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

2012

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 _____, and ending _____

Name of foundation

THE ANTLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

0881 ANTLER ROAD, PIONEER CREEK RANCH

Room/suite

City or town, state, and ZIP code

SILVERTHORNE, CO 80498

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 777,818. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual Other (specify) _____

A Employer identification number

43-6768243

B Telephone number

(970) 262-5994

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

		(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			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	2.	2.	STATEMENT 1	
4	Dividends and interest from securities	14,992.	14,992.	STATEMENT 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	19,791.			
b	Gross sales price for all assets on line 6a	457,506.			
7	Capital gain net income (from Part IV, line 2)		19,791.	RECEIVED	
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)			9	APR 12 2013
11	Other income				
12	Total. Add lines 1 through 11	34,785.	34,785.	OGDEN	UT
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	2,125.	0.	0.
c	Other professional fees	STMT 4	1,804.	1,804.	0.
17	Interest				
18	Taxes	STMT 5	207.	103.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	4,136.	1,907.		0.
25	Contributions, gifts, grants paid	104,525.			104,525.
26	Total expenses and disbursements. Add lines 24 and 25	108,661.	1,907.		104,525.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<73,876. >			
b	Net investment income (if negative, enter -0-)		32,878.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		20,524.	33,363.	33,363.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 6	12,351.	12,351.	101,974.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 7	608,479.	521,764.	642,481.
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		641,354.	567,478.	777,818.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		240,122.	240,122.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		401,232.	327,356.	
	30 Total net assets or fund balances		641,354.	567,478.	
31 Total liabilities and net assets/fund balances			641,354.	567,478.	

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)	1 641,354.
2 Enter amount from Part I, line 27a	2 <73,876.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 567,478.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 567,478.

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					
b	SEE ATTACHED STATEMENT				
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	457,506.		437,715.	19,791.	
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) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any		
a					
b					
c					
d					
e				19,791.	
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	19,791.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year, see 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	98,146.	911,735.	.107648
2010	93,617.	928,339.	.100844
2009	79,688.	880,021.	.090552
2008	84,761.	1,094,607.	.077435
2007	98,680.	1,275,083.	.077391

2 Total of line 1, column (d)	2	.453870
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	.090774
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	825,569.
5 Multiply line 4 by line 3	5	74,940.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	329.
7 Add lines 5 and 6	7	75,269.
8 Enter qualifying distributions from Part XII, line 4	8	104,525.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	
1	329.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.
2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).
3	329.
4	0.
5	329.
6	Credits/Payments
6a	2012 estimated tax payments and 2011 overpayment credited to 2012 300.
6b	
6c	
6d	
7	300.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 29.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ► 11

Part VII-A **Statements Regarding Activities**

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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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.	
1c	Did the foundation file Form 1120-POL for this year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No 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 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," has it filed a tax return on Form 990-T for this year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," complete Part II, col. (c), and Part XV.
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO
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 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
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 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► FRANKLIN J. CORNWELL, JR. Located at ► 0881 ANTLER ROAD, SILVERTHORNE, CO	Telephone no. ► (970) 262-5994 ZIP+4 ► 80498-9513	
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	► <input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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.)	N/A	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ►

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

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANKLIN J. CORNWELL, JR. 257 SODERGREEN ROAD LARAMIE, WY 82070	TRUSTEE 1.00	0.	0.	0.
ANN L. CORNWELL 257 SODERGREEN ROAD LARAMIE, WY 82070	TRUSTEE 0.00	0.	0.	0.

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

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

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

►

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services. ► 0
Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	809,637.
b Average of monthly cash balances	1b	28,504.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	838,141.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	838,141.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,572.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	825,569.
6 Minimum investment return. Enter 5% of line 5	6	41,278.

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	41,278.
2a Tax on investment income for 2012 from Part VI, line 5	2a	329.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	329.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	40,949.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	40,949.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	40,949.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	104,525.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	104,525.
b Cash distribution test (attach the required schedule)	5	329.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	104,196.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				40,949.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only		0.		
b Total for prior years				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	37,286.			
b From 2008	30,709.			
c From 2009	36,311.			
d From 2010	47,866.			
e From 2011	52,967.			
f Total of lines 3a through e	205,139.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 104,525.			0.	
a Applied to 2011, but not more than line 2a		0.		
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount			40,949.	
e Remaining amount distributed out of corpus	63,576.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	268,715.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	37,286.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	231,429.			
10 Analysis of line 9:				
a Excess from 2008	30,709.			
b Excess from 2009	36,311.			
c Excess from 2010	47,866.			
d Excess from 2011	52,967.			
e Excess from 2012	63,576.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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).

		Tax year	Prior 3 years			(e) Total
			(a) 2012	(b) 2011	(c) 2010	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
	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))

FRANKLIN J. CORNWELL, JR.

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.

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

6 Any submission deadlines:

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

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)				
<i>a Paid during the year</i>				
ALBANY COUNTY PUBLIC LIBRARY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	
LARAMIE, WY				1,000.
CENTRAL INSTITUTE FOR THE DEAF	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	
ST LOUIS, MO				1,000.
CHURCHILL SCHOOL	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	
ST LOUIS, MO				10,000.
CONTINENTAL DIVIDE LAND TRUST	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	
FRISCO, CO				1,000.
DARTMOUTH COLLEGE	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	
HANOVER, NH				10,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 104,525.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	14,992.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	19,791.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		34,785.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	34,785.
(See worksheet in line 13 instructions to verify calculations.)					

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

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 1,061.008 SHS DFA 5 YEAR GLOBAL F/I				P	06/26/12	11/28/12
b 1,027.273 SHS VANGUARD GNMA ADM				P	06/26/12	11/28/12
c 1,563.937 SHS VANGUARD SHORT-TERM INV GRD				P	06/26/12	11/28/12
d 17,111.477 SHS DFA 1 YEAR F/I				P	11/29/10	06/26/12
e 15,255.676 SHS DFA 2 YEAR GLOBAL				P	11/05/08	06/26/12
f 1,998.537 SHS DFA 2 YEAR GLOBAL				P	08/24/09	06/26/12
g 641.361 SHS DFA INTL SMALL CO				P	10/19/01	11/28/12
h 372.881 SHS DFA INTL VALUE III				P	07/22/03	11/28/12
i 938.967 SHS DFA US LARGE VALUE INSTL				P	11/28/01	11/28/12
j 445.645 SHS DFA US MICRO CAP				P	10/19/01	11/28/12
k 254.396 SHS DFA US SMALL CAP VALUE				P	10/19/01	11/28/12
l 139.134 SHS VANGUARD 500 INDEX				P	12/04/07	11/28/12
m CAPITAL GAINS DIVIDENDS						

(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 11,983.		11,821.	162.		
b 11,283.		11,343.	<60. >		
c 16,983.		16,799.	184.		
d 176,916.		177,469.	<553. >		
e 154,220.		158,850.	<4,630. >		
f 20,203.		20,510.	<307. >		
g 9,783.		4,834.	4,949.		
h 5,483.		3,671.	1,812.		
i 15,983.		12,091.	3,892.		
j 6,583.		4,528.	2,055.		
k 6,783.		4,922.	1,861.		
l 14,983.		10,877.	4,106.		
m 6,320.			6,320.		
n					
o					

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h))
(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	Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			162.
b			<60. >
c			184.
d			<553. >
e			<4,630. >
f			<307. >
g			4,949.
h			1,812.
i			3,892.
j			2,055.
k			1,861.
l			4,106.
m			6,320.
n			
o			

2 Capital gain net income or (net capital loss) .. { If gain, also enter in Part I, line 7
If (loss), enter "-0-1" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

2 | 19,791.

3 N/A

THE ANTLER FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JOHN BURROUGHS SCHOOL ST LOUIS, MO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	15,000.
KUNC-NPR GREELEY, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	500.
LORD OF THE MOUNTAINS CHURCH DILLON, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,000.
OPERATION WALK DENVER GREENWOOD VILLAGE, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	10,000.
OSAAB DUBOIS, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000.
ST. LOUIS CHILDREN'S HOSPITAL ST LOUIS, MO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,000.
ST. STEPHEN'S INDIAN MISSION ST STEPHENS, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	100.
SUMMIT FOUNDATION FRISCO, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	3,625.
SUMMIT MEDICAL CENTER FRISCO, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,000.
SUMMIT PUBLIC RADIO BRECKENRIDGE, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	250.
Total from continuation sheets				81,525.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MEMORIAL SLOAN-KETTERING HOSPITAL NEW YORK, NY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	100.
THE NATURE CONSERVANCY OF WYOMING LANDER, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	2,500.
TVRC EDUCATION FOUNDATION JACKSON, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	4,000.
VAIL VALLEY MEDICAL CENTER FOUNDATION VAIL, CO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	16,000.
DONALD DANFORTH PLANT SCIENCE CENTER ST LOUIS, MO	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	250.
WYOMING PUBLIC RADIO LARAMIE, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	500.
AIDS WALK ATLANTA ATLANTA, GA	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	50.
WYOMING COMMUNITY FOUNDATION LARAMIE, WY	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	300.
SPOHR GARDENS CHARITABLE TRUST FALMOUTH, MA	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	350.
CASA OF CONTRA COSTA COUNTY WALNUT CREEK, CA	N/A	PUBLIC CHARITY	GENERAL CONTRIBUTION	1,000.
Total from continuation sheets.	

223631
05-01-12

THE ANTLER FOUNDATION

43-6768243

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NATIONAL FINANCIAL SERVICES LLC	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL FINANCIAL SERVICES LLC	21,312.	6,320.	14,992.
TOTAL TO FM 990-PF, PART I, LN 4	21,312.	6,320.	14,992.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION	2,125.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,125.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	1,804.	1,804.		0.
TO FORM 990-PF, PG 1, LN 16C	1,804.	1,804.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD ON DIVIDEND INCOME	103.	103.		0.
TAX ON INVESTMENT INCOME (2012 ESTIMATED PAYMENT)	104.	0.		0.
TO FORM 990-PF, PG 1, LN 18	207.	103.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ENERGIZER HOLDING, INC. COMMON STOCK	12,351.	101,974.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,351.	101,974.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (THRU CHARLES SCHWAB & CO., INC.)	COST	521,764.	642,481.
TOTAL TO FORM 990-PF, PART II, LINE 13		521,764.	642,481.