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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation ANDREAS FOUNDATION		A Employer identification number 41-6017057	
Number and street (or P O box number if mail is not delivered to street address) C/O ANDREAS OFFICE PO BOX 3584		B Telephone number (see instructions) (507) 345-1233	
City or town, state, and ZIP code MANKATO, MN 560023584		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 99,089,892		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,073	2,073		
	4 Dividends and interest from securities. . . . .	1,929,670	1,929,670		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,404,169			
	b Gross sales price for all assets on line 6a <u>14,079,717</u>				
	7 Capital gain net income (from Part IV , line 2) . . . .		3,404,169		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	5,335,912	5,335,912		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	106,716	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	127	127		0
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	106,843	127		0
	25 Contributions, gifts, grants paid . . . . .	3,575,707			3,575,707
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	3,682,550	127		3,575,707
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,653,362			
	b <b>Net investment income</b> (if negative, enter -0- )		5,335,785		
	c <b>Adjusted net income</b> (if negative, enter -0- ) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	-43,865	285,420	285,420
	2	Savings and temporary cash investments . . . . .	5,884,228	12,251,367	12,251,367
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	49,830,904	45,520,918	85,777,645
	c	Investments—corporate bonds (attach schedule). . . . .	1,503,523	779,665	775,460
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	57,174,790	58,837,370	99,089,892

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 ▶ _____)	-24,052	-15,284	
	23	Total liabilities (add lines 17 through 22) . . . . .	-24,052	-15,284	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,582,314	1,582,314	
	29	Retained earnings, accumulated income, endowment, or other funds	55,616,528	57,270,340	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	57,198,842	58,852,654	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	57,174,790	58,837,370	

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	57,198,842
2	Enter amount from Part I, line 27a . . . . .	2	1,653,362
3	Other increases not included in line 2 (itemize) ▶ _____	3	450
4	Add lines 1, 2, and 3 . . . . .	4	58,852,654
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	58,852,654

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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 See Additional Data Table			
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) 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	
a See Additional Data Table			
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	3,404,169
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 page 18 of the instructions before making any entries





(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	4,785,702	82,431,460	0 058057
2010	3,542,500	84,099,004	0 042123
2009	3,161,465	74,523,248	0 042423
2008	3,775,287	61,935,784	0 060955
2007	4,108,946	80,570,578	0 050998

2	Total of line 1, column (d). . . . .	2	0 254556
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 050911
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	90,149,987
5	Multiply line 4 by line 3. . . . .	5	4,589,626
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	53,358
7	Add lines 5 and 6. . . . .	7	4,642,984
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	3,575,707

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	106,716	
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	0	
3		Add lines 1 and 2. . . . .		3	106,716	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	106,716	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	122,000		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	122,000	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached 		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	15,284	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 	15,284	Refunded 	11	0

Part VII-AStatements 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? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			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.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		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? . . . . . If "Yes," attach a detailed description of the activities.	2		No
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 . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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? . . . . .	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  IA, MN, MD			
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 .	8b	Yes	
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 . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DEAN WUEBKERTelephone no ▶(507) 345-1233 Located at ▶40 GOOD COUNSEL DRIVE SUITE 10 MANKATO MNZIP +4 ▶56001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
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		No
See 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? <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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		No
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?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)?

5b

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

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

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

Yes

No

b

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

7b

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
See Additional Data Table				

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				

Total

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

0

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		
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 NONE	0
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	0
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	80,314,564
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	11,208,265
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	91,522,829
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	91,522,829
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	1,372,842
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	90,149,987
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	4,507,499

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	4,507,499
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	106,716
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	106,716
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	4,400,783
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	4,400,783
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	4,400,783

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	3,575,707
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	3,575,707
<b>5</b>	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). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	3,575,707
<b>Note:</b> 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				4,400,783
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			137,106	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,575,707				
a Applied to 2011, but not more than line 2a			137,106	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2012 distributable amount. . . . .				3,438,601
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				962,182
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 XVSupplementary Information (Complete this part only if the organization 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) )

See Additional Data Table

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

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 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

c

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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	3,575,707
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

<p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p><b>(1)</b> Cash. . . . .</p> <p><b>(2)</b> Other assets. . . . .</p> <p><b>b</b> Other transactions</p> <p><b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .</p> <p><b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .</p> <p><b>(3)</b> Rental of facilities, equipment, or other assets. . . . .</p> <p><b>(4)</b> Reimbursement arrangements. . . . .</p> <p><b>(5)</b> Loans or loan guarantees. . . . .</p> <p><b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .</p> <p><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received</p>		<b>Yes</b>	<b>No</b>
<b>1a(1)</b>			<b>No</b>
<b>1a(2)</b>			<b>No</b>
<b>1b(1)</b>			<b>No</b>
<b>1b(2)</b>			<b>No</b>
<b>1b(3)</b>			<b>No</b>
<b>1b(4)</b>			<b>No</b>
<b>1b(5)</b>			<b>No</b>
<b>1b(6)</b>			<b>No</b>
<b>1c</b>			<b>No</b>

[illegible]

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




**b** If "Yes," complete the following schedule

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

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

*****	2014-01-27	*****
Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00009643
	DEAN WUEBKER	DEAN WUEBKER			
	Firm's name 			Firm's EIN 	
	Firm's address 			Phone no (507) 345-1233	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
AFLAC INCORPORATED (AFL)		2011-06-10	2013-05-30
AMERICA MOVIL SAB DE CV (AMX)		2005-04-04	2013-01-24
AMERICA MOVIL SAB DE CV (AMX)		2005-04-04	2013-02-01
AMERICA MOVIL SAB DE CV (AMX)		2005-04-04	2013-02-01
AMERICA MOVIL SAB DE CV (AMX)		2005-04-04	2013-03-13
AMERICA MOVIL SAB DE CV (AMX)		2005-04-17	2013-03-13
APACHE CORPORATION (APA)		2006-03-20	2013-04-11
APACHE CORPORATION (APA)		2006-05-18	2013-04-11
APACHE CORPORATION (APA)		2006-05-21	2013-04-18
APACHE CORPORATION (APA)		2006-05-21	2013-04-18
APPLE INCORPORATED (AAPL)		2013-01-24	2013-04-17
ARCHER DANIELS MIDLAND COMPANY (ADM)		2008-09-17	2013-05-16
ARCHER DANIELS MIDLAND COMPANY (ADM)		2008-09-17	2013-05-16
ARCHER DANIELS MIDLAND COMPANY (ADM)		2008-09-17	2013-05-16
ARCHER DANIELS MIDLAND COMPANY (ADM)		2008-09-17	2013-05-16
ARCHER DANIELS MIDLAND COMPANY (ADM)		2008-09-17	2013-05-16
ARM HLDGS PLC SPONSORED ADR (ARMH)		2012-10-18	2013-04-11
BP PLC SPONSORED ADR (BP)		2011-03-17	2013-01-29
ENCANA CORPORATION (CANADA) (ECA)		2011-08-10	2012-12-06
ENCANA CORPORATION (CANADA) (ECA)		2011-09-01	2012-12-06
ENCANA CORPORATION (CANADA) (ECA)		2011-09-02	2013-04-18
ENCANA CORPORATION (CANADA) (ECA)		2011-09-06	2013-04-18
ENCANA CORPORATION (CANADA) (ECA)		2011-09-06	2013-04-18
ENCANA CORPORATION (CANADA) (ECA)		2011-09-23	2013-04-18
ENERGY TRANSFER EQUITY L P (ETE)		2010-05-19	2013-11-22
GENERAL DYNAMICS CORPORATION (GD)		2011-06-21	2012-12-05
GENERAL DYNAMICS CORPORATION (GD)		2011-06-10	2012-12-10
GENERAL DYNAMICS CORPORATION (GD)		2011-06-23	2012-12-10
HEINZ H J COMPANY (HNZOLD)		2005-02-15	2013-06-06
HEINZ H J COMPANY (HNZOLD)		2005-02-15	2013-06-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
HEINZ H J COMPANY (HNZOLD)		2005-02-15	2013-06-06
HEINZ H J COMPANY (HNZOLD)		2005-02-15	2013-06-06
HEINZ H J COMPANY (HNZOLD)		2005-02-16	2013-06-06
HEINZ H J COMPANY (HNZOLD)		2005-02-16	2013-06-06
INTERNATIONAL BUSINESS (IBM)		2005-04-19	2013-01-23
INTERNATIONAL BUSINESS (IBM)		2007-08-15	2013-01-23
INTERNATIONAL BUSINESS (IBM)		2005-04-19	2013-03-08
INTERNATIONAL BUSINESS (IBM)		2005-04-19	2013-03-08
LOCKHEED MARTIN CORPORATION (LMT)		2010-10-13	2013-02-05
LOCKHEED MARTIN CORPORATION (LMT)		2010-10-14	2013-03-28
MICROSOFT CORPORATION (MSFT)		2005-08-09	2013-03-05
MICROSOFT CORPORATION (MSFT)		2005-09-12	2013-03-05
ORACLE CORPORATION (ORCL)		2005-04-13	2012-12-19
ORACLE CORPORATION (ORCL)		2005-04-14	2012-12-19
ORACLE CORPORATION (ORCL)		2005-04-14	2013-01-02
PRINCIPAL LIFE INCOME FUNDINGS (US74254PYE68)		2010-02-21	2013-04-24
PROTECTIVE LIFE INSURANCE COMP (US74367CFN02)		2010-02-18	2013-05-15
QUALCOMM INCORPORATED (QCOM)		2012-10-19	2013-04-11
QUALCOMM INCORPORATED (QCOM)		2012-10-23	2013-04-11
RAYTHEON COMPANY COM NEW (RTN)		2012-05-11	2013-02-05
RAYTHEON COMPANY COM NEW (RTN)		2012-05-11	2013-02-05
RAYTHEON COMPANY COM NEW (RTN)		2012-05-11	2013-03-08
RAYTHEON COMPANY COM NEW (RTN)		2012-05-23	2013-03-08
RAYTHEON COMPANY COM NEW (RTN)		2012-05-23	2013-03-13
RAYTHEON COMPANY COM NEW (RTN)		2013-02-01	2013-03-13
SMITH & WESSON HLDG (SWHC)		2012-12-17	2013-04-18
SMITH & WESSON HLDG (SWHC)		2012-12-18	2013-04-18
SOUTHERN COPPER CORPORATION (SCCO)		2013-09-18	2013-10-10
STERLING BANCORP DEL (STL)		2008-01-07	2013-11-13
TESORO CORPORATION (TSO)		2013-03-13	2013-10-10



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
TESORO CORPORATION (TSO )		2013-08-26	2013-10-10
TESORO CORPORATION (TSO )		2013-08-27	2013-10-10
TESORO CORPORATION (TSO )		2013-09-06	2013-10-10
TESORO CORPORATION (TSO )		2013-09-12	2013-10-10
THE BEAR STEARNS COMPANIES INC (US07387EAJ64)		2010-03-22	2013-07-15
THE BEAR STEARNS COMPANIES INC (US07387EBT38)		2010-02-09	2013-10-15
WACHOVIA CORPORATION MTN ISIN (US92976WBA36)		2010-03-22	2013-08-01
WESTPORT INNOVATIONS (WPRT)		2012-09-17	2013-11-06
WESTPORT INNOVATIONS (WPRT)		2012-09-17	2013-11-14
WESTPORT INNOVATIONS (WPRT)		2012-09-20	2013-11-14
WESTPORT INNOVATIONS (WPRT)		2012-09-20	2013-11-15
WESTPORT INNOVATIONS (WPRT)		2012-11-07	2013-11-15
WESTPORT INNOVATIONS (WPRT)		2013-03-08	2013-11-15
WESTPORT INNOVATIONS (WPRT)		2013-09-26	2013-11-15
WINDSTREAM CORPORATION (WINOLD)		2011-11-21	2012-12-04
WINDSTREAM CORPORATION (WINOLD)		2011-11-21	2012-12-04
WINDSTREAM CORPORATION (WINOLD)		2005-02-15	2012-12-14
WINDSTREAM CORPORATION (WINOLD)		2005-02-16	2012-12-14
WINDSTREAM CORPORATION (WINOLD)		2005-02-16	2013-01-04
WINDSTREAM CORPORATION (WINOLD)		2006-02-08	2013-01-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
282,315		222,297	60,018
249,639		93,507	156,132
125,282		46,005	79,277
94,980		34,524	60,456
214,224		103,571	110,653
72,940		34,984	37,956
379,964		317,930	62,034
379,964		322,555	57,409
350,075		315,154	34,921
350,075		310,150	39,925
204,973		227,522	-22,549
340,139		209,193	130,946
154,491		94,405	60,086
15,578		9,451	6,127
185,650		113,445	72,205
324,564		196,899	127,665
82,147		57,075	25,072
667,555		662,925	4,630
43,389		50,082	-6,693
43,389		50,995	-7,606
45,217		62,442	-17,225
45,217		59,942	-14,725
90,435		119,875	-29,440
36,174		40,009	-3,835
393,816		140,880	252,936
167,404		183,298	-15,894
67,962		69,685	-1,723
101,942		108,459	-6,517
725,000		372,309	352,691
362,500		185,925	176,575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
362,500		185,675	176,825
36,250		18,548	17,702
326,250		166,883	159,367
362,500		185,180	177,320
204,960		75,035	129,925
203,555		108,959	94,596
209,959		75,035	134,924
419,917		146,075	273,842
435,279		351,180	84,099
474,809		350,152	124,657
142,320		136,278	6,042
284,640		264,555	20,085
169,016		60,928	108,088
169,821		59,828	109,993
172,316		59,828	112,488
85,000		85,000	0
200,000		200,000	0
202,315		177,110	25,205
236,034		203,127	32,907
266,728		262,655	4,073
133,364		131,323	2,041
139,782		131,323	8,459
139,782		123,840	15,942
141,157		123,840	17,317
141,157		131,342	9,815
85,494		86,855	-1,361
42,747		39,677	3,070
26,839		30,190	-3,351
3		2	1
211,621		278,535	-66,914

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
42,324		48,040	-5,716
42,324		47,040	-4,716
42,324		45,790	-3,466
84,649		89,575	-4,926
220,000		220,000	0
25,000		25,000	0
150,000		150,000	0
4,557		6,007	-1,450
111,184		144,173	-32,989
116,223		145,180	-28,957
116,467		140,175	-23,708
120,010		117,680	2,330
96,008		114,145	-18,137
24,002		24,890	-888
42,372		54,159	-11,787
42,372		53,904	-11,532
82,709		88,007	-5,298
4,434		4,709	-275
88,123		90,980	-2,857
1,520		1,643	-123

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 (i) over col (j), if any	
			60,018
			156,132
			79,277
			60,456
			110,653
			37,956
			62,034
			57,409
			34,921
			39,925
			-22,549
			130,946
			60,086
			6,127
			72,205
			127,665
			25,072
			4,630
			-6,693
			-7,606
			-17,225
			-14,725
			-29,440
			-3,835
			252,936
			-15,894
			-1,723
			-6,517
			352,691
			176,575

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 (i) over col (j), if any	
			176,825
			17,702
			159,367
			177,320
			129,925
			94,596
			134,924
			273,842
			84,099
			124,657
			6,042
			20,085
			108,088
			109,993
			112,488
			0
			0
			25,205
			32,907
			4,073
			2,041
			8,459
			15,942
			17,317
			9,815
			-1,361
			3,070
			-3,351
			1
			-66,914

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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 (i) over col (j), if any	
			-5,716
			-4,716
			-3,466
			-4,926
			0
			0
			0
			-1,450
			-32,989
			-28,957
			-23,708
			2,330
			-18,137
			-888
			-11,787
			-11,532
			-5,298
			-275
			-2,857
			-123

Form 990PF Part VIII Line 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
MICHAEL ANDREAS	PRS/TRS/TRSTEE 0 00	0	0	0
40 GOOD COUNSEL DRIVE SUITE 10 MANKATO, MN 56001				
SANDRA MCMURTRIE	VP/TRUSTEE 0 00	0	0	0
40 GOOD COUNSEL DRIVE SUITE 10 MANKATO, MN 56001				
TERRY ANDREAS	VP/TRUSTEE 0 00	0	0	0
40 GOOD COUNSEL DRIVE SUITE 10 MANKATO, MN 56001				
D O ANDREAS	TRUSTEE 0 00	0	0	0
40 GOOD COUNSEL DRIVE SUITE 10 MANKATO, MN 56001				
DEAN WUEBKER	SECRETARY 0 00	0	0	0
40 GOOD COUNSEL DRIVE SUITE 10 MANKATO, MN 56001				



**Form 990PF Part XV Line 1a - 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).**

MICHAEL ANDREAS
D O ANDREAS

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ABC COUNSELING & FAMILY INC 705 E LINCOLN STREET SUITE 303 NORMAL,IL 61761	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,500
AM RED CROSS-MID-ILLINOIS CHAPTER 2674 N MAIN STREET DECATUR,IL 62526	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	21,587
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS,TX 75231	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,500
ANIMAL MEDICAL CENTER 510 E 62ND STREET NEWYORK,NY 10065	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	50,000
ANNUNCIATION GREEK ORTHODOX CHURCH 570 UNION STREET DECATUR,MN 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
ARCHDIOCESE OF WASHINGTON 5001 EASTERN AVENUE HYATTSVILLE,MD 20781	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	145,000
ARLINGTON HEALTH & HUMAN SERVICES 27 MAPLE STREET ARLINGTON,MA 02476	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
ART 21 286 SPRING STREET SUITE 405 NEWYORK,NY 10022	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
ARTISAN'S ASYLUM 10 TYLER STREET SOMERVILLE,MA 02143	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
AVE MARIA UNIVERSITY INC 5050 AVE MARIA BLVD AVE MARIA,FL 34142	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
BABY TALK 500 EAST LAKE SHORE DR DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
BAL HARBOUR ROTARY PO BOX 546461 SURFSIDE,FL 33154	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
BETHESDA COMMUNITY SCHOOL 7500 HONEYWELL LANE BETHESDA,MD 20814	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
BIG BROTHERS BIG SISTERS OF MACON COUNT 310 WEST WILLIAM ST DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
BOSTON COLLEGE TRUSTEES 140 COMMONWEALTH CHESTNUT HILL,MA 02167	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000

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<b>a</b> <i>Paid during the year</i>				
BOSTON UNIVERSITY 881 COMMONWEALTH AVE - 4TH FL BOSTON,MA 02215	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	200,000
BOY SCOUTS OF AMERICA COUNCIL 262 WPRAIRIE AVE DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	500
BOYS AND GIRLS CLUB OF DECATUR 859 NORTH JASPER DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	60,000
BREHM PREPARATORY SCHOOL 1245 E GRAND AVE CARBONDALE,IL 62901	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
BROADWAY CHRISTIAN CHURCH 922 EMBASSY STREET MATTON,IL 61938	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
BUCKINGHAM BROWNE & NICHOLS SCH 80 GERRYS LANDING ROAD CAMBRIDGE,MA 02138	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
BUCKLEY SCHOOL 113 E 73RD STREET NEW YORK,NY 10021	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
CARMELITE NUNS OF PORT TOBACCO 5678 MOUNT CARMEL LA PLATA,MD 20646	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
CATHOLIC CHARITIES 924 G STREET NW WASHINGTON,DC 20001	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	372,500
CATHOLIC CHARITIES OF DECATUR 247 WPRAIRIE DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
CATHOLIC CHARITIESDIOCESE OF SPRINGFIEL 1625 W WASHINGTON STREET SPRINGFIELD,IL 62702	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
CATHOLIC DISTANCE UNIVERSITY 120 EAST COLONIAL HIGHWAY HAMILTON,VA 20158	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
CENTER FOR TEEN EMPOWERMENT 384 WARREN STREET BOSTON,MA 02119	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	14,000
CHADDOCK CHILDREN'S FOUNDATION 205 S 24TH STREET QUINCY,IL 62301	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	4,000
CHAMPAIGN CO YMCA FNDT 2501 FIELDS SOUTH DRIVE CHAMPAIGN,IL 61822	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	100

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
CHESHIRE PROJECT-ZENO MTN CAMP 950 ZENO ROAD LINCOLN,VT 05443	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
CHILDREN'S MUSEUM OF ILLINOIS 55 S COUNTRY CLUB ROAD DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	8,000
CHURCH OF OUR SAVIOUR 21 MARATHON STREET ARLINGTON,MA 02467	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
COALITION FOR THE HOMELESS 129 FULTON ST NEWYORK,NY 10038	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	200,000
COMMUNITY FOUNDATION OF DECATUR 125 N WATER STREET SUITE 200 DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
COMMUNITY MONTESSORI SCHOOL 9411 CIVIC ROAD TAMPA,FL 33615	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
DECATUR & MACON CO ANIMAL SHELTER FNDTN PO BOX 633 DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
DECATUR AREA ARTS COUNCIL 125 N WATER STREET DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
DECATUR AREA CRIMESTOPPERS PO BOX 34 DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
DECATUR CARES RESCUE MINISTRIES PO BOX 1215 DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	8,000
DECATUR CHRISTIAN SCHOOLS 137 S GRANT STREET DECATUR,IL 62535	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
DECATUR DAY CARE CENTER 2075 E LAKESHORE DR DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
DECATUR MEMORIAL HOSPITAL 2300 NORTH EDWARD ST DECATUR,IL 62529	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
DECATUR PARKS FOUNDATION 620 E RIVERSIDE AVE DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	115,000
DECATUR PUBLIC SCHOOLS FOUNDATION 101 W CERRO GORDO STREET DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000

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<b>a</b> <i>Paid during the year</i>				
DON BOSCO CRISTO HIGH SCHOOL 1010 LARCH AVE TAKOMA PARK, MD 20912	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	85,000
DOVE INC 788 E CLAY STREET DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
DUKE UNIVERSITY 324 BLACKWELL ST STE 920 DURHAM,NC 27708	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
EASTER SEALS OF CENTRAL ILLINOIS 2715 N 27TH ST DECATUR,IL 62526	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
EASTERN ILLINOIS UNIV FNDT 860 W LINCOLN AVENUE CHARLESTON,IL 61920	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
EXTENDED HANDS 321 E LEAFLAND AVE DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
FIRST CHRISTIAN CHURCH 3350 N MACARTHUR RD DECATUR,IL 62526	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
FRANCIS W PARKER SCHOOL 330 W WEBSTER AVE CHICAGO,IL 60614	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
FRANCISCAN MONASTERY USA INC 1400 QUINCY ST NE WASHINGTON,DC 20017	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,500
FUTURES UNLIMITED 250 E WILLIAM STREET DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
GALLERY 510 ARTS GUILD LTD 160 E MAIN ST DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
GEORGETOWN VISITATION SCHOOL 1524 35TH ST NW WASHINGTON,DC 20007	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	13,500
GLOBAL KIDS 137 EAST 25TH STREET NEWYORK,NY 10010	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	50,000
GOD'S SHELTER OF LOVE INC 925 N UNION STREET DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
GONZAGA COLLEGE HIGH SCHOOL 19 EYE STREET NW WASHINGTON,DC 20001	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GOOD SAMARITAN INN 920 N UNION ST DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
GOVERNOR OGLESBY MANSION INC 421 WEST WILLIAM ST DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
GRACE UNITED METHODIST CHURCH 901 N MAIN ST DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
GREEK ORTHODOX METROPOLIS OF CHICAGO 40 EAST BURTON PLACE CHICAGO,IL 60610	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
GROWING STRONG SEXUAL ASSAULT CENTER 240 WPRAIRIE STREET DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
HABITAT FOR HUMANITY INTL PO BOX 832 DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
HERITAGE BEHAVIORAL HEALTH PO BOX 710 DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
HOME SWEET HOME MINISTRIES 303 E OAKLAND AVE BLOOMINGTON,IL 61701	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVENUE ROXBURY,MA 02119	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
IGNATION VOLUNTEER CORPS 801 SAINT PAUL STREET BALTIMORE,MD 21202	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,500
ILLINOIS PGA FOUNDATION 2901 WLAKE AVENUE GLENVIEW,IL 60026	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
INTERNATIONAL JUSTICE MISSION PO BOX 58147 WASHINGTON,DC 20037	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
JOHN CARROLL SOCIETY 5001 EASTERN AVENUE WASHINGTON,DC 20782	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	4,300
KENNEDY CENTER 2700 F STREET NW WASHINGTON,DC 20566	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
KNIGHTS OF COLUMBUS 400 N WHITETAIL CIRCLE MOUNT ZION,IL 62549	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000

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LANDMARK WEST 45 W 67TH ST NEW YORK,NY 10023	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
L'ARCHE USA PO BOX 21471 WASHINGTON,DC 20009	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	7,500
LIONSHARE EDUCATIONAL ORG 404 TACONIC ROAD GREENWICH,CT 06831	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
MACON COUNTY CASA 140 S WATER STREET SUITE 100 DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
MACON RESOURCES INC 2121 HUBBARD AVE DECATUR,IL 62524	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
MATER DEI SCHOOL 9600 SEVEN LOCKS RD BETHESDA,MD 20817	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	60,000
MCGAUGHEY ELEMENTARY SCHOOL 1320 W MAIN STREET MT ZION,IL 62540	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,200
MERCY HEALTH CLINIC 7-1 METROPOLITAN COURT GATHERSBURG,MD 20878	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
MILLIKIN UNIVERSITY 1184 W MAIN ST DECATUR,IL 62522	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	120,000
MISSIONARIES OF CHARITY 2800 OTTIS ST NE WASHINGTON,DC 20018	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
MOUNT ST MARY'S SEMINARY 16300 OLD EMMITSBURG RD EMMITSBURG,MD 21727	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	36,000
MT SINAI MEDICAL CENTER FNDT 4300 ALTON ROAD MIAMI BEACH,FL 33140	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
MT ZION GRADE SCHOOL 725 W MAIN STREET MT ZION,IL 62549	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
NAT'L CAPITAL AREA COUNCIL BSA 9190 ROCKVILLE PIKE BETHESDA,MD 20814	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
NATL SHRINE IMMACULATE CONCEPT 400 MICHIGAN AVENUE NE WASHINGTON,DC 20017	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
NEW LIFE PREGNANCY CENTER 1698 E PERSHING ROAD DECATUR,IL 62526	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
NEW YORK PUBLIC RADIO 160 VARICK STREET 9TH FLOOR NEW YORK,NY 10013	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
NORTHEAST COMMUNITY FUND 825 N WATER ST DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
NOTRE DAME UNIVERSITY 731 GRACE HALL NOTRE DAME,IN 46556	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
ORDER OF MALTA 1730 M STREET NW 403 WASHINGTON,DC 20036	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
OUR LADY OF MERCY CATHOLIC CHURCH 9200 KENTSDALE DR POTOMAC,MD 20854	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	100,000
OUR LADY OF MERCY SCHOOL 9222 KENTSDALE DRIVE POTOMAC,MD 20854	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	30,000
OUR LADY OF THE HOLY CROSS ABBY 901 COOL SPRING LANE BERRYVILLE,VA 22611	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
PARENTS LEAGUE OF NEW YORK INC 115 EAST 82ND STREET NEW YORK,NY 10028	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
PLANNED PARENTHOOD OF NEW YORK 26 BLEECKER STREET NEW YORK,NY 10012	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
POTOMAC COMMUNITY RESOURCES 9200 KENTSDALE ROAD POTOMAC,MD 20854	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	185,000
PRAIRIE FLOWER MONTESSORI SCHOOL 3130 TURPIN ROAD DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
PURDUE UNIVERSITY 850 BEERING DR WEST LAFAYETTE,IN 47907	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
QUINCY NOTRE DAME HIGH SCHOOL PO BOX 1014 QUINCY,IL 62301	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
RESEARCH DOWN SYNDROME 180 WADAMS STREET SUITE 300 CHICAGO,IL 60603	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,500




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RESPOND INC PO BOX 555 SOMERVILLE,MA 02143	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
RICHLAND COMMUNITY COLLEGE ONE COLLEGE PARK DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	100,000
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON RD BRONX,NY 10471	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
SACRED HEART SCHOOLS 6250 N SHERATON ROAD CHICAGO,IL 60660	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
SAN MIGUEL SCHOOL 2607 MILITARY ROAD NW WASHINGTON,DC 20015	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
SCHOOL FOR FIELD STUDIES 100 CUMMINS CENTER SUITE 534-6 BEVERLY,MA 01915	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	410,000
SEARCH AND CARE 1844 SECOND AVE NEWYORK,NY 10128	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
SHEPHERD FOUNDATION PO BOX 50 KENSINGTON,MD 20895	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
SIU FOUNDATION - CAMP COCO 1235 DOUGLAS DRIVE CARBONDALE,IL 62901	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
SMITH COLLEGE 10 ELM ST COLLEGE HALL NORTHAMPTON,MA 01063	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
SPECIAL OLYMPICS ILLINOIS 605 E WILLOW ST NORMAL,IL 61761	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
ST ANN'S INFANT & MATERNITY HOME 4901 EASTERN AVE HYATTSVILLE,MD 20782	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
ST JOHN'S COLLEGE HIGH SCHOOL 2607 MILITARY ROAD WASHINGTON,DC 20015	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,520
ST LUKE INSTITUTE INC 8901 NEW HAMPSHIRE AVE SILVER SPRING,MD 20903	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
ST MARY'S CATHEDRAL SCHOOL 7525 NW 2ND AVENUE MIAMI,FL 33150	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000

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<b>a</b> <i>Paid during the year</i>				
ST NICHOLAS CHURCH 4967 FOREST PARK AVENUE ST LOUIS,MO 63106	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	500
ST JOSEPH'S CHURCH 8670 BYRON AVENUE MIAMI BEACH,FL 33141	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
ST LOUIS UNIVERSITY 221 NORTH GRAND BLVD ST LOUIS,MO 63103	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
ST MARY'S CATHEDRAL SCHOOL 9401 BISCAYNE BLVD MIAMI,FL 33138	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
ST MARY'S HOSPITAL 1800 EAST LAKE SHORE DRIVE DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	195,000
ST PATRICK CENTER 800 N TUCKER BLVD ST LOUIS,MO 63191	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	1,000
ST TERESA EDUCATIONAL FNDT 2700 N WATER DECATUR,IL 62526	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
STONERIDGE SCHOOL OF THE SACRED HEART 9101 ROCKVILLE PIKE BETHESDA,MD 20814	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
SUPPORT OUR AGING RELIGIOUS- SOAR 3025 4TH STREET NE WASHINGTON,DC 20017	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	10,000
SYMPHONY ORCHESTRA GUILD OF DECATUR 170 HICKORY POINT CT FORSYTH,IL 62535	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
TAMPA GENERAL HOSPITAL FNDT PO BOX 1289 TAMPA,FL 33601	N/A	SEE GENERAL EXPLANAT	PALATIVE CARE CAMPAIGN	5,000
TEMPLE UNIVERSITY 1801 NORTH BROAD STREET PHILADELPHIA,PA 19122	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	500
THE BASILICA OF SAINT MARY 1010 WINDSOR LANE KEY WEST,FL 33040	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	25,000
THE BROWNING SCHOOL 52 EAST 62ND STREET NEWYORK,NY 10021	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
THE GABRIEL NETWORK 2137 DEFENSE HWY SUITE 9C GROFTON,MD 21114	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	7,500

Form 990PF Part XV Line 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)				
<b>a</b> Paid during the year				
THE NORTHWEST CENTER 2702 ONTARIO ROAD NW WASHINGTON,DC 20009	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
THE SPRING OF TAMPA BAY PO BOX 5147 TAMPA,FL 33675	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,500
THEATRE 7 PO BOX 972 DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
TSNESAFE HAVEN 89 SOUTH STREET STE 700 BOSTON,MA 02111	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	50,000
US ATHLETIC TRUST PO BOX 224 BRIARCLIFF MANOR,NY 10510	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	2,000
UNITED CEREBAL PALSY LAND OF LINCOLN 101 N 16TH ST SPRINGFIELD,IL 62703	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	3,000
UNITED WAY OF DECATUR & MACON COUNTY 202 E ELDORADO ST SUITE B DECATUR,IL 62523	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	20,000
WEBSTER-CANTRELL HALL 1942 EAST CANTRELL DECATUR,IL 62521	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	15,000
WNYC 160 VARICK STREET 9TH FLOOR NEW YORK,NY 10013	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
YMCA 220 WMCKINLEY AVE DECATUR,IL 62525	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	4,000
YOUNG PEOPLE'S LEADERSHIP FOUNDATION PO BOX 7050 MILLER PLACE,NY 10022	N/A	SEE GENERAL EXPLANAT	GRANT IS FOR RECIPIENTS GENERAL FUND	5,000
<b>Total . . . . .</b>  <b>3a</b>				3,575,707

**TY 2012 General Explanation Attachment****Name:** ANDREAS FOUNDATION**EIN:** 41-6017057

Identifier	Return Reference	Explanation
GRANTS AND CONTRIBUTIONS FOUNDATION STATUS	FORM 990 PF PART XV ITEM 3	990 PF PART XV ITEM 3 GRANTS AND CONTRIBUTIONS FOUNDATION STATUS ALL RECIPIENTS OF GRANTS ARE PUBLIC CHARITIES, ORGANIZATIONS AS DESCRIBED IN SECTION 509 (A) (1), (2) OR (3) NONE ARE TYPE III ORGANIZATIONS ALL DISTRIBUTIONS ARE QUALIFIED

Identifier	Return Reference	Explanation
FORM 990 PF AMENDED RETURN EXPLANATION	FORM 990 PF AMENDED RETURN EXPLANATION	SUBSEQUENT TO YEAR END AND FILING OF THE FOUNDATIONS 990PF IT WAS DETERMINED THAT 9 GRANTS WERE INADVERTENTLY INCLUDED IN THE FOUNDATIONS RECORDS WHEN THEY SHOULD HAVE BEEN VOIDED THE CHANGE RESULTED IN REDUCING GRANTS AND INCREASING CASH BY \$112,500 DETAILED SUMMARY OF CHANGES ARE AS FOLLOWS PART 1 LINE 25 CONTRIBUTIONS DECREASED BY \$112,500PART 1 LINE 26-27 RECALCULATED PART II LINE 1(B), 1(C) CASH INCREASED BY \$112,500PART II LINE 16, 29-31 RECALCULATEDPART III LINE 2, 4, 6 RECALCULATEDPART V LINE 4, 8 RECALCULATEDPART X LINE 1B INCREASED BY \$112,500PART X LINE 1D, 3-6 RECALCULATEDPART XI LINE 1, 3-7 RECALCULATEDPART XII LINE 1A INCREASED BY \$112,500PART XII LINE 4-6 RECALCULATEDPART XIII LINE 1, 4, 4D, 6F RECALCULATEDPART XV LINE 3 REDUCED BY \$112,500

**TY 2012 Investments Corporate  
Bonds Schedule****Name:** ANDREAS FOUNDATION**EIN:** 41-6017057

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
GENERAL ELECTRIC CAPITAL CORPORATION MTN ISIN US36962GK864 4.7500% DUE 09/15	156,641	155,225
THE GOLDMAN SACHS GROUP, INC. NTS ISIN US38141GEA85 5.1250% DUE 01/15/2015	211,737	209,530
JPMORGAN CHASE & CO. NTS ISIN US46625HHN35 4.6500% DUE 06/01/2014	159,755	153,098
JPMORGAN CHASE & CO. NTS ISIN US46625HHP82 3.7000% DUE 01/20/2015	151,998	154,048
NOVARTIS CAPITAL CORPORATION NTS ISIN US66989HAC25 2.9000% DUE 04/24/2015	99,534	103,559

TY 2012 Investments Corporate  
Stock Schedule

Name: ANDREAS FOUNDATION  
EIN: 41-6017057

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	2,030,740	3,471,260
AFLAC INCORPORATED	732,611	1,327,400
ALASKA AIR GROUP INCORPORATED	286,680	388,700
AMERICA MOVIL SAB DE CV SPON ADR L SHS	468,344	951,678
ARCHER DANIELS MIDLAND COMPANY	1,774,498	3,622,500
ARCTIC CAT INCORPORATED	66,080	112,540
BRISTOL MYERS SQUIBB COMPANY	194,214	359,660
BUNGE LIMITED	1,201,925	2,003,000
CAMPBELL SOUP COMPANY	1,910,164	2,517,450
CANADIAN NATL RY COMPANY	1,326,860	3,940,160
CATERPILLAR INCORPORATED DEL	3,669,074	4,230,000
CELANESE CORPORATION DEL COM SER A	438,440	673,560
CHEVRON CORPORATION NEW	354,820	367,320
COMCAST CORPORATION NEW CLASS A	1,010,105	2,992,200
CONAGRA FOODS INCORPORATED	381,705	659,800
CSX CORPORATION	1,517,992	5,317,650
CUMMINS INCORPORATED	2,853,959	4,103,160
CVS CAREMARK CORPORATION	367,905	669,600
DEERE & COMPANY	1,726,193	4,380,480
DISNEY WALT COMPANY COM DISNEY	1,418,915	3,527,000
DOW CHEMICAL COMPANY	854,576	1,093,680
DUKE ENERGY CORPORATION NEW COM NEW	457,808	699,600
EATON CORPORATION PLC SHS	519,056	726,600
ENERGY TRANSFER EQUITY L P COM UT LTD PTN	138,375	373,850
ENSCO PLC SHS CLASS A	465,183	590,800
EXXON MOBIL CORPORATION	1,875,506	2,991,360
FIDELITY NATL INFORMATION SVCS	907,470	1,773,192
FREEPORT-MCMORAN COPPER & GOLD	2,213,486	2,254,850
GENERAL DYNAMICS CORPORATION	409,136	549,960
HONEYWELL INTERNATIONAL INCORPORATED	1,295,966	3,320,718

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INGREDION INCORPORATED	1,116,661	2,697,240
INTERNATIONAL BUSINESS MACHINES	365,179	898,400
JOY GLOBAL INCORPORATED	1,093,032	1,131,200
KANSAS CITY SOUTHERN COM NEW	188,515	363,060
LOCKHEED MARTIN CORPORATION	350,152	708,350
MARATHON PETE CORPORATION	274,560	413,700
MERCK & COMPANY INCORPORATED NEW	301,650	862,109
MICROSOFT CORPORATION	1,117,265	1,906,500
NORFOLK SOUTHERN CORPORATION	261,690	350,760
OLIN CORPORATION COM PAR \$1	952,955	1,392,963
PHILLIPS 66	1,119,537	1,740,250
POLARIS INDUSTRIES INCORPORATED	697,944	5,338,800
RAYMOND JAMES FINANCIAL INCORPORATED	451,825	963,600
SANDERSON FARMS INCORPORATED	615,716	1,366,800
SMITH & WESSON HLDG CORPORATION	39,677	59,100
SPECTRA ENERGY CORPORATION	1,479,258	2,348,500
STERLING BANCORP DEL	358,442	791,619
TATE & LYLE PLC ORD PAR 25P	14,555	25,696
US AIRWAYS GROUP INC	225,997	234,800
UNION PAC CORPORATION	322,677	486,120
VALERO ENERGY CORPORATION NEW	348,900	457,200
WALGREEN COMPANY	514,680	888,000
WINDSTREAM HLDGS INCORPORATED	442,265	363,150



# TY 2012 Other Expenses Schedule

**Name:** ANDREAS FOUNDATION

**EIN:** 41-6017057

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSE	127	127		0

TY 2012 Other Increases Schedule

**Name:** ANDREAS FOUNDATION

**EIN:** 41-6017057

Description	Amount
PRIOR YEAR TAX OVER ACCRUAL	450

**TY 2012 Other Liabilities Schedule**

**Name:** ANDREAS FOUNDATION

**EIN:** 41-6017057

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	-24,052	-15,284

TY 2012 Taxes Schedule

**Name:** ANDREAS FOUNDATION

**EIN:** 41-6017057

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	106,716	0		0