118 62 5,891 63	1 49
MISCELLANEOUS						
IP1637004 JOHN HANCOCK LIFE INSURANCE USA UN#JU95459010, DB 3,000,000 DONALD ZIETLOW CSV 128,217 IP1637004 9/02/09		1 000	139,951 35 150,000 00	139,951 35 150,000 00		
TOTAL MISCELLANEOUS			139,951 35 150,000.00		0.00 0.00	0 00
CASH AND EQUIVALENTS						
60934N104 FEDERATED GOVERNMENT OBLIGATIONS FD			2,327,625 53 2,327,625 53	1 00 1 00	931 05 77 59	0 04



ACCOUNT STATEMENT

PAGE 23

ACCOUNT NUMBER M01453

JANUARY 01, 2009 TO DECEMBER 31, 2009

ASSET STATEMENT (CONTINUED)

DESCRIPTION	MARKET VALUE/ TAX COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
CASH	0 00			
TOTAL CASH AND EQUIVALENTS	2,327,625.53 2,327,625 53		931 05 77 59	0 04
GRAND TOTAL ASSETS	10,916,298.85 9,534,238 71		160,351 32 16,718 75	1 47

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ACCRUED INCOME/LOSS ADJUSTMENT

88,939.

TOTAL

88,939.

ANTIOCH FOUNDATION

36-3779525

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
DONALD AND LAVONNE ZIETLOW 2802 BERGAMOT PLACE ONALASKA, WI 54650		2,075,000.
DAN AND VICKY KUNZ N2151 SUNSET LANE LA CROSSE, WI 54601		20,000.
SCOTT & JILL ZIETLOW 1301 SEVENTH ST. SW ROCHESTER, MN 55902		50,000.
TOTAL CONTRIBUTION AMOUNTS		2,145,000.

ANTIOCH FOUNDATION

36-3779525

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
TRUST POINT INC 230 FRONT STREET NORTH LA CROSSE, WI 54601	TRUSTEE	33,973.
DAN AND VICKI KUNZ N2151 SUNSET LANE LA CROSSE, WI 54601	DIRECTOR/TRUSTEE	
STEVE AND AMY ZIETLOW N2448 THREE TOWN ROAD LA CROSSE, WI 54601	DIRECTOR/TRUSTEES	
SCOTT AND JILL ZIETLOW 1301 7TH STREET, SW ROCHESTER, MN 55902	DIRECTOR/TRUSTEES	
GRAND TOTALS		<u>33,973.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DARWIN ISAACSON
230 FRONT STREET NORTH
LA CROSSE, WI 54601

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LA CROSSE PUBLIC LIBRARY	PUBLIC		EDUCATIONAL	7,000
CHRIST THE KING EVANGELICAL	PUBLIC		RELIGIOUS	50,000
WISCONSIN EVANGELICAL LUTHERAN SYNOD	PUBLIC		RELIGIOUS	2,000
LA CROSSE COMMUNITY THEATRE	PUBLIC		PUBLIC	5,000
CALVARY ACADEMY MINISTRIES	PUBLIC		RELIGIOUS	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RISEN SAVIOR LUTHERAN CHURCH	PUBLIC		RELIGIOUS	32,000
BEACON CENTER MINISTRY	PUBLIC		RELIGIOUS	25,000
GOOD SHEPHERD EVANGELICAL	PUBLIC		RELIGIOUS	45,000
TRUTH IN LOVE MINISTRY	PUBLIC		RELIGIOUS	45,000
PILGRIM LUTHERAN SCHOOL	PUBLIC		EDUCATIONAL	20,000
ASSOCIATION OF LUTHERAN HIGH	PUBLIC		EDUCATIONAL	7,500

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STAR OF BETHLEHEM		PUBLIC		RELIGIOUS	10,000
ROCKY MOUNTAIN LUTHERAN HIGH		PUBLIC		EDUCATIONAL	5,000
TIME OF GRACE MINISTRY		PUBLIC		RELIGIOUS	50,000
ST PAUL'S EDUCATION FACILITY		PUBLIC		EDUCATIONAL	38,860
LUTHERAN WOMEN'S MISSIONARY SOCIETY		PUBLIC		RELIGIOUS	5,000
WELS KINGDOM WORKERS		PUBLIC		RELIGIOUS	166,500

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WISCONSIN LUTHERAN CHAPEL FUND	PUBLIC		RELIGIOUS	50,000
NEW BEGINNINGS	PUBLIC		HUMANITARIAN	20,000
KETTLE MORaine LUTHERAN SCHOOL	PUBLIC		EDUCATIONAL	27,000
ABIDING SAVIOR LUTHERAN CHURCH	PUBLIC		RELIGIOUS	40,000
ST JOHN'S LUTHERAN SCHOOL	PUBLIC		EDUCATIONAL	50,000
ESCAPE TEEN CENTER	PUBLIC		HUMANITARIAN	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FIRST EVANGELICAL LUTHERAN CHURCH	PUBLIC		RELIGIOUS	6,500
MLHS CAPTIAL CAMPAIGN	PUBLIC		HUMANITARIAN	40,000
CROSS OF CHRIST EVANGELICAL	PUBLIC		RELIGIOUS	3,380
LIGHTHOUSE YOUTH CENTER	PUBLIC		EDUCATIONAL	10,000
AMAZING GRACE LUTHERAN CHURCH	PUBLIC		RELIGIOUS	45,000
GREAT PLAINS LUTHERAN HIGH SCHOOL			EDUCATIONAL	1,000

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST PETER'S EVANGELICAL LUTHERAN		PUBLIC		RELIGIOUS	35,000
SALT'S EARTH PICTURES		PUBLIC		HUMANITARIAN	36,000
THOUGHTS OF FAITH		PUBLIC		RELIGIOUS	20,000
CAMP PHILLIP		PUBLIC		HUMANITARIAN	10,000
CHRIST THE ROCK EV LUTHERAN		PUBLIC		RELIGIOUS	20,000
FAITH EV LUTHERAN		PUBLIC		RELIGIOUS	46,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VICTORY EV LUTHERAN	PUBLIC	RELIGIOUS	45,000
NORTHERN WI DISTRICT-HISPANIC MINISTRY	PUBLIC	RELIGIOUS	25,000
BETHANY EVANGELICAL FREE CHURCH	PUBLIC	RELIGIOUS	5,000
CALIFORNIA LUTHERAN HIGH SCHOOL	PUBLIC	EDUCATIONAL	45,000
MILWAUKEE FEDERATION	PUBLIC	HUMANITARIAN	2,650
PEACE IN JESUS CONGREGATION	PUBLIC	RELIGIOUS	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UWL FOUNDATION		PUBLIC		EDUCATIONAL	10,000
RESURRECTION EVANGELICAL LUTHERAN CHURCH		PUBLIC		RELIGIOUS	100,000
ZION EVANGELICAL LUTHERAN CHURCH		PUBLIC		RELIGIOUS	900
COULEE REGION CHILDREN'S		PUBLIC		EDUCATIONAL	1,000
THE LUTHERAN HOME		PUBLIC		RELIGIOUS	60,000
BETHANY LUTHERAN COLLEGE					35,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
RECIPIENT NAME AND ADDRESS					
WISCONSIN LUTHERAN		PUBLIC		EDUCATIONAL	130,000
				TOTAL CONTRIBUTIONS PAID	1,488,290

ATTACHMENT 12 (CONT'D)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

ANTIOCH FOUNDATION

Employer identification number

36-3779525

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** 330,668.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶ **5** 330,668.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** -1,038,201.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9**

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶ **12** -1,038,201.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		330,668.
14	Net long-term gain or (loss):			
a	Total for year	14a		-1,038,201.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-707,533.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
a	The loss on line 15, column (3) or b \$3,000
16	(3,000.)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the worksheet on page 8 of the instructions if	
• Either line 14b, col (2) or line 14c, col (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26, go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ANTIOCH FOUNDATION

Employer identification number

36-3779525

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	330,668.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-1,038,201.
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Schedule D-1 (Form 1041) 2009



TRUST POINT INC.

Run on 4/21/2010 1:12:10 PM

Realized Gain/Loss Report

Start Date: 01/01/2009

End Date: 12/31/2009

Account: M01453
ANTIOCH FOUNDATION TR CONS STMT

Administrator: DAR ISAACSON 608-782-1148

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss
** SHORT TERM CAPITAL GAIN (LOSS)					
210 SHARES OF NEWMONT MINING CORP	01/07/2009	09/17/2008	7,648.93	9,167.43	1,518.50
410 SHARES OF NEWMONT MINING CORP	01/07/2009	09/18/2008	14,933.63	16,364.33	1,430.70
700 SHARES OF ABB LTD SPONSORED ADR	01/07/2009	09/23/2008	10,343.70	14,581.91	4,238.21
240 SHARES OF ABB LTD SPONSORED ADR	01/07/2009	10/01/2008	3,546.41	4,593.58	1,047.17
440 SHARES OF DISNEY (WALT) CO	01/07/2009	04/28/2008	10,205.66	14,216.36	4,010.70
40 SHARES OF DISNEY (WALT) CO	01/07/2009	06/18/2008	927.78	1,322.00	394.22
220 SHARES OF DISNEY (WALT) CO	01/07/2009	09/09/2008	5,102.83	7,233.43	2,130.60
904 SHARES OF US BANCORP DEL	01/13/2009	12/05/2008	19,830.84	24,831.08	5,000.24
670 SHARES OF AMGEN INC	01/13/2009	08/06/2008	38,500.59	42,471.03	3,970.44
1000 SHARES OF MATTTEL INC	01/13/2009	01/25/2008	15,143.31	19,006.20	3,862.89
51885.55 SHARES OF ALLIANZ NFJ DIVIDEND VALUE INST	01/26/2009	12/16/2008	457,111.70	510,553.81	53,442.11
107 SHARES OF GENENTECH INC	02/02/2009	01/13/2009	8,758.46	9,264.63	506.17
550 SHARES OF KROGER CO	02/02/2009	05/01/2008	12,217.90	15,075.38	2,857.48
311 SHARES OF KROGER CO	02/02/2009	05/22/2008	6,908.67	8,382.04	1,473.37
160 SHARES OF KROGER CO	02/02/2009	08/15/2008	3,554.30	4,873.28	1,318.98
260 SHARES OF KROGER CO	02/02/2009	09/16/2008	5,775.74	7,248.65	1,472.91
672 SHARES OF PRUDENTIAL FINANCIAL INC	02/02/2009	12/15/2008	17,528.22	17,425.50	102.72
119 SHARES OF PRUDENTIAL FINANCIAL INC	02/02/2009	01/07/2009	3,103.95	3,927.49	823.54
315 SHARES OF MOLSON COORS BREWING CO	02/02/2009	10/08/2008	12,534.76	13,626.05	1,091.29
360 SHARES OF MOLSON COORS BREWING CO	02/02/2009	11/12/2008	14,325.43	14,575.61	250.18
00000050.000000 SHARES OF BARRICK GOLD CORP	02/02/2009	09/23/2008	1,795.57	1,869.97	74.40
200 SHARES OF FRANKLIN RESOURCES INC	02/02/2009	10/29/2008	9,669.94	12,582.56	2,912.62
760 SHARES OF BANK OF AMERICA CORP	02/18/2009	10/14/2008	3,457.98	19,675.42	16,217.44
555 SHARES OF BANK OF AMERICA CORP	02/18/2009	01/13/2009	2,525.24	5,892.77	3,367.53
00000170.000000 SHARES OF	02/18/2009	02/02/2009	5,275.07	6,018.00	742.93

ROCHE HOLDING LTD SPON ADR	02/18/2009	02/02/2009	5,890.67	6,393.05	502.38-
00000233 000000 SHARES OF ENDURANCE SPECIAL TY	02/18/2009	02/02/2009	9,386.47	12,912.13	3,525.66-
00000858 000000 SHARES OF US BANCORP DEL	02/18/2009	02/02/2009	8,627.57	8,987.87	360.30-
00000545 000000 SHARES OF ROLLINS INC	02/18/2009	02/02/2009	6,334.29	6,448.90	114.61-
00000418 000000 SHARES OF PARTNER COMMUNICATIONS CO LTD ADR	02/18/2009	05/27/2008	4,877.24	8,042.06	3,164.82-
00000107 000000 SHARES OF NORTHROP GRUMMAN CORP	02/18/2009	09/23/2008	1,895.48	1,869.97	25.51
00000050 000000 SHARES OF BARRICK GOLD CORP	02/18/2009	10/08/2008	24,008.26	26,449.28	2,441.02-
520 SHARES OF RAYTHEON CO	02/18/2009	02/02/2009	5,950.56	6,368.20	417.64-
00000369 000000 SHARES OF NTT DOCOMO INC SPONSORED ADR	02/18/2009	08/06/2008	6,701.51	9,616.95	2,915.44-
00000215 000000 SHARES OF NESTLE S A ADR	02/18/2009	08/20/2008	8,568.51	10,538.08	1,969.57-
00000280 000000 SHARES OF SOUTHERN CO	02/18/2009	09/18/2008	9,762.34	19,889.62	10,127.28-
200 SHARES OF DEVON ENERGY CORP	02/18/2009	04/28/2008	9,321.79	11,316.32	1,994.53-
428 SHARES OF KROGER CO	02/18/2009	05/22/2008	1,067.21	1,320.64	253.43-
49 SHARES OF KROGER CO	02/18/2009	02/02/2009	12,178.80	14,784.14	2,605.34-
517 SHARES OF METLIFE INC	02/27/2009	09/23/2008	9,270.09	12,477.85	3,207.76-
00000463 000000 SHARES OF MORGAN STANLEY GROUP INC	02/27/2009	02/02/2009	1,011.49	988.51	22.98
00000085 000000 SHARES OF SUNTRUST BANKS INC	02/27/2009	02/02/2009	44,425.23	48,068.98	3,643.75-
00000877 000000 SHARES OF ISHARES RUSSELL MID CAP ETF	02/27/2009	12/15/2008	9,748.59	7,820.67	1,927.92
00000360 000000 SHARES OF DARDEN RESTAURANT S INC	02/27/2009	02/02/2009	13,613.92	15,625.97	2,012.05-
1054 SHARES OF BT GROUP PLC ADR	02/27/2009	12/15/2008	11,397.02	15,709.93	4,312.91-
714 SHARES OF LOWES COS INC	02/27/2009	01/07/2009	5,874.09	8,200.14	2,326.05-
368 SHARES OF LOWES COS INC	02/27/2009	06/18/2008	674.07	798.19	124.12-
13 SHARES OF BAXTER INTERNATIONAL INC	02/27/2009	07/14/2008	3,111.10	3,903.60	792.50-
60 SHARES OF BAXTER INTERNATIONAL INC	02/27/2009	07/23/2008	5,185.17	6,824.00	1,638.83-
100 SHARES OF BAXTER INTERNATIONAL INC	04/08/2009	02/02/2009	4,193.55	4,055.99	137.56
00000074 000000 SHARES OF ISHARES RUSSELL MID CAP ETF	04/08/2009	02/02/2009	4,086.24	6,083.37	1,997.13-
00000150 000000 SHARES OF HUMANA INC	04/08/2009	09/23/2008	1,448.99	1,869.96	420.97-
00000050 000000 SHARES OF BARRICK GOLD CORP	04/08/2009	02/02/2009	29,036.17	23,679.18	1,356.99
1222 SHARES OF ADOBE SYSTEMS INC	04/08/2009	02/27/2009	10,741.39	9,847.76	893.63
68 SHARES OF AUTOZONE INC	04/08/2009	02/02/2009	9,826.18	8,349.44	1,476.74
00001408 000000 SHARES OF BANK OF AMERICA CORP	04/08/2009	02/02/2009	17,914.56	12,264.75	1,649.81
00000455 000000 SHARES OF BEST BUY CO INC	04/08/2009	02/27/2009	10,761.63	11,166.05	404.42-
411 SHARES OF CAMPBELL SOUP CO	04/08/2009	12/15/2008	27,820.54	17,053.42	10,767.12
785 SHARES OF DARDEN RESTAURANT S INC	04/08/2009	02/02/2009	9,681.88	11,314.46	1,632.58-
191 SHARES OF					

EXELON CORP	07/07/2009	09/29/2008	14,855.67	19,579.50	4,723.83-
00000285.000000 SHARES OF PROCTER & GAMBLE CO	07/07/2009	02/02/2009	131,985.12	115,650.58	16,134.54
00002110.000000 SHARES OF ISHARES RUSSELL MID CAP ETF	07/07/2009	05/18/2009	22,148.84	18,005.42	4,143.42 *
940 SHARES OF LEGG MASON INC	07/07/2009	02/02/2009	4,253.71	4,935.79	682.08-
286 SHARES OF NTT DOCOMO INC SPONSORED ADR	07/07/2009	12/15/2008	20,577.79	16,765.01	3,812.78
480 SHARES OF KOHL'S CORP	07/07/2009	01/13/2009	9,345.75	7,875.42	1,470.33
218 SHARES OF KOHL'S CORP	07/07/2009	02/02/2009	11,651.57	11,160.94	490.63
219 SHARES OF KIMBERLY CLARK CORP	07/07/2009	02/18/2009	11,970.80	10,895.67	1,075.13
225 SHARES OF KIMBERLY CLARK CORP	07/07/2009	02/02/2009	17,076.54	15,573.59	1,502.95
998 SHARES OF AXA SA SPONSORED ADR	07/07/2009	05/18/2009	15,989.38	19,536.14	3,546.76-
317 SHARES OF DEVON ENERGY CORP	07/07/2009	04/08/2009	2,942.48	2,405.53	536.95
131 SHARES OF SURMODICS INC	08/07/2009	05/18/2009	596.36	553.63	42.73
62,841 SHARES OF ALLIANZ NFJ DIVIDEND VALUE INST	08/07/2009	01/26/2009	451,107.83	350,000.00	101,107.83
14912.655 SHARES OF GOLDMAN SACHS SMALL VALUE IS	08/07/2009	04/08/2009	4,282.24	4,366.28	84.04-
319 SHARES OF SOMANETICS CORP	08/07/2009	02/02/2009	695,955.71	516,864.90	179,090.81
9430 SHARES OF ISHARES RUSSELL MID CAP ETF	08/07/2009	02/18/2009	15,129.47	10,840.36	4,289.11
205 SHARES OF ISHARES RUSSELL MID CAP ETF	08/07/2009	02/02/2009	17,325.74	15,748.71	1,577.03
1309 SHARES OF NOKIA CORP SPONSORED ADR	08/07/2009	02/18/2009	13,050.55	10,836.14	2,214.41
986 SHARES OF NOKIA CORP SPONSORED ADR	08/07/2009	02/02/2009	23,095.03	16,424.44	6,670.59
778 SHARES OF MINDRAY MEDICAL INT'L LTD ADR	08/07/2009	07/07/2009	22,632.16	21,933.96	698.20
853 SHARES OF UNITEDHEALTH GROUP INC	08/07/2009	02/02/2009	12,279.53	11,230.71	1,048.82
274 SHARES OF NOVARTIS AG SPONSORED ADR	08/07/2009	02/18/2009	219.05	172.85	46.20
00000006.000000 SHARES OF YUM! BRANDS INC	08/07/2009	01/13/2009	3,049.16	2,610.30	438.86
35 SHARES OF APACHE CORP	08/07/2009	02/02/2009	36,675.22	23,199.16	13,476.06
765 SHARES OF CATERPILLAR INC	08/07/2009	02/02/2009	17,902.50	14,962.40	2,940.10
472 SHARES OF E.ON AG ADR	08/07/2009	02/02/2009	13,719.71	14,175.91	456.20-
761 SHARES OF TSAKOS ENERGY NAVIGATION LTD	08/07/2009	04/08/2009	3,353.31	3,056.48	296.83
186 SHARES OF TSAKOS ENERGY NAVIGATION LTD	08/07/2009	02/02/2009	10,269.45	11,523.80	1,254.35-
222 SHARES OF GILEAD SCIENCES INC	08/07/2009	02/02/2009	14,097.40	11,396.26	2,701.14
272 SHARES OF TEVA PHARMACEUTICAL INDUSTRIES ADR	09/02/2009	08/07/2009	10,514.10	11,394.47	880.37-
1045 SHARES OF VALUECLICK INC	09/02/2009	08/07/2009	6,165.24	6,625.28	460.04-
256 SHARES OF RITCHIE BROS AUCTIONEERS INC	09/02/2009	02/02/2009	18,414.36	10,460.69	7,953.67
00000614.000000 SHARES OF SUNCOR ENERGY INC NEW	09/02/2009	08/07/2009	9,781.02	9,086.04	694.98
282 SHARES OF LENDER PROCESSING SERVICES INC	09/02/2009	08/07/2009	9,571.39	12,146.29	2,574.90-
932 SHARES OF					

OLD NATIONAL BANCORP	09/02/2009	08/07/2009	10,755.48	10,792.96	37.48
284 SHARES OF GEN-PROBE INC	09/02/2009	01/13/2009	4,538.30	4,772.41	234.11
66 SHARES OF BECTON DICKINSON & CO	09/02/2009	02/02/2009	10,726.90	11,389.56	662.66
156 SHARES OF BECTON DICKINSON & CO	09/02/2009	04/08/2009	14,619.98	14,616.12	3.86
684 SHARES OF REED ELSEVIER NV	09/02/2009	08/07/2009	12,242.12	13,138.38	896.26
164 SHARES OF ALLIANT TECHSYSTEMS INC	09/02/2009	08/07/2009	6,275.12	6,319.54	44.42
274 SHARES OF NEUSTAR INC	09/02/2009	08/07/2009	11,613.33	11,796.33	183.00
350 SHARES OF WGL HOLDINGS INC	09/02/2009	05/18/2009	13,181.17	6,438.16	6,743.01
00000325.000000 SHARES OF SXC HEALTH SOLUTIONS CORP	09/02/2009	08/07/2009	1,850.15	2,315.78	465.63
294 SHARES OF RUDOLPH TECHNOLOGIES INC	09/02/2009	06/02/2009	23,521.91	20,345.96	3,175.95
398 SHARES OF AMGEN INC	09/02/2009	08/07/2009	709.20	731.76	22.56
12 SHARES OF AMGEN INC	09/02/2009	02/02/2009	26,439.27	18,788.00	7,651.27
1232 SHARES OF CISCO SYSTEMS INC	09/02/2009	08/07/2009	7,904.79	8,499.99	595.20
216 SHARES OF POLARIS INDUSTRIES INC	09/02/2009	05/18/2009	17,511.84	19,210.58	1,698.74
116 SHARES OF RIO TINTO PLC SPONSORED ADR	09/02/2009	08/07/2009	14,203.75	15,204.65	1,000.90
355 SHARES OF PETROLEO BRASILEIR ADR	09/02/2009	02/18/2009	12,595.31	10,889.73	1,705.58
378 SHARES OF YUM! BRANDS INC	09/02/2009	02/27/2009	13,161.77	10,525.45	2,636.32
395 SHARES OF YUM! BRANDS INC	09/02/2009	08/07/2009	4,003.14	4,280.63	277.49
67 SHARES OF BAYER AG SPONSORED ADR	09/02/2009	08/07/2009	9,498.40	10,846.72	1,348.32
828 SHARES OF ALCOA INC	09/02/2009	08/07/2009	1,627.78	1,733.13	105.35
27 SHARES OF SOHU COM INC	09/02/2009	05/18/2009	6,614.21	5,638.59	975.62
365 SHARES OF MEDICIS PHARMACEUTICAL CLASS A	09/02/2009	02/02/2009	203.49	116.29	87.20
00000010.000000 SHARES OF SUNTRUST BANKS INC	10/15/2009	11/26/2008	8,466.38	5,745.26	2,721.12
168 SHARES OF WYETH	10/20/2009	08/07/2009	4,970.47	5,391.14	420.67
109 SHARES OF NUCOR CORP	10/20/2009	08/07/2009	15,458.00	13,710.44	1,747.56
265 SHARES OF WATERS CORP	10/20/2009	08/07/2009	14,763.01	12,806.51	1,956.50
00000223.000000 SHARES OF GENERAL MILLS INC	10/20/2009	08/07/2009	8,513.52	9,090.57	577.05
118 SHARES OF LOCKHEED MARTIN CORP	10/20/2009	08/07/2009	19,483.32	24,712.35	5,229.03
4584 SHARES OF WENDYS/ARBYS GROUP INC	10/20/2009	09/02/2009	5,096.10	6,100.75	1,004.65
1199 SHARES OF WENDYS/ARBYS GROUP INC	10/20/2009	01/13/2009	2,779.45	2,013.66	765.79
27 SHARES OF APACHE CORP	10/20/2009	02/02/2009	3,705.94	2,634.59	1,071.35
36 SHARES OF APACHE CORP	10/20/2009	08/07/2009	16,501.16	14,231.57	2,269.59
401 SHARES OF SYBASE INC	10/20/2009	08/07/2009	16,208.80	12,189.80	4,019.00
431 SHARES OF CLIFFS NAT RES INC	10/20/2009	02/27/2009	18,952.83	16,250.34	2,702.49

DUKE ENERGY HOLDING CORP	10/20/2009	08/07/2009	6,873.17	6,806.71	66.46*
433 SHARES OF					
DUKE ENERGY HOLDING CORP	10/20/2009	09/02/2009	10,619.30	10,174.29	445.01
669 SHARES OF					
DUKE ENERGY HOLDING CORP	10/20/2009	08/07/2009	0.12	0.11	0.01*
.004 SHARES OF					
MACERICH CO	10/20/2009	09/21/2009	234.67	227.98	6.69
7.996 SHARES OF					
MACERICH CO	10/20/2009	08/07/2009	6,320.86	5,692.94	627.92
00000091.000000 SHARES OF					
ARCH CAPITAL GROUP LTD	10/20/2009	10/29/2008	3,852.35	3,069.50	782.85
175 SHARES OF					
ORACLE CORP	10/20/2009	02/02/2009	14,749.01	11,341.49	3,407.52
670 SHARES OF					
ORACLE CORP	10/20/2009	08/07/2009	1,628.99	1,602.10	26.89
74 SHARES OF					
ORACLE CORP	10/20/2009	08/07/2009	5,714.09	5,888.73	174.64-
274 SHARES OF					
G & K SERVICES INC CLASS A	10/20/2009	08/07/2009	9,727.45	10,304.45	577.00-
1538 SHARES OF					
INTERGRATED DEVICE TECHNOLOGY INC	10/20/2009	08/07/2009	4,469.50	4,949.06	479.56-
706 SHARES OF					
KEYCORP NEW	10/20/2009	08/07/2009	19,953.00	21,753.50	1,800.50-
695 SHARES OF					
VERIZON COMMUNICATIONS INC	10/20/2009	07/07/2009	5,504.13	4,964.46	539.67
230 SHARES OF					
KROGER CO	10/20/2009	02/02/2009	17,014.81	11,541.22	5,473.59
1087 SHARES OF					
ZHONGPIN INC	10/20/2009	04/08/2009	9,063.08	5,197.57	3,865.51
579 SHARES OF					
ZHONGPIN INC	10/20/2009	02/02/2009	13,925.68	5,573.26	8,352.42
00000847.000000 SHARES OF					
GERDAU SA SPONSORED ADR	10/20/2009	08/07/2009	14,288.45	18,524.11	4,235.66-
1488 SHARES OF					
BROOKLINE BANCORP INC	10/20/2009	08/07/2009	4,496.09	5,411.02	914.93-
697 SHARES OF					
FIRST MERCHANT'S CORP	10/20/2009	08/07/2009	7,067.48	5,561.21	1,506.27
307 SHARES OF					
MANHATTAN ASSOCIATES INC	10/20/2009	04/08/2009	14,393.10	9,607.91	4,785.19
389 SHARES OF					
METLIFE INC	10/20/2009	08/07/2009	1,628.01	1,624.09	3.92
44 SHARES OF					
METLIFE INC	10/20/2009	08/07/2009	9,079.74	9,522.75	443.01-
152 SHARES OF					
SHERWIN WILLIAMS CO	10/20/2009	04/08/2009	11,707.36	11,245.84	461.52
792 SHARES OF					
NTT DOCOMO INC SPONSORED ADR	10/20/2009	08/07/2009	6,282.36	6,200.75	81.61
425 SHARES OF					
NTT DOCOMO INC SPONSORED ADR	10/20/2009	01/29/2009	1,738.97	711.82	1,027.15
235 SHARES OF					
RUDOLPH TECHNOLOGIES INC	10/29/2009	02/02/2009	1,888.06	1,703.69	184.37
00000037.000000 SHARES OF					
CONOCOPHILLIPS	10/29/2009	01/13/2009	3,361.87	3,396.28	34.41-
57 SHARES OF					
MC DONALDS CORP	10/29/2009	02/02/2009	5,662.11	5,533.25	128.86
96 SHARES OF					
MC DONALDS CORP	10/29/2009	07/07/2009	13,718.89	12,670.16	1,048.73
00000587.000000 SHARES OF					
KROGER CO	10/29/2009	02/02/2009	13,911.90	13,325.00	586.90
00000533.000000 SHARES OF					
AT&T INC	10/29/2009	02/02/2009	13,734.45	6,921.91	5,812.54
00000114.000000 SHARES OF					
AMAZON COM INC	10/29/2009	08/07/2009	1,303.19	1,643.25	340.06-
35 SHARES OF					
ADVANCE AUTO PARTS INC	10/29/2009	08/07/2009	3,314.45	2,827.61	486.84
00000017.000000 SHARES OF					
APPLE INC	10/29/2009	08/07/2009	542.14	500.48	41.66
00000008.000000 SHARES OF					

ARCH CAPITAL GROUP LTD	10/29/2009	01/13/2009	10,578.37	11,280.25	701.88
00000156, 000000 SHARES OF					
BECTON DICKINSON & CO	10/29/2009	09/02/2009	10,075.63	9,097.77	977.86
57 SHARES OF					
GOLDMAN SACHS GROUP INC	10/29/2009	02/02/2009	11,526.31	12,336.21	309.90
339 SHARES OF					
ST JUDE MEDICAL IN C	10/29/2009	07/07/2009	9,588.26	11,191.56	1,503.30
282 SHARES OF					
ST JUDE MEDICAL IN C	10/29/2009	04/08/2009	18,374.59	12,547.09	5,827.50
508 SHARES OF					
METLIFE INC	11/24/2009	10/29/2009	29.73	28.92	0.81
996 SHARES OF					
MACERICH CO	11/25/2009	02/02/2009	16,937.22	15,770.36	1,166.86
458 SHARES OF					
OPEN TEXT CORP	11/25/2009	08/07/2009	13,427.72	16,274.50	2,846.78
903 SHARES OF					
KNIGHT CAPITAL GROUP INC CLASS A	11/25/2009	05/18/2009	18,176.83	16,200.35	1,976.48
190 SHARES OF					
BG GROUP PLC ADR	11/25/2009	08/07/2009	408.19	332.66	75.53
86 GROUP PLC ADR					
00000002, 000000 SHARES OF					
APPLE INC	11/25/2009	02/02/2009	14,438.36	11,907.87	2,530.49
391 SHARES OF					
COMPANIA CERVECERIA UNIDAS SPON ADR	11/25/2009	08/07/2009	6,587.03	8,647.38	2,060.35
358 SHARES OF					
RYLAND GROUP INC	11/25/2009	08/07/2009	8,474.48	9,269.16	794.68
615 SHARES OF					
BRINKER INTERNATIONAL INC	11/25/2009	08/07/2009	11,217.98	8,658.55	2,559.43
785 SHARES OF					
EAST WEST BANCORP INC	11/25/2009	09/02/2009	4,587.23	2,779.35	1,807.88
321 SHARES OF					
EAST WEST BANCORP INC	11/25/2009	10/29/2009	2,172.14	1,504.53	667.61
152 SHARES OF					
EAST WEST BANCORP INC	11/25/2009	10/20/2009	21,278.92	20,734.24	544.68
766 SHARES OF					
HOME DEPOT INC	11/25/2009	09/02/2009	13,662.64	11,791.16	1,871.48
301 SHARES OF					
AFLAC INC	11/25/2009	02/02/2009	1,948.32	1,703.69	244.63
00000037, 000000 SHARES OF					
CONOCOPHILLIPS	11/25/2009	05/18/2009	18,368.79	16,449.83	1,918.96
342 SHARES OF					
SYNGENTA AG SPONSORED ADR	11/25/2009	09/02/2009	6,934.90	6,504.57	430.33
235 SHARES OF					
BROADCOM CORP	11/25/2009	02/02/2009	28,207.50	15,870.48	12,337.02
712 SHARES OF					
ARCELORMITTAL SA LUXEMBOURG	11/25/2009	02/27/2009	20,999.92	20,580.36	419.56
534 SHARES OF					
ADVANCE AUTO PARTS INC	11/25/2009	08/07/2009	19,719.28	15,632.69	4,086.59
425 SHARES OF					
ENCORE ACQUISITION CO	12/21/2009	04/08/2009	4,362.30	4,251.02	111.28
281 SHARES OF					
HAIN CELESTIAL GROUP INC	12/21/2009	08/07/2009	341.53	390.06	48.53
22 SHARES OF					
HAIN CELESTIAL GROUP INC	12/21/2009	02/02/2009	23,587.08	11,827.23	11,759.85
142 SHARES OF					
GOLDMAN SACHS GROUP INC	12/21/2009	08/07/2009	11,149.08	11,087.48	61.60
201 SHARES OF					
HAEMONETICS CORP	12/21/2009	02/02/2009	507.63	365.92	141.71
00000005, 000000 SHARES OF					
APACHE CORP	12/21/2009	02/02/2009	8,674.42	73.80	3,600.62
362 SHARES OF					
GENOVUS ENERGY INC	12/21/2009	08/07/2009	5,146.78	5,301.46	154.68
123 SHARES OF					
JPMORGAN CHASE & CO	12/21/2009	06/02/2009	22,658.69	19,020.13	3,638.56
459 SHARES OF					
TARGET CORP	12/21/2009	09/02/2009	592.38	551.76	40.62
12 SHARES OF					
TARGET CORP	12/21/2009	01/07/2009	7,973.56	6,483.88	1,489.68
170 SHARES OF					

XTO ENERGY INC	12/21/2009	02/02/2009	18,902.03	14,628.09	4,273.94
403 SHARES OF					
XTO ENERGY INC	12/21/2009	02/18/2009	14,680.73	10,682.06	3,998.67
313 SHARES OF					
XTO ENERGY INC	12/21/2009	08/07/2009	11,173.22	13,239.66	2,066.44
298 SHARES OF					
JACOBS ENGINEERING GROUP INC	12/21/2009	11/25/2009	1,433.58	1,267.64	165.94
43 SHARES OF					
MACERICH CO					
00000326.000000 SHARES OF	12/21/2009	02/02/2009	14,755.36	6,599.61	8,155.75
BANCOLOMBIA SA SPONSORED ADR					
229 SHARES OF	12/21/2009	02/02/2009	13,525.76	11,320.84	2,204.92
ROYAL DUTCH SHELL PLC SPONSORED ADR					
110 SHARES OF	12/21/2009	08/07/2009	6,497.09	5,756.30	740.79
ROYAL DUTCH SHELL PLC SPONSORED ADR					
188 SHARES OF	12/21/2009	02/02/2009	13,284.23	11,065.30	2,218.93
ARCH CAPITAL GROUP LTD					
161 SHARES OF	12/21/2009	08/07/2009	11,376.38	10,072.13	1,304.25
ARCH CAPITAL GROUP LTD					
186 SHARES OF	12/21/2009	08/07/2009	6,268.22	5,914.46	353.76
PUBLIC SERVICE ENTERPRISE GROUP INC					
929 SHARES OF	12/21/2009	07/07/2009	19,073.74	20,052.09	978.35
KROGER CO					
363 SHARES OF	12/21/2009	08/07/2009	7,452.92	7,630.26	177.34
KROGER CO					
382 SHARES OF	12/21/2009	08/07/2009	10,520.20	12,426.65	1,906.45
CENTRAL EUROPEAN DIST					
522 SHARES OF	12/21/2009	08/07/2009	16,863.77	12,152.37	4,711.40
EVERCORE PARTNERS INC					
.653 SHARES OF	12/28/2009	12/21/2009	24.73	19.69	5.04
MACERICH CO					
4 SHARES OF	12/30/2009	02/02/2009	14.25	6.81	7.44
SUNCOR ENERGY INC NEW					
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			4,267,479.77	3,936,811.56	330,668.21
** LONG TERM CAPITAL GAIN (LOSS)					
25000 UNITS OF	01/15/2009	05/14/1999	25,000.00	25,000.00	0.00
FLEET NATIONAL BANK 5.75% 01/15/2009					
95000 UNITS OF	04/17/2009	04/10/2007	95,000.00	95,000.00	0.00
FIRST GUARAN TY BK & TR CO C D 5% 04/17/2009					
95000 UNITS OF	04/20/2009	04/10/2007	95,000.00	95,000.00	0.00
DISCOVER BANK C.D. 5.05% 04/20/2009					
100000 UNITS O F	08/18/2009	03/03/2006	108,200.00	101,236.21	6,963.79
FEDERAL HOME LOAN BANK 5.75% 08/15/2011					
100000 UNITS O F	11/16/2009	02/08/2006	100,000.00	100,000.00	0.00
FEDERAL NATIONAL MORTGAGE ASSOC 4% 11/16/2009					
18 SHARES OF	01/07/2009	02/16/2005	1,107.71	591.25	516.46
MC DONALDS CORP					
12 SHARES OF	01/07/2009	09/10/2007	738.47	600.12	138.35
MC DONALDS CORP					
1389.315 SHARES OF	01/26/2009	10/24/2000	15,435.29	24,702.03	9,266.74
AMERICAN BEACON INTERNATIONAL EQUITY					
3076.922 SHARES OF	01/26/2009	03/12/2003	34,184.59	32,000.00	2,184.59
AMERICAN BEACON INTERNATIONAL EQUITY					
352.941 SHARES OF	01/26/2009	01/05/2004	3,921.17	6,000.00	2,078.83
AMERICAN BEACON INTERNATIONAL EQUITY					
580.383 SHARES OF	01/26/2009	01/28/2004	6,448.06	10,000.00	3,551.94
AMERICAN BEACON INTERNATIONAL EQUITY					
176.16 SHARES OF	01/26/2009	02/02/2004	1,957.14	3,000.00	1,042.86
AMERICAN BEACON INTERNATIONAL EQUITY					
178.147 SHARES OF	01/26/2009	03/11/2004	1,979.21	3,000.00	1,020.79
AMERICAN BEACON INTERNATIONAL EQUITY					
805.234 SHARES OF	01/26/2009	01/04/2005	8,946.15	16,000.00	7,053.85
AMERICAN BEACON INTERNATIONAL EQUITY					
1013.171 SHARES OF	01/26/2009	01/11/2005	11,256.33	20,000.00	8,743.67

AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	02/18/2005	5,398.45	10,000.00	4,601.55 ^D
485,909 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	03/09/2005	444.08	840.59	1,096.51-
39,971 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	01/03/2006	63,886.40	123,000.00	59,136.04
5750.351 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	01/23/2006	25,813.20	50,000.00	24,186.80-
2323.42 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	03/07/2006	11,905.39	23,328.55	11,423.16-
1071.592 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	12/28/2007	18,114.26	37,483.96	19,369.70-
1630.446 SHARES OF					
AMERICAN BEACON INTERNATIONAL EQUITY	01/26/2009	10/24/2000	8,519.85	12,109.54	3,589.69-
332.417 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	03/12/2003	41,018.58	32,000.00	9,018.58
1600.414 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/05/2004	4,927.68	6,000.00	1,072.32-
192.262 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/28/2004	16,415.02	20,000.00	3,584.98-
640.461 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	02/02/2004	1,657.42	2,000.00	342.58-
64.667 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	03/11/2004	1,657.42	2,000.00	342.58-
64.667 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/04/2005	11,757.40	16,000.00	4,242.60-
458.736 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/11/2005	14,726.36	20,000.00	5,273.64-
574.575 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	02/18/2005	6,375.85	9,000.00	2,624.15-
248.765 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/03/2006	69,910.80	115,000.00	45,089.20-
2727.694 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	01/23/2006	21,246.12	35,006.92	13,760.80-
828.955 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	12/28/2007	15,357.47	30,686.35	15,328.88-
599.199 SHARES OF					
AMERICAN EUROPA PACIFIC GROWTH FUND CL F2	01/26/2009	03/12/2003	77,169.07	63,000.00	14,169.07
3381.642 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	06/11/2003	24,463.98	25,000.00	536.02-
1072.041 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/05/2004	10,283.13	12,000.00	1,716.87-
450.619 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/28/2004	1,633.41	1,918.30	284.89-
71.578 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	03/11/2004	13,094.87	15,000.00	1,905.13-
573.833 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/04/2005	16,346.70	20,000.00	3,653.30-
716.332 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/11/2005	9,875.22	12,000.00	2,124.78-
432.744 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	02/18/2005	21,427.23	26,000.00	4,572.77-
938.967 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	03/09/2005	12,344.02	15,000.00	2,655.98-
540.93 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	03/17/2005	53,674.37	64,000.00	10,325.63-
2352.076 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/23/2006	82,758.85	119,895.17	37,136.32-
3626.593 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	03/07/2006	69,764.62	100,000.00	30,235.38-
3057.17 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	03/23/2006	162,702.01	234,000.00	71,297.99-
7129.799 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	01/04/2008	127,024.77	200,000.00	77,975.23-
5566.379 SHARES OF					
HARBOR CAPITAL APP RECIATION FUND	01/26/2009	04/05/2004	108,023.61	181,711.70	77,688.09-
15678.317 SHARES OF					
MORGAN STANLEY INSTL SMALL COMPANY GROWTH - A	01/26/2009	01/11/2005	7,364.63	12,858.71	5,494.08-
1068.887 SHARES OF					

34,184 54-
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GOLDMAN SACHS SMALL VALUE IS	08/07/2009	01/03/2006	85,031.63	120,000.00	34,968.37 ^A
2810.963 SHARES OF					
GOLDMAN SACHS SMALL VALUE IS	08/07/2009	01/23/2006	98,821.12	143,609.13	44,788.01-
3266.814 SHARES OF					
GOLDMAN SACHS SMALL VALUE IS	08/07/2009	12/28/2007	89,259.86	105,961.04	16,701.18 ^A
2950.739 SHARES OF					
GOLDMAN SACHS SMALL VALUE IS	08/07/2009	11/07/2007	4,362.79	6,110.00	1,747.21-
325 SHARES OF					
SOMANETICS CORP					
00000015.000000 SHARES OF	08/07/2009	04/18/2008	1,265.66	1,936.95	671.29-
MONSANTO CO					
120 SHARES OF	08/07/2009	12/14/2007	2,687.94	3,458.18	770.24-
CISCO SYSTEMS INC					
300 SHARES OF	08/07/2009	06/16/2008	6,719.86	7,880.82	1,160.96-
CISCO SYSTEMS INC					
214 SHARES OF	08/07/2009	06/25/2008	4,793.50	5,296.48	502.98-
CISCO SYSTEMS INC					
110 SHARES OF	08/07/2009	10/08/2007	9,583.07	9,769.10	186.03-
APACHE CORP					
155 SHARES OF	08/07/2009	10/16/2007	13,503.42	15,081.21	1,577.79-
APACHE CORP					
00000047.000000 SHARES OF	09/02/2009	01/11/2006	1,477.64	708.13	769.51
NEOGEN CORP					
360 SHARES OF	09/02/2009	01/25/2008	7,725.76	8,867.88	1,142.12-
CISCO SYSTEMS INC					
226 SHARES OF	09/02/2009	06/25/2008	4,850.06	5,593.47	743.41-
CISCO SYSTEMS INC					
00000022.000000 SHARES OF	09/02/2009	07/17/2007	348.25	614.80	266.55-
HAIN CELESTIAL GROUP INC					
00000015.000000 SHARES OF	09/02/2009	05/18/2006	463.63	555.81	92.18-
USANA HEALTH SCIENCES INC					
170 SHARES OF	09/02/2009	01/11/2006	3,080.59	5,761.30	2,680.71-
MEDICIS PHARMACEUTICAL CLASS A					
27 SHARES OF	09/02/2009	08/24/2007	489.27	771.20	281.93-
MEDICIS PHARMACEUTICAL CLASS A					
101 SHARES OF	09/02/2009	08/27/2007	1,830.24	2,931.88	1,101.64-
MEDICIS PHARMACEUTICAL CLASS A					
42 SHARES OF	09/02/2009	08/28/2007	761.09	1,238.23	477.14-
MEDICIS PHARMACEUTICAL CLASS A					
221 SHARES OF	10/15/2009	03/07/2008	11,137.31	9,094.02	2,043.29
WYETH					
200 SHARES OF	10/20/2009	01/25/2008	14,429.69	21,044.00	6,614.31-
LOCKHEED MARTIN CORP					
54 SHARES OF	10/20/2009	02/05/2008	3,896.01	5,833.59	1,937.58-
LOCKHEED MARTIN CORP					
00000012.000000 SHARES OF	10/20/2009	08/20/2008	397.93	451.63	53.70-
SOUTHERN CO					
00000047.000000 SHARES OF	10/20/2009	01/11/2006	1,445.87	708.13	737.74
NEOGEN CORP					
675 SHARES OF	10/20/2009	12/14/2007	14,859.07	14,347.95	511.12
ORACLE CORP					
220 SHARES OF	10/20/2009	07/23/2008	4,842.95	4,723.22	119.73
ORACLE CORP					
210 SHARES OF	10/20/2009	01/11/2006	4,379.42	8,219.40	2,839.98-
G & K SERVICES INC CLASS A					
572 SHARES OF	10/20/2009	04/28/2008	13,688.52	15,123.68	1,435.16-
KROGER CO					
57 SHARES OF	10/20/2009	07/14/2008	3,355.60	3,325.82	29.78
MC DONALDS CORP					
30 SHARES OF	10/20/2009	10/01/2008	1,766.11	1,913.36	147.25-
MC DONALDS CORP					
36 SHARES OF	10/20/2009	12/27/2007	907.18	1,101.25	194.07-
UNITED NATURAL FOODS INC					
16 SHARES OF	10/20/2009	12/28/2007	403.19	494.97	91.78-
UNITED NATURAL FOODS INC					
199 SHARES OF	10/20/2009	03/19/2008	4,581.20	4,601.84	20.64-
MANHATTAN ASSOCIATES INC					
61 SHARES OF	10/20/2009	03/20/2008	1,404.28	1,421.34	17.06-

