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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

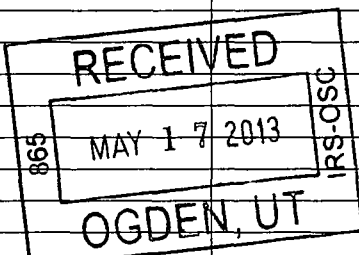
Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation ANTIOCH FOUNDATION 1015002032		A Employer identification number 36-3779525
Number and street (or P O box number if mail is not delivered to street address) 230 FRONT STREET NORTH		B Telephone number (see instructions) 608- 782-1148
City or town, state, and ZIP code LA CROSSE, WI 54601		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		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) \$ 10,563,361.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		22,000.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,091.	4,091.		STMT 1
4 Dividends and interest from securities		251,259.	251,259.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		397,508.			
b Gross sales price for all assets on line 6a 3,493,191.					
7 Capital gain net income (from Part IV, line 2)			397,508.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		674,858.	652,858.		
13 Compensation of officers, directors, trustees, etc.		92,075.	92,075.		
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT. 11		1,100.	NONE	NONE	1,100.
c Other professional fees (attach schedule) STMT. 12		37,032.	37,032.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 13		27,595.	27,595.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT. 14		1,232.			1,232.
24 Total operating and administrative expenses. Add lines 13 through 23		159,034.	156,702.	NONE	2,332.
25 Contributions, gifts, grants paid		960,908.			960,908.
26 Total expenses and disbursements. Add lines 24 and 25		1,119,942.	156,702.	NONE	963,240.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-445,084.			
b Net investment income (if negative, enter -0-)			496,156.		
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,224.	1,874.	1,874.
	2	Savings and temporary cash investments		161,983.	161,983.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶) STMT 15)	9,516,357.	8,960,132.	10,399,504.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	9,517,581.	9,123,989.	10,563,361.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			NONE
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	9,517,581.	9,123,989.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	9,517,581.	9,123,989.	
	31	Total liabilities and net assets/fund balances (see instructions)	9,517,581.	9,123,989.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,517,581.
2	Enter amount from Part I, line 27a	2	-445,084.
3	Other increases not included in line 2 (itemize) ▶ ACCRUED INCOME/LOSS ADJUSTMENT	3	51,492.
4	Add lines 1, 2, and 3	4	9,123,989.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,123,989.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,493,191.		3,095,683.	397,508.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0- or Losses (from col (h))		
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			397,508.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	397,508.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	842,849.	11,013,336.	0.076530
2010	1,869,248.	10,056,790.	0.185869
2009	1,494,038.	7,891,795.	0.189315
2008	731,081.	7,797,724.	0.093756
2007	837,332.	8,852,847.	0.094583
2 Total of line 1, column (d)			2 0.640053
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 0.128011
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 10,464,293.
5 Multiply line 4 by line 3			5 1,339,545.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,962.
7 Add lines 5 and 6			7 1,344,507.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			8 963,240.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of 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	9,923.
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	9,923.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,923.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,744.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,744.
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	4,821.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 4,821. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ \$ _____ (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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ 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	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	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 instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ 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 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
Trust Point Inc 230 Front Street North, La Crosse, WI 54601	Trustee 1	42,075.	-0-	-0-
Dan Vicky Kunz N2151 Sunset Lane, La Crosse, WI 54601	Director/Trustee 1	50,000.		
Steve Amy Zietlow N2448 Three Town Road, La Crosse, WI 54601	Director/Trustee 1			
Scott Jill Zietlow 1301 7th Street SW, Rochester, MN 55902	Director/Trustee 1			

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

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

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

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,623,648.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,623,648.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,623,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,355.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,464,293.
6	Minimum investment return. Enter 5% of line 5	6	523,215.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	523,215.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,923.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,923.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	513,292.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	513,292.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	513,292.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	963,240.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	963,240.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	963,240.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				513,292.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 10, 20		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	408,100.			
b From 2008	343,922.			
c From 2009	1,101,636.			
d From 2010	1,377,918.			
e From 2011	306,923.			
f Total of lines 3a through e	3,538,499.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 963,240.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				513,292.
e Remaining amount distributed out of corpus	449,948.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,988,447.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	408,100.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,580,347.			
10 Analysis of line 9				
a Excess from 2008	343,922.			
b Excess from 2009	1,101,636.			
c Excess from 2010	1,377,918.			
d Excess from 2011	306,923.			
e Excess from 2012	449,948.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 30

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 47				960,908.
Total			▶ 3a	960,908.
b Approved for future payment				
Total			▶ 3b	

(e)
Related or exempt
function income
(See instructions)

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

NOT APPLICABLE

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

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.

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

Sign Here  | 05/10/2013 | TRUSTEE

Signature of officer or trustee Date Title

TRUST POINT INC

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

Form 990-PF (2012)

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

Employer identification number

ANTIOCH FOUNDATION 1015002032

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, total 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 total 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 Part I, 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 1015002032

Employer identification number

36-3779525

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Don & Lavonne Zietlow PO Box 1625 La Crosse, WI 54602	\$ 22,000.	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.)
		\$	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 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CAPITAL ONE BANK C.D. 4% 03/12/2012	997.	997.
GOLDMAN SACHS BANK C.D. 1.5% 01/20/2015	748.	748.
LA SALLE BANK C.D. VARIABLE RATE (CPI FL	2,168.	2,168.
PRIVATE BANK MINNESOTA C.D. #4002416 .7%	178.	178.
	-----	-----
TOTAL	4,091.	4,091.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AGL RESOURCES INC	1.	1.
AT&T INC	2,489.	2,489.
ABAXIS INC	579.	579.
AGILENT TECHNOLOGIES INC	228.	228.
INVESCO CONVERTIBLE SECURITIES Y	1,846.	1,846.
AGRIUM INC	18.	18.
ALBEMARLE CORP	178.	178.
ALLSTATE CORP	645.	645.
ALTRIA GROUP INC	876.	876.
AMERICA MOVIL SA DE CV	339.	339.
AMERICAN CAPITAL AGENCY CORP	3,357.	3,357.
AMERICAN EXPRESS CO	453.	453.
AMERICAN TOWER CORP	231.	231.
AMERISOURCEBERGEN CORP	662.	662.
ANIXTER INTERNATIONAL INC	1,895.	1,895.
APACHE CORP	322.	322.
APPLE INC	636.	636.
APTARGROUP INC	292.	292.
ARM HOLDINGS PLC SPONSORED ADR	177.	177.
ASHLAND INC	137.	137.
ASSURANT INC	207.	207.
ASTRAZENECA GROUP PLC SPONSORED ADR	1,106.	1,106.
ATMOS ENERGY CORP	392.	392.
AUTOLIV INC	541.	541.
BB&T CORP	628.	628.
BAE SYSTEMS PLC ADR	560.	560.
BANK NEW YORK MELLON CORP	422.	422.
BANK OF NOVA SCOTIA	693.	693.
BAXTER INTERNATIONAL INC	964.	964.
BAYER AG SPONSORED ADR	623.	623.
BEAM INC	380.	380.
BECTON DICKINSON & CO	589.	589.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BERRY PETROLEUM CO CLASS A	109.	109.
BIOMED REALTY TRUST	779.	779.
BOOZ ALLEN HAMILTON HOLDING CORP	58.	58.
BRADY CORP	171.	171.
BRISTOL-MYERS SQUIBB CO	335.	335.
BUNZL PLC	449.	449.
CBL & ASSOCIATES PROPERTIES INC	582.	582.
CBS CORP NEW	140.	140.
CBOE HOLDINGS INC	85.	85.
CLECO CORP	702.	702.
CMS ENERGY CORP	835.	835.
CNOOC LTD SPONSORED ADR	693.	693.
CVS CORP	173.	173.
CYS INVESTMENTS INC	1,085.	1,085.
CABOT MICROELECTRONICS CORP	7,965.	7,965.
CALAMOS CONVERTIBLE FUND	1,638.	1,638.
CANADIAN NATL RAILWAY CO	887.	887.
CAPITAL ONE FINANCIAL CORP	96.	96.
CASS INFORMATION SYSTEMS INC	192.	192.
CATO CORP	870.	870.
CHEESECAKE FACTORY INC	215.	215.
CHEMED CORP	285.	285.
CHEVRONTXACO CORP	2,859.	2,859.
CHICAGO BRIDGE & IRON CO NV	118.	118.
CHICOS FAS INC	213.	213.
CHIMERA INVESTMENT CORP	438.	438.
CHINA SOUTHERN AIRLINES CO	1,387.	1,387.
CHINA MOBILE LTD ADR	682.	682.
CHINA PETROLEUM & CHEMICAL CORP ADR	1,091.	1,091.
CHURCH & DWIGHT CO INC	216.	216.
CISCO SYSTEMS INC	439.	439.
CLIFFS NAT RES INC	554.	554.
COACH INC	455.	455.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COCA COLA CO	1,289.	1,289.
COLGATE-PALMOLIVE CO	900.	900.
COLONIAL PROPERTIES TRUST	273.	273.
COLONY FINANCIAL INC	693.	693.
COMMUNITY TRUST BANCORP INC	279.	279.
COMPANHIA ENERGETICA DE MINAS GERAIS	1,136.	1,136.
COMPANHIA PARANAENSE DE ENERGIA ADR	251.	251.
COMPANHIA DE BEDIDAS DAS AMERICAS	517.	517.
CONOCOPHILLIPS	1,956.	1,956.
CORRECTIONS CORP OF AMERICA	132.	132.
COUSINS PROPERTIES INC	217.	217.
DEERE & CO	1,011.	1,011.
DELAWARE EMERGING MARKETS I	5,847.	5,847.
DEVON ENERGY CORP	191.	191.
DIAGEO PLC SPONSORED ADR	688.	688.
DILLARDS INC CLASS A	709.	709.
DISCOVER FINANCIAL SERVICES	187.	187.
DOMTAR CORP	210.	210.
DOVER CORP	1,075.	1,075.
DREIHAUS ACTIVE INCOME FUND	2,365.	2,365.
DU PONT (E I) DE NEMOURS & CO	1,017.	1,017.
EBIX INC	125.	125.
ELECTRO SCIENTIFIC INDUSTRIES INC	1,544.	1,544.
EMERSON ELECTRIC CO	832.	832.
ENERSIS SA	434.	434.
EXXON MOBIL CORP	1,253.	1,253.
FASTENAL CO	154.	154.
FEDERAL HOME LOAN BANK 1% 06/25/2027	125.	125.
FEDERAL HOME LOAN BANK 5% 07/16/2013	5,000.	5,000.
FEDERAL HOME LOAN BANK 6.70% DUE 06/25/2	1,675.	1,675.
FEDERAL HOME LOAN BANK 5.375% 06/14/2013	2,688.	2,688.
FEDERAL HOME LOAN BANK 5% 03/14/2014	10,000.	10,000.
FEDERAL HOME LOAN BANK 4.875% 06/08/2012	5,121.	5,121.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERATED ULTRASHORT BOND INSTL	579.	579.
FIFTH THIRD BANCORP	669.	669.
FIRST AMERICAN FINANCIAL CORP	487.	487.
FLUOR CORP	49.	49.
FORRESTER RESEARCH INC	295.	295.
FORWARD AIR CORP	152.	152.
FREEPORT MCMORAN COPPER & GOLD CL B	1,645.	1,645.
GAMCO INVESTORS INC	495.	495.
GAZPROM OAO ADR	958.	958.
GENERAL ELECTRIC CO	2,834.	2,834.
GENTEX CORP	307.	307.
GOLDMAN SACHS GROUP INC	487.	487.
GOLDMAN SACHS HIGH YIELD FUND	2,413.	2,413.
HSBC HOLDINGS PLC SPONSORED ADR	221.	221.
HALLIBURTON CO	292.	292.
HANCOCK JOHN FINANCIAL OPPORTUNITIES FUN	31.	31.
HANOVER INSURANCE GROUP INC	320.	320.
HATTERAS FINANCIAL CORP	1,605.	1,605.
HERSHA HOSPITALITY TRUST	2.	2.
HESS CORP	166.	166.
HEWLETT PACKARD CO	41.	41.
HITACHI LTD SPONSORED ADR	380.	380.
HONEYWELL INTERNATIONAL INC	897.	897.
HUMANA INC	563.	563.
HYSTER-YALE MATERIALS HANDLING INC CLASS	939.	939.
INTEL CORP	1,407.	1,407.
INTERNATIONAL BUSINESS MACHINES CORP	525.	525.
ISHARES RUSSELL MID CAP ETF	3,702.	3,702.
IVY HIGH INCOME I	17,341.	17,341.
J P MORGAN CHASE & CO	1,704.	1,704.
JOHNSON & JOHNSON CO	603.	603.
KBR INC	99.	99.
KANSAS CITY SOUTHERN INDUSTRIES NEW	101.	101.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KEYCORP NEW	95.	95.
KIMBERLY CLARK CORP	192.	192.
KINGFISHER PLC ADR	782.	782.
KOHL'S CORP	461.	461.
KRAFT FOODS INC	1,029.	1,029.
L-3 COMMUNICATIONS HOLDING	418.	418.
LVMH MOET HENNESSY LOUIS VUITTON	319.	319.
LAS VEGAS SANDS CORP	1,238.	1,238.
LINCOLN NATIONAL CORP	123.	123.
LOOMIS SAYLES GLOBAL BOND I	3,949.	3,949.
MACERICH CO	80.	80.
MACYS INC	165.	165.
MARATHON OIL CORP	426.	426.
MATTEL INC	508.	508.
MAXIMUS INC	151.	151.
MC DONALDS CORP	1,335.	1,335.
MEAD JOHNSON NUTRITION CO	486.	486.
MERCK & CO INC NEW	755.	755.
METLIFE INC	275.	275.
MICROSOFT CORP	1,986.	1,986.
MILLER HERMAN INC	262.	262.
MITSUMI & CO LTD SPONSORED ADR	918.	918.
TAX-FREE OBLIGATIONS FUND	93.	93.
MONSANTO CO	253.	253.
MOSAIC CO NEW	98.	98.
MUELLER INDUSTRIES INC	85.	85.
NACCO INDUSTRIES INC	1,188.	1,188.
NATIONAL INSTRUMENTS CORP	675.	675.
NATIONAL-OILWELL INC	340.	340.
NESTLE S A ADR	340.	340.
NEXTERA ENERGY INC	1,486.	1,486.
NIKE INC CLASS B	118.	118.
NIPPON TELEGRAPH & TELEPHONE ADR	760.	760.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NISSAN MOTOR CO LTD SPONSORED ADR	559.	559.
OCCIDENTAL PETROLEUM CORP	1,352.	1,352.
OIL CO LUKOIL SPONSORED ADR	1,337.	1,337.
OLD NATIONAL BANCORP	432.	432.
ONEOK INC	363.	363.
ORACLE CORP	483.	483.
PIMCO TOTAL RETURN INSTL	11,996.	11,996.
PIMCO FOREIGN BOND INSTITUTIONAL	9,642.	9,642.
PIMCO REAL RETURN I	5,535.	5,535.
PPG INDUSTRIES INC	196.	196.
PAN AMERICAN SILVER CORP	56.	56.
PARKER HANNIFIN CORP	316.	316.
PEGASYSYSTEMS INC	51.	51.
PFIZER INC	737.	737.
PHILLIP MORRIS INTL INC	878.	878.
PIEDMONT NATURAL GAS CO	155.	155.
PINNACLE WEST CAPITAL CORP	827.	827.
POLYONE CORP	287.	287.
POOL CORP	288.	288.
PORTLAND GENERAL ELECTRIC CO	77.	77.
POTASH CORP OF SASKATCHEWAN INC	107.	107.
POWER INTEGRATIONS INC	140.	140.
PRAXAIR INC	836.	836.
PROCTER & GAMBLE CO	1,463.	1,463.
PROVIDENT FINANCIAL SERVICES	727.	727.
PRUDENTIAL CORP PLC ADR	832.	832.
PUBLIC SERVICE ENTERPRISE GROUP INC	1,430.	1,430.
QUALCOMM INC	831.	831.
QUALITY SYSTEMS INC	134.	134.
QUEST DIAGNOSTICS INC	152.	152.
REDWOOD TRUST INC	297.	297.
REGAL BELOIT CORP	43.	43.
RELIANCE STEEL & ALUMINUM CO	235.	235.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
RESOURCES CONNECTION INC	63.	63.
REXAM PLC	261.	261.
RIO TINTO PLC SPONSORED ADR	636.	636.
RITCHIE BROS AUCTIONEERS INC	627.	627.
ROLLINS INC	625.	625.
ROPER INDUSTRIES INC	324.	324.
ROYAL DUTCH SHELL PLC SPONSORED ADR	756.	756.
RYMAN HOSPITALITY PPTYS INC	2,517.	2,517.
ST JUDE MEDICAL INC	425.	425.
SANDY SPRING BANCORP INC	192.	192.
SCHLUMBERGER LTD	529.	529.
SCRIPPS NETWORKS INTERACTIVE INC CLASS A	103.	103.
SHIRE PLC	126.	126.
SIMON PROPERTY GROUP	730.	730.
SMUCKER JM CO	205.	205.
SNAP-ON TOOLS CORP	410.	410.
STANLEY BLACK & DECKER INC	54.	54.
STARBUCKS CORP	274.	274.
STATOIL ASA SPONSORED ADR	996.	996.
SUN COMMUNITIES INC	193.	193.
TJX COMPANIES INC	424.	424.
TAIWAN SEMICONDUCTOR MFG SPON ADR	769.	769.
TECHNE CORP	363.	363.
TELEFONICA BRASIL SA SP ADR	1,396.	1,396.
TELENOR ASA	1,241.	1,241.
THOR INDUSTRIES INC	1,073.	1,073.
TIM PARTICIPACOES S A	586.	586.
TIME WARNER CABLE INC	851.	851.
TORCHMARK CORP	245.	245.
TORO CO	54.	54.
TRAVELERS COS INC	925.	925.
TRINITY INDUSTRIES INC	24.	24.
U S BANCORP DEL	893.	893.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNIFIRST CORP	23.	23.
UNION PACIFIC CORP	177.	177.
UNITED FINANCIAL BANCORP INC	161.	161.
UNITED PARCEL SERVICE	1,060.	1,060.
UNITED TECHNOLOGIES CORP	2,533.	2,533.
VF CORP	471.	471.
VALE SA-SP	427.	427.
VALEO SA	759.	759.
VANGUARD CONVERTIBLE SEC	1,611.	1,611.
VANGUARD LARGE CAP ETF	5,360.	5,360.
VERIZON COMMUNICATIONS INC	745.	745.
VISA INC	41.	41.
VOLKSWAGEN AG SPONSORED ADR	663.	663.
WADDELL & REED FINANCIAL INC	1,002.	1,002.
WAL MART STORES INC	1,224.	1,224.
WALGREEN CO	952.	952.
WEBSTER FINANCIAL CORP	251.	251.
WEIS MARKETS INC	400.	400.
WELLS FARGO & CO	2,070.	2,070.
WERNER ENTERPRISES INC	1,136.	1,136.
WESBANCO INC	335.	335.
WISCONSIN ENERGY CORP	130.	130.
ALTERRA CAPITAL HOLDINGS LTD	398.	398.
ENERGY XXI BERMUDA LTD	224.	224.
ACCENTURE PLC	1,118.	1,118.
HERBALIFE LTD	595.	595.
SIGNET JEWELERS LIMITED	234.	234.
VALIDUS HOLDINGS LTD	330.	330.
ALLIED WORLD ASSURANCE HOLDINGS LTD	636.	636.
ASML HOLDING NV	385.	385.
BANCO LATINOAMERICANO DE EXP SA	564.	564.
COPA HOLDINGS SA CLASS A	509.	509.
AVAGO TECHNOLOGIES LTD	197.	197.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
TOTAL	251,259.	251,259.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,100.			1,100.
TOTALS	1,100.	NONE	NONE	1,100.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A	37,032.	37,032.
TOTALS	37,032.	37,032.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX PAID	3,145.	3,145.
FEDERAL TAX PAYMENT - PRIOR YE	8,985.	8,985.
FEDERAL ESTIMATES - PRINCIPAL	14,744.	14,744.
FOREIGN TAXES ON QUALIFIED FOR	721.	721.
	-----	-----
TOTALS	27,595.	27,595.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

1,232.

1,232.

TOTALS

1,232.

1,232.

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
CALAMOS CONVERTIBLE FUND		
CAPITAL ONE BANK C.D.	100,000.	94,175.
DREIHAUS ACTIVE INCOME FUND	98,361.	102,554.
FEDERAL HOME LOAN BANK 5%	24,826.	27,406.
FEDERAL HOME LOAN BANK 6.7%	49,662.	51,179.
FEDERAL HOME LOAN BANK 5.375%	199,648.	211,230.
FEDERAL HOME LOAN BANK 5%		
FEDERAL HOME LOAN BANK 4.875%		
FEDERATED ULTRASHORT BOND INST		
GOLDMAN SACHS HIGH YIELD FUND		
LA SALLE BANK C.D.	50,000.	50,820.
LOOMIS SAYLES GLOBAL BOND FUND	140,293.	149,250.
PIMCO TOTAL RETURN INSTL	290,732.	295,774.
PIMCO FOREIGN BOND INSTL	201,882.	211,482.
PIMCO REAL RETURN FUND	181,113.	201,267.
VANGUARD CONVERTIBLE SEC	47,973.	42,235.
PRIVATE BANK MN C.D.		
AGL RESOURCES INC	24.	24.
AT&T INC	34,346.	47,666.
ABAXIS INC	11,866.	21,481.
AGRIUM INC	20,720.	23,470.
ALBEMARLE CORP	12,044.	13,853.
ALLSCRIPTS HEALTHCARE SOLUTION		
ALLSTATE CORP	16,557.	29,445.
ALTRIA GROUP INC	14,237.	16,192.
AMERICA MOVIL S.A.B. DE C.V.	16,015.	26,056.
AMERICAN CAPITAL AGENCY CORP	21,187.	20,288.
AMERICAN EXPRESS CO	27,499.	33,396.
AMERICAN TOWER CORP CLASS A	14,295.	19,858.

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
AMERISOURCEBERGEN CORP	20,379.	47,671.
AMGEN INC		
ANGIODYNAMICS INC	14,710.	26,936.
ANIXTER INTERNATIONAL INC	14,394.	17,980.
ANSYS INC	38,283.	38,308.
APACHE CORP	10,820.	63,861.
APPLE INC		
APTARGROUP INC		
ASHLAND INC		
ASTRAZENECA GROUP PLC SPONS	15,531.	18,341.
ATHENAHEALTH INC	9,148.	14,218.
ATMOS ENERGY CORP		
AUTOLIV INC	21,436.	19,274.
BAE SYSTEMS PLC ADR	11,178.	10,646.
BASF SE SPONSORED ADR		
BMC SOFTWARE		
BAIDU COM INC ADR	26,175.	30,429.
BANK NEW YORK MELLON CORP	33,668.	40,929.
BAXTER INTERNATIONAL INC	24,426.	27,865.
BAYER AG SPONSORED ADR	21,694.	39,603.
BEACON ROOFING SUPPLY INC	13,863.	28,346.
BEAM INC		
BECTON DICKINSON & CO		
BEMIS CO INC		
BERRY PETROLEUM CO CLASS A		
BEST BUY CO INC		
BIO RAD LABS INC CLASS A	10,749.	20,556.
BIO-REFERENCE LABORATORIES	17,313.	24,027.
BIOMED REALTY TRUST		

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
BLACKROCK INC		
BRADY CORP	6,807.	7,682.
CBL & ASSOCIATES PROPERTIES		
CF INDUSTRIES HOLDINGS INC		
CME GROUP INC		
CMS ENERGY CORP		
CNOOC LTD SPONSORED ADR	17,541.	27,500.
CVS/CAREMARK CORP		
CABOT CORP		
CABOT MICROELECTRONICS CORP		
CANADIAN NATL RAILWAY CO	16,808.	18,856.
CAPELLA EDUCATION CO	23,469.	53,878.
CAPITAL ONE FINANCIAL CORP	26,479.	27,922.
CASS INFORMATION SYSTEMS INC	7,853.	12,612.
CELGENE CORP		
CEPHEID INC	8,114.	26,174.
CERNER CORP		
CHEESECAKE FACTORY INC	18,044.	29,308.
CHEMED CORP	14,863.	24,418.
CHEVRON CORP	46,130.	72,886.
CHICAGO BRIDGE & IRON CO NV	12,579.	27,439.
CHICOS FAS INC	16,147.	18,682.
CHIMERA INVESTMENT CORP		
CHINA MOBILE LTD ADR	14,045.	18,379.
CHINA PETROLEUM & CHEMICAL	25,484.	26,547.
CHURCH & DWIGHT CO INC		
CISCO SYSTEMS INC	25,080.	15,852.
CLIFFS NAT RES INC	30,812.	29,254.
COACH INC		

FORM 990PF, PART II - OTHER ASSETS
 =====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COCA COLA CO	42,756.	47,524.
COLGATE-PALMOLIVE CO	23,093.	38,575.
COLONIAL PROPERTIES TRUST	10,890.	12,352.
COLONY FINANCIAL INC	12,177.	14,372.
COMPANHIA ENERGETICA DE MINAS	22,644.	17,308.
COMPANHIA PARANAENSE DE ENERGI	15,911.	10,607.
COMPANHIA DE BEDIDAS DAS AMERI		
CONAGRA FOODS INC		
CONCUR TECHNOLOGIES INC	5,542.	15,327.
CONOCOPHILLIPS	28,626.	42,971.
CONSTANT CONTACT INC	4,658.	3,723.
CORRECTIONS CORP OF AMERICA		
COSTAR GROUP INC	12,323.	26,185.
COUSINS PROPERTIES INC	15,042.	14,554.
COVANCE INC		
DBS GROUP HOLDINGS LTD ADR		
DEALERTRACK HOLDINGS INC	13,759.	24,412.
DEERE & CO	23,365.	32,840.
DELAWARE EMERGING MARKETS	444,600.	525,888.
DEVON ENERGY CORP		
DIGI INTERNATIONAL INC	16,569.	18,220.
DISCOVERY COMMUNICATIONS		
DOLLAR TREE INC	31,917.	34,922.
DOMTAR CORP	7,498.	10,941.
DOVER CORP	22,879.	53,094.
DU PONT E I DE NEMOURS & CO		
EMC CORP	45,793.	64,085.
EATON VANCE CORP		
EBAY INC	67,054.	93,734.

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
EBIX INC	12,285.	10,623.
ECHOLON CORP		
ECHO GLOBAL LOGISTICS INC	8,420.	10,800.
EMERSON ELECTRIC CO		
ENERSIS SA	15,427.	11,807.
ENERNOC INC		
DELHAIZE GROUP SPONSORED ADR		
EXPEDIA INC NEW	14.	31.
EXXON MOBIL CORP	45,156.	57,296.
FARO TECHNOLOGIES INC	10,907.	16,591.
FASTENAL CO		
FIFTH THIRD BANCORP	27,188.	29,914.
FINANCIAL ENGINES INC	10,457.	12,206.
FIRST AMERICAN FINANCIAL CORP	18,652.	27,944.
FIRSTENERGY CORP		
FOMENTO ECONOMICO MEXICANO ADR		
FORRESTER RESEARCH INC	12,200.	14,124.
FORWARD AIR CORP	10,491.	15,614.
FOSSIL INC	17,801.	16,293.
FOSTER LB CO		
FREEPORT MCMORAN COPPER & GOLD	45,396.	47,367.
GT ADVANCED TECHNOLOGIES INC		
GAMESTOP CORP CLASS A		
GAYLORD ENTERTAINMENT CO		
GAZPROM OAO ADR	24,738.	16,831.
GENERAL ELECTRIC CO	61,237.	87,465.
GENERAL MILLS INC		
GENESCO INC		
GENTEX CORP	4,887.	11,329.

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
GOLDMAN SACHS GROUP INC	40,830.	44,518.
GOODRICH CO		
GOODRICH PETROLEUM CORP		
GOOGLE INC CLASS A	35,317.	41,028.
GRAND CANYON EDUCATION INC	8,727.	10,327.
GROUP CGI INC CLASS A	14,398.	22,066.
GUIDANCE SOFTWARE INC		
HALLIBURTON CO	27,177.	28,099.
HEARTLAND EXPRESS INC		
HESS CORP	35,340.	31,352.
PYXIS LONG/SHORT EQUITY FUND	100,000.	103,711.
HITACHI LTD SPONSORED ADR	17,806.	18,711.
HONEYWELL INTERNATIONAL INC	18,716.	37,257.
HUMANA INC	7,056.	19,903.
HUMAN GENOME SCIENCES		
ICU MEDICAL INC	10,729.	16,329.
IPC THE HOSPITALIST CO INC	8,490.	17,075.
ITT EDUCATIONAL SERVICES INC		
INNERWORKINGS INC	14,070.	26,361.
INTEGRA LIFESCIENCES HLDGS		
INTEL CORP	23,344.	33,343.
INT'L BUSINESS MACHINES CORP	16,159.	30,456.
INTUITIVE SURGICAL INC	20,090.	34,816.
ISHARES RUSSELL MID CAP ETF	167,432.	204,032.
JPMORGAN CHASE & CO	42,732.	65,162.
JOHNSON & JOHNSON CO	25,162.	26,288.
JUNIPER NETWORKS INC		
KBR INC		
KANSAS CITY SOUTHERN		

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
KINGFISHER PLC ADR	22,833.	27,246.
KOHL'S CORP	19,673.	15,473.
KOMATSU LTD SPONSORED ADR		
KRAFT FOODS INC	8,174.	13,414.
LKQ CORP	8,248.	30,215.
LVMH MOET HENNESSY L.V.		
LABORATORY CORP OF AMERICA	15,636.	21,915.
LAM RESEARCH CORP		
LANDEC CORP		
LATTICE SEMICONDUCTOR CORP		
MACERICH CO	1.	1.
MARATHON OIL CORP	14,943.	19,224.
MATTEL INC		
MAXIMUS INC	6,715.	26,552.
MC DONALDS CORP		
MEAD JOHNSON NUTRITION CO	28,618.	26,685.
MEDTOX SCIENTIFIC INC		
MEDNAX INC	10,665.	19,960.
MERCK & CO INC NEW	14,473.	18,300.
METLIFE INC	14,616.	12,254.
MICROSOFT CORP	63,285.	77,832.
MILLER HERMAN INC	18,010.	22,855.
MITSUMI & CO LTD SPONSORED ADR	25,804.	22,258.
MOBILE MINI INC	4,538.	7,089.
MUELLER INDUSTRIES INC	4,769.	9,956.
NACCO INDUSTRIES INC	3,576.	13,412.
NAPCO SECURITY TECHNOLOGIES		
NATIONAL INSTRUMENTS CORP	13,000.	23,706.
NATIONAL-OILWELL INC	51,034.	47,367.

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
NEOGEN CORP	5,997.	19,488.
NESTLE S A ADR		
NEXTERA ENERGY INC	31,495.	42,829.
NIPPON TELEGRAPH & TELEPHONE	18,919.	17,434.
NISSAN MOTOR CO LTD SPONSORED		
MUTUALHEDGE FRONTIER LEGENDS	100,000.	90,056.
OCCIDENTAL PETROLEUM CORP	38,164.	36,237.
OLD NATIONAL BANCORP	12,827.	14,256.
ONYX PHARMACEUTICALS INC		
ORACLE CORP	26,749.	38,285.
PAN AMERICAN SILVER CORP		
PAPA JOHN'S INT'L INC	7,525.	12,909.
PAREXEL INTERNATIONAL CORP	8,169.	18,316.
PARKER HANNIFIN CORP	29,250.	29,091.
PARTNER COMMUNICATIONS CO LTD		
PEGASYSYSTEMS INC	15,271.	7,734.
PFIZER INC	13,953.	21,016.
PHILLIP MORRIS INTL INC	10,176.	22,666.
PINNACLE WEST CAPITAL CORP	12,588.	19,882.
PLAINS EXPLORATION & PRODUCTIO		
POLARIS INDUSTRIES INC	14,147.	29,344.
POLYONE CORP		
POOL CORP		
PORTFOLIO RECOVERY ASSOCIATES	5,813.	26,608.
POWER INTEGRATIONS INC	15,223.	23,460.
PRAXAIR INC	31,699.	41,591.
T ROWE PRICE GROUP INC		
PROCTER & GAMBLE CO	25,752.	29,939.
PROTECTIVE LIFE CORP		

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
PROVIDENT FINANCIAL SERVICES	12,908.	15,278.
PUBLIC SERVICE ENTERPRISE GRP	30,845.	30,814.
QUALCOMM INC	24,791.	38,106.
QUALITY SYSTEMS INC		
QUEST DIAGNOSTICS INC	11,580.	12,994.
RAYTHEON CO		
REGAL BELOIT CORP		
REGENERON PHARMACEUTICALS INC		
RELIANCE STEEL & ALUMINUM CO	10,530.	18,257.
RESOURCES CONNECTION INC		
REYNOLDS AMERICAN INC		
RIO TINTO PLC SPONSORED ADR	19,657.	22,307.
RITCHI BROS AUCTIONEERS INC	31,703.	27,888.
ROLLINS INC	14,487.	31,297.
ROBER INDUSTRIES INC		
ROVI CORP		
ROYAL DUTCH SHELL PLC SPONSOR	14,626.	15,238.
ST JUDE MEDICAL INC		
SAN DISK CORP	43,161.	38,759.
SCHLUMBERGER LTD	19,400.	33,333.
SEMTECH CORP	11,794.	24,000.
SHIRE PLC		
SIEMENS AG SPONSORED ADR		
SIMON PROPERTY GROUP		
SMITHFIELD FOODS INC		
SMUCKER JM CO		
SNAP-ON INC		
SOHU.COM INC		
STARBUCKS CORP		

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
STATOIL ASA SPONSORED ADR	15,413.	23,362.
STRATASYS INC	3,359.	27,331.
SWIFT ENERGY CO		
SYKES ENTERPRISES INC	15,398.	12,283.
TJX COMPANIES INC	15,044.	30,182.
TTM TECHNOLOGIES INC		
TECHNE CORP	19,303.	21,732.
TELEFONICA BRASIL SA SP ADR	18,569.	20,321.
TELENOR ASA		
TERADATA CORP DEL	15,902.	20,336.
THORATEC CORP		
TIM PARTICIPACOES	21,563.	36,932.
TIME WARNER CABLE INC	14,003.	22,166.
TORCHMARK CORP		
TOWER GROUP INC	14.	21.
TRIPADVISOR INC	28,416.	43,790.
US BANCORP DEL		
URS CORP	9,070.	45,789.
ULTIMATE SOFTWARE GROUP INC		
UNIFIRST CORP		
UNITED FINANCIAL BANCORP INC	9,484.	25,723.
UNITED NATURAL FOODS INC	31,456.	34,284.
UNITED PARCEL SERVICE	57,245.	86,357.
UNITED TECHNOLOGIES CORP		
VALE SA-SP	25,270.	22,130.
VALEO SA	13,128.	22,055.
VARIAN MEDICAL SYSTEMS INC	205,408.	246,174.
VANGUARD LARGE CAP ETF	21,788.	21,505.
VERIZON COMMUNICATIONS INC		

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
VERINT SYSTEMS INC	11,065.	19,084.
VOLKSWAGEN AG SPONSORED ADR	24,662.	35,962.
WMS INDUSTRIES INC		
WADDELL & REED FINANCIAL INC	15,715.	17,445.
WAL MART STORES INC	39,194.	52,537.
WALGREEN CO		
WALTER INVESTMENT MGMT CORP	10,719.	33,798.
WATSON PHARMACEUTICALS	8,989.	14,734.
WEBSTER FINANCIAL CORP	10,789.	13,044.
WEIS MARKETS INC	74,111.	84,185.
WELLS FARGO & CO	13,302.	14,476.
WERNER ENTERPRISES INC	9,483.	10,621.
WESBANCO INC		
YANZHOU COAL MINING LTD	14,782.	18,718.
ALTERRA CAPITAL HOLDINGS LTD	23,583.	50,075.
ACCENTURE PLC	10,145.	16,338.
HERBALIFE LTD	22,193.	13,121.
NABORS INDUSTRIES LTD	10,763.	27,127.
SIGNET JEWELERS LIMITED		
WARNER CHILCOTT PLC	15,996.	33,411.
ALLIED WORLD ASSURANCE HOLDING		
TRANSOCEAN LTD	27,138.	36,063.
CHECK POINT SOFTWARE	9,025.	10,496.
AERCAP HOLDINGS NV	26,203.	31,294.
ASML HOLDING NV	13,421.	19,666.
STEINER LEISURE LTD	22,238.	17,071.
FLEXTRONICS INTERNATIONAL LTD	450,000.	199,183.
JOHN HANCOCK LIFE INSURANCE		
FEDERATED TAX-FREE OBLIGATIONS		

ANTIOCH FOUNDATION 1015002032

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
AGILENT TECHNOLOGIES INC	43,709.	46,631.
INVESCO CONVERTIBLE SECURITIES	278,376.	279,849.
ALLERGAN INC	31,813.	31,830.
ALLIANCE DATA SYSTEMS CORP	15,340.	16,792.
ALLIANZ SE ADR	21,977.	22,729.
ANHEUSER-BUSCH INBEV SA/NV SP	20,789.	24,737.
ARM HOLDINGS PLC SPONSORED ADR	30,593.	42,559.
ASSURANT INC	13,691.	11,382.
BB&T CORP	31,112.	30,478.
BT GROUP PLC ADR	21,825.	21,905.
BANK OF MONTREAL	21,591.	22,129.
BANK OF NOVA SCOTIA	23,799.	23,962.
BED BATH & BEYOND INC	32,476.	27,005.
BOOZ ALLEN HAMILTON HOLDING	13,059.	15,075.
BORG WARNER AUTOMOTIVE INC	36,633.	41,110.
BRISTOL MYERS SQUIBB CO	17,289.	16,034.
CBS CORP NEW	21,100.	22,221.
CLECO CORP	20,558.	21,605.
CYS INVESTMENTS INC	16,093.	13,924.
CAMERON INTERNATIONAL CORP	11,755.	12,252.
CATO CORP	7,212.	8,010.
CITRIX SYSTEMS INC	25,869.	28,151.
COMCAST CORP CLASS A	32,419.	32,541.
COMMUNITY TRUST BANCORP INC	9,679.	9,736.
COMSTOCK RESOURCES INC	8,355.	7,832.
CUMMINS INC	31,789.	34,347.
DIAGEO PLC SPONSORED ADR	21,476.	28,912.
DILLARDS INC CLASS A	10,397.	11,644.
DISCOVER FINANCIAL SERVICES	17,812.	24,017.

FORM 990PF, PART II - OTHER ASSETS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
ELECTRO SCIENTIFIC INDUSTRIES	8,457.	7,114.
ENERGIZER HOLDINGS INC	16,160.	16,156.
ENGILITY HOLDINGS INC	14.	16.
EQUINIX INC	16,264.	19,795.
EXPRESS SCRIPTS HLDG CO	30,679.	33,102.
FANNIE MAE 1.25%	150,000.	150,240.
FLUOR CORP	16,001.	18,033.
FRESH MARKET INC	11,706.	13,850.
GAMCO INVESTORS INC	8,414.	10,296.
GLIMCHER REALTY TRUST	8,994.	9,327.
GOLDMAN SACHS BANK C.D. 1.5%	100,400.	100,976.
GULFPORT ENERGY CORP	8,620.	12,574.
HSBC HOLDINGS PLC SPONSORED	21,898.	26,057.
HANOVER INSURANCE GROUP INC	9,105.	10,072.
HATTERAS FINANCIAL CORP	16,497.	15,457.
HERSHA HOSPITALITY TRUST	9,784.	9,765.
HYSTER-YALE MATERIALS HANDLING	7,327.	21,570.
INTERMUNE INC	7,190.	8,634.
IVY HIGH INCOME	255,717.	262,956.
KEYCORP NEW	15,923.	16,023.
KOPPERS HOLDINGS INC	9,884.	10,682.
KROGER CO	17,706.	17,095.
L-3 COMMUNICATIONS HOLDING	14,211.	16,014.
LAS VEGAS SANDS CORP	15,929.	17,587.
LAUDER ESTEE COS INC CLASS A	32,152.	32,384.
LUMINEX CORP	5,643.	5,174.
MACYS INC	11,203.	10,731.
MAXWELL TECHNOLOGIES INC	4,055.	4,391.
MONDELEZ INTERNATIONAL INC	15,508.	22,577.

ANTIOCH FOUNDATION 1015002032

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FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
MONSANTO CO	30,408.	35,494.
MOSAIC CO NEW	22,979.	22,142.
NETEASE.COM INC	20,270.	14,630.
NORTHROP GRUMMAN CORP	16,905.	17,098.
O'REILLY AUTOMOTIVE INC NEW	17,267.	16,900.
OIL CO LUKOIL SPONSORED ADR	23,642.	24,357.
ONEOK INC	15,373.	16,074.
PPG INDUSTRIES INC	17,148.	22,468.
PORTLAND GENERAL ELECTRIC CO	11,001.	11,081.
PRECISION CASTPARTS CORP	31,789.	32,959.
PRUDENTIAL CORP PLC ADR	23,432.	29,235.
QLOGIC CORP	9,786.	10,615.
REX ENERGY CORP	8,593.	8,684.
REXAM PLC	20,794.	23,281.
RIVERBED TECHNOLOGY INC	8,409.	9,249.
ROPER INDUSTRIES INC	46,313.	56,632.
RUE21 INC	7,513.	7,211.
RYMAN HOSPITALITY PPTYS INC	1,792.	1,863.
SPS COMMERCE INC	10,441.	14,386.
SANDY SPRING BANCORP INC	7,139.	7,768.
SCHOLASTIC CORP	9,163.	9,518.
SCIQUEST INC	6,917.	7,565.
SCRIPPS NETWORKS INTERACTIVE	23,955.	24,790.
SKYWORKS SOLUTIONS INC	15,411.	12,221.
SUN COMMUNITIES INC	8,557.	8,377.
SUNTRUST BANKS INC	16,020.	17,010.
TAIWAN SEMICONDUCTOR MFG SPON	20,979.	26,529.
THOR INDUSTRIES INC	15,572.	21,597.
TRAVELERS COS INC	30,500.	37,131.

FORM 990PF, PART II - OTHER ASSETS
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
UNION PACIFIC CORP	15,722.	17,224.
UNITED OVERSEAS BANK ADR	21,795.	22,284.
VF CORP	30,851.	30,798.
VECTREN CORP	10,660.	10,613.
VISA INC	16,146.	18,948.
WUXI PHARMATECH CAYMAN ADR	21,408.	21,877.
WEINGARTEN REALTY INVESTORS	16,841.	16,624.
WHIRLPOOL CORP	16,365.	17,094.
WHITING PETROLEUM CORP	7,387.	7,026.
ENERGY XXI BERMUDA LTD	40,216.	34,261.
VALIDUS HOLDINGS LTD	21,909.	22,823.
NXP SEMICONDUCTORS NV	10,272.	11,265.
BANCO LATINOAMERICANO DE EXP	21,333.	22,121.
COPA HOLDINGS SA CLASS A	21,934.	22,476.
AVAGO TECHNOLOGIES LTD	20,810.	18,927.
	-----	-----
TOTALS	8,960,132.	10,399,504.
	=====	=====

RECIPIENT NAME:

Darwin Isaacson

ADDRESS:

230 Front Street North

La Crosse, WI 54601

RECIPIENT'S PHONE NUMBER: 608-782-1148

FORM, INFORMATION AND MATERIALS:

No prescribed form

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Charities within the La Crosse, WI and Rochester, MN areas

=====

RECIPIENT NAME:

Resurrection & Life Evangelical
Lutheran Church

ADDRESS:

4520 19TH AVE NW
Rochester, MN 55901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EARLY CHILDHOOD PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

Grace Evangelical Lutheran Church

ADDRESS:

2720 26TH STREET SOUTH
La Crosse, WI 54601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

Make-A-Wish Wisconsin

ADDRESS:

13195 W HAMPTON AVE
Butler, WI 53007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HUMANITARIAN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

Wisconsin Evangelical Lutheran
Synod

ADDRESS:

2929 N MAYFAIR ROAD
Milwaukee, WI 53222

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHRISTIAN AID AND RELIEF, WASH PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 53,500.

RECIPIENT NAME:

The Lutheran Home Association

ADDRESS:

337 SOUTH MERIDIAN STREET
Belle Plaine, MN 56011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

JESUS CARES MINISTRIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

3 Hopeful Hearts

ADDRESS:

1749 DEWEESE ST
Fort Collins, CO 80526

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EVENT EXPENSES AND OPERATING BUDGET

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,000.

=====

RECIPIENT NAME:

St Andrew Lutheran Church and Hmong
Mission

ADDRESS:

PO BOX 232977
Sacramento, CA 95823

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RELIGIOUS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Good Shepherd Lutheran School

ADDRESS:

4800 SOUTHEASTERN AVE
Sioux Falls, SD 57103

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LAPTOP COMPUTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Truth In Love Ministry

ADDRESS:

PO BOX 763
Meridian, ID 83690

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

2012 PROVO INITIATIVE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
Pastor Brian Kom
ADDRESS:
2207 11TH AVENUE SE
Rochester, MN 55904
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RED WING PASTORAL CONFERENCE BOOKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Holy Trinity Ev Lutheran Church
ADDRESS:
2021 S 260TH ST
Des Moines, WA 98198
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KOREAN LUTHERAN MINISTRY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Wisconsin Lutheran Seminary
ADDRESS:
11831 N SEMINARY DR
Mequon, WI 53092
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PASTORAL STUDIES INSTITUTE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

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

=====

RECIPIENT NAME:

Christ Alone Lutheran Church

ADDRESS:

9500 RAY WHITE ROAD

Fort Worth, TX 76244

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH DAUGHTER CONGREGATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Holy Word Lutheran Church

ADDRESS:

10601 BLUFF BEND DR

Austin, TX 78753

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISHMENT OF HISPANIC MINISTRY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

St John's Lutheran Church

ADDRESS:

600 NUTMEG ST, BOX 386

Stanton, NE 68779

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VARIOUS UPGRADES AND REPAIRS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
St Mark Lutheran School
ADDRESS:
1167 KENWOOD ST
Green Bay, WI 54304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPECIAL NEEDS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
St Paul Evangelical Lutheran Church
ADDRESS:
514 S CLAY ST
Green Bay, WI 54301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPORTS CAMP, PARENTS OF PRESCHOOLERS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,800.

RECIPIENT NAME:
Lutheran Women's Mission Society
ADDRESS:
11200 W GREENFIELD AVE
West Allis, WI 53214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
KIDS CARE MISSION BANKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 31,000.

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

=====

RECIPIENT NAME:

Lord and Savior Lutheran School

ADDRESS:

9300 RIDGEFIELD ROAD

Crystal Lake, IL 60012

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SOCCER/BIBLE CAMP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Lighthouse Youth Center

ADDRESS:

5641 N 68TH ST

Milwaukee, WI 53218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXPANSION OF EDUCATION PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Messiah Evangelical Lutheran Church

ADDRESS:

1241 N RIDGE RD

Wichita, KS 67212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUILDING PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Friends of China
ADDRESS:
14833 57TH ST N
Stillwater, MN 55082
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROVIDE AN EXECUTIVE DIRECTOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
China Partners
ADDRESS:
555A GRANDVIEW COURT
Pewaukee, WI 53072
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ADMINISTRATIVE COSTS AND PROGRAMMING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
Union-Snyder Habitat for Humanity
ADDRESS:
2138 ROUTE 522
Selinsgrove, PA 17870
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONSTRUCTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Luther High School

ADDRESS:

1501 WILSON ST
Onalaska, WI 54650

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FUNDRAISER EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

Sienna Lutheran Academy
Christ the Lord Lutheran Church

ADDRESS:

4410 S KIRKWOOD RD
Houston, TX 77072

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

INFORMATION AND TECHNOLOGY INSTALLATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WELS Kingdom Workers

ADDRESS:

2323 NORTH MAYFAIR RD
Wauwatosa, WI 53226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EVANGELISM MENTORING TEAM PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 30,000.

=====

RECIPIENT NAME:

Evangelical Lutheran Synod

ADDRESS:

6 BROWNS COURT
Mankato, MN 56001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUMMER EDUCATIONAL PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

Shepherd of the Hills Lutheran
Church

ADDRESS:

1215 REDWOOD STREET
Onalaska, WI 54650

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GOOD SAMARITAN FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Wisconsin Lutheran Institutional
Ministries

ADDRESS:

2949 N MAYFAIR ROAD, SUITE 105
Milwaukee, WI 53222

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 60,000.

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

=====

RECIPIENT NAME:

Free Spirit Riders Inc

ADDRESS:

PO BOX 1291

Fon du Lac, WI 54936

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Community Lutheran Church

ADDRESS:

1504 PIIKEA ST

Honolulu, HI 96818

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHAPLAINCY TRAINING AND YOUTH SPORTS CAMP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,500.

RECIPIENT NAME:

Camp Phillip

ADDRESS:

W9944 BUTTERCUP AVE

Wautoma, WI 54982

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUMMER CAMP PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

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

=====

RECIPIENT NAME:

St Paul's Lutheran School

ADDRESS:

1010 GEORGIA AVENUE

Norfolk, NE 68701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LAPTOP COMPUTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

PVHS Foundation

ADDRESS:

2315 EAST HARMONY ROAD, SUITE 200

Fort Collins, CO 80528

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

THERAPY GARDEN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

La Crosse Area Hmong Ministry

ADDRESS:

410 WEST AVENUE SOUTH

La Crosse, WI 54601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUDGETARY SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,500.

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

=====

RECIPIENT NAME:

Shepherd of the Hills Lutheran
Church

ADDRESS:

1200 S TAFT HILL ROAD
Fort Collins, CO 80521

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NZERU FOUNDATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

King of Kings Ev Lutheran Church

ADDRESS:

117 GRAND LAKES BLVD
Alexandria, LA 71303

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP MOVE INTO NEW FACILITIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

Bethany Lutheran College

ADDRESS:

700 LUTHER DRIVE
Mankato, MN 56001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH A MEDIA PRODUCTION COMPANY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,000.

=====

RECIPIENT NAME:

Risen Savior Lutheran Church

ADDRESS:

9550 W BROWN DEER ROAD

Milwaukee, WI 53224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TEEN CENTER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Wisconsin Lutheran Child and Family

Service Inc

ADDRESS:

6800 N 76TH ST

Milwaukee, WI 53224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FAMILY COUNSELING SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

Arizona Lutheran Academy

ADDRESS:

6036 S 27TH AVE

Phoenix, AZ 85041

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH INTERNATIONAL STUDENT COORDINATOR

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

Redeemer Ev Lutheran Church

ADDRESS:

504 DUGGER ST

Edna, TX 77957

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HISPANIC OUTREACH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Men of His Word

ADDRESS:

N9465 SARA LANE

Appleton, WI 54915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MINISTRY EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

The Point of Grace

ADDRESS:

2223 E KENWOOD BLVD

Milwaukee, WI 53211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSIST WITH MORTGAGE PAYMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 36,108.

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

=====

RECIPIENT NAME:

Christ the Redeemer Lutheran Church

ADDRESS:

46 WARNER RD

Barre, VT 05641

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH EFFORTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

Ascension Ev Lutheran Church

ADDRESS:

4768 UNION DEPOSIT ROAD

Harrisburg, PA 17011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH EFFORTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WELS Conference of Staff Ministers

ADDRESS:

3233 ANNANDALE ROAD

Falls Church, VA 22042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONFERENCE EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

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

=====

RECIPIENT NAME:

Good Shepherd Lutheran Church

ADDRESS:

5071 FRANCES ST

Omaha, NE 68106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUILDING PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Mount Olive Lutheran Church

ADDRESS:

930 EAST FLORIDA AVE

Appleton, WI 54911

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEN'S BIBLE STUDY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

960,908.

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