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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

COVENANT FOUNDATION, INC.

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

Room/suite

3777 WEST FORK RD.

City or town, state or province, country, and ZIP or foreign postal code

CINCINNATI, OH 45247

A Employer identification number

31-1225037

B Telephone number (see instructions)

513-661-3100

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 ☐

G Check all that apply:

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 69,506,383.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	44,144,132			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	2,585,599	2,585,599		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,911,562			
b Gross sales price for all assets on line 6a	3,348,758			
7 Capital gain net income (from Part IV, line 2)		2,911,562		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	49,641,293	5,497,161		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	690	345	NONE	345
c Other professional fees (attach schedule)	140	140		
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,553	2,923		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	4,960	NONE	NONE	4,960
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	925			925
24 Total operating and administrative expenses. Add lines 13 through 23	19,268	3,408	NONE	6,230
25 Contributions, gifts, grants paid	1,121,000			1,121,000
26 Total expenses and disbursements. Add lines 24 and 25	1,140,268	3,408	NONE	1,127,230
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	48,501,025			
b Net investment income (if negative, enter -0-)		5,493,753		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		84,331.	6,139,778.	6,139,778.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*	8,866,557.	STMT 6
		Less: allowance for doubtful accounts ▶	NONE	175,534.	8,866,557.	8,866,557.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7		12,336,184.	46,005,458.	49,175,399.
	c	Investments - corporate bonds (attach schedule) . STMT 8		3,023,121.	3,038,667.	3,027,823.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 9		1,745,661.	1,814,126.	2,296,826.	
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)		17,364,831.	65,864,586.	69,506,383.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		17,364,831.	65,864,586.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		17,364,831.	65,864,586.	
	31	Total liabilities and net assets/fund balances (see instructions)		17,364,831.	65,864,586.	

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	17,364,831.
2	Enter amount from Part I, line 27a	2	48,501,025.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	65,865,856.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	1,270.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,864,586.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,348,758.		437,196.	2,911,562.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			2,911,562.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,911,562.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2012	861,057.	18,271,014.	0.047127
2011	938,177.	19,379,113.	0.048412
2010	578,013.	16,025,187.	0.036069
2009	610,503.	13,205,883.	0.046230
2008	414,026.	16,548,598.	0.025019
2 Total of line 1, column (d)			2 0.202857
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 0.040571
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 45,318,446.
5 Multiply line 4 by line 3			5 1,838,615.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 54,938.
7 Add lines 5 and 6			7 1,893,553.
8 Enter qualifying distributions from Part XII, line 4			8 1,127,230.

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)			
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	109,875.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	109,875.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	109,875.
Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,140.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,140.	
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	103,735.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 10	X	

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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 11</u> Telephone no <u></u>			
	Located at <u></u> ZIP+4 <u></u>			
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		
16	At any time during calendar year 2013, 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 <u></u>	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 <u></u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years <u></u>	<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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 2013 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 2013.)	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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TIMOTHY E. JOHNSON 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
JANET L. JOHNSON 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
TIMOTHY C. GEHNER 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
SUSAN R. PAGLIARO 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-

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
N/A		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐ **NONE**

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	46,008,575.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	46,008,575.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	46,008,575.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	690,129.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	45,318,446.
6	Minimum investment return. Enter 5% of line 5	6	2,265,922.

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	2,265,922.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	109,875.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	109,875.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,156,047.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,156,047.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,156,047.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,127,230.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,127,230.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,127,230.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,156,047.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			674,155.	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>1,127,230.</u>				
a Applied to 2012, but not more than line 2a			674,155.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				453,075.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,702,972.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 24				1,121,000.
Total ► 3a				1,121,000.
b Approved for future payment				
Total ► 3b				

Schedule of Contributors

OMB No. 1545-0047

2013

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

COVENANT FOUNDATION, INC.

31-1225037

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization
COVENANT FOUNDATION, INC.

Employer identification number
31-1225037

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHNSON CHARITABLE REMAINDER TR #2 3777 WEST FORK ROAD CINCINNATI, OH 45247	\$ 44,144,132.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

31-1225037

[illegible]

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AMEREN CORP	1,320.	1,320.
FIRST AMER GOVT OBLIG FUND CL Y	309.	309.
ISHARES S P 500 E T F	65,063.	65,063.
ISHARES MSCI EMERGING MARKETS ETF	20,692.	20,692.
ISHARES RUSSELL MIDCAP INDEX	9,253.	9,253.
ISHARES CORE S&P MID-CAP ETF	9,368.	9,368.
I SHARES RUSSELL 2000 INDEX FUND	1,556.	1,556.
JOHNSON MUTUAL FUNDS TR GROWTH FUND	21,628.	21,628.
JOHNSON DISCIPLINED MID-CAP FD	24,696.	24,696.
JOHNSON MUTUAL FUNDS FIXED INCOME FD	74,622.	74,622.
JOHNSON MUTUAL FUNDS TR REALTY FUND	74,625.	74,625.
JOHNSON MUT FDS TR INTERNATIONAL FD	65,646.	65,646.
JOHNSON MUT FDS TR EQ INCOME FD	29,695.	29,695.
JOHNSON MUTUAL FDS ENHANCED RETURN FD	1,411,599.	1,411,599.
ROYAL DUTCH SHELL ADR	5,040.	5,040.
VANGUARD SMALL CAP ETF	42,660.	42,660.
UNIPAC V LLC	25,453.	25,453.
JOHNSON CRT NO. 2 PROM NOTE	702,374.	702,374.
	-----	-----
TOTAL	2,585,599.	2,585,599.
	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	690.	345.		345.
TOTALS	690.	345.	NONE	345.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CUSTODIAN & MANAGEMENT FEES (A)	140.	140.
	-----	-----
TOTALS	140.	140.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	3,490.	
FEDERAL ESTIMATES - PRINCIPAL	6,140.	
FOREIGN TAXES ON QUALIFIED FOR	2,233.	2,233.
FOREIGN TAXES ON NONQUALIFIED	690.	690.
	-----	-----
TOTALS	12,553.	2,923.
	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

925.

925.

TOTALS

925.

925.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

=====

BORROWER:

UNIPAC V LLC

RELATIONSHIP TO INSIDER:

NONE

INTEREST RATE: 6.000000

DATE OF NOTE: 05/15/2007

MATURITY DATE: 05/15/2016

BEGINNING BALANCE DUE 175,534.

ENDING BALANCE DUE 702,142.

ENDING FAIR MARKET VALUE 702,142.

BORROWER:

JOHNSON CRT

RELATIONSHIP TO INSIDER:

NONE

INTEREST RATE: 5.000000

MATURITY DATE: 03/01/2016

ENDING BALANCE DUE 8,164,415.

ENDING FAIR MARKET VALUE 8,164,415.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 175,534.

=====

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 8,866,557.

=====

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 8,866,557.

=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
MUTUAL FDS / STOCKS - EQUITY	12,336,184.	46,005,458.	49,175,399.
	-----	-----	-----
TOTALS	12,336,184.	46,005,458.	49,175,399.
	=====	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FIXED INCOME MUTUAL FUNDS	3,023,121.	3,038,667.	3,027,823.
	-----	-----	-----
TOTALS	3,023,121.	3,038,667.	3,027,823.
	=====	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

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

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
NORTHWESTERN LIFE INS POLICY	C	1,743,367.	1,811,332.	2,296,593.
LINCOLN NATIONAL LIFE INS. POL	C	2,294.	2,794.	233.
TOTALS		1,745,661.	1,814,126.	2,296,826.
		=====	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS
=====

NAME AND ADDRESS

JOHNSON CHARITABLE REMAINDER TR #2
3777 WEST FORK ROAD
CINCINNATI, OH 45247

STATEMENT 10

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: TIMOTHY E. JOHNSON
JOHNSON TRUST COMPAN
ADDRESS: 3777 WEST FORK ROAD
CINCINNATI, OH 45247

TELEPHONE NUMBER: (513) 661-3100

STATEMENT 11

COVENANT FOUNDATION, INC.

31-1225037

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

RECIPIENT NAME:

MONADNOCK COVENANT CHURCH

ADDRESS:

90 BASE HILL ROAD

KEENE, NH 03431

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

GORDON-CONWELL THEOLOGICAL

SEMINARY INC

ADDRESS:

130 ESSEX ST

S HAMILTON, MA 01982

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PARTNERS FOR HOPE INC

ADDRESS:

4222 HAMILTON AVE

CINCINNATI, OH 45223

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
KINGDOM ADVISORS INC
ADDRESS:
280 INTERSTATE NORTH CIRCLE
ATLANTA, GA 30339
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
COALITION FOR CHRISTIAN OUTREACH
ADDRESS:
5912 PENN AVENUE
PITTSBURGH, PA 15206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
CHRISTIAN RADIO FOR RUSSIA
ADDRESS:
520 SPRING STREET
JAMESTOWN, NY 14701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

COVENANT FOUNDATION, INC.

31-1225037

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

=====

RECIPIENT NAME:

ST ALOYSIUS ORPHANAGE

ADDRESS:

4721 READING ROAD

CINCINNATI, OH 45237

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

CITY GOSPEL MISSION

ADDRESS:

1419 ELM STREET

CINCINNATI, OH 45202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CINCINNATI CHRISTIAN UNIVERSITY

ADDRESS:

2700 GLENWAY AVE

CINCINNATI, OH 45204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 8,000.

COVENANT FOUNDATION, INC.

31-1225037

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

=====

RECIPIENT NAME:

RHEMA CHRISTIAN CENTER

ADDRESS:

2100 AGLER ROAD

COLUMBUS, OH 43224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

FOUNDATION OF COMPASSIONATE

AMERICAN SAMARITANS

ADDRESS:

PO BOX 428760

CINCINNATI, OH 45242

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

HEALTHY BEGINNINGS INC

ADDRESS:

47 E HOLLISTER ST

CINCINNATI, OH 45219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:
CROSSROADS COMMUNITY CHURCH
ADDRESS:
3500 MADISON ROAD
CINCINNATI, OH 45209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
MONTANA DE LUZ
ADDRESS:
PO BOX 410
WORTHINGTON, OH 43085
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:
GREAT LAKES CONFERENCE OF THE
EVANGELICAL COVENANT CHURCH
ADDRESS:
6900 N HAGGERTY RD, SUITE 90
CANTON, MI 48187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,500.

=====

RECIPIENT NAME:
WORLD GOSPEL MISSION
ADDRESS:
3783 EAST STATE ROAD 18
MARION, IN 46952
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:
COMPASSION INTERNATIONAL INC
ADDRESS:
12290 VOYAGER PARKWAY
COLORADO SPRINGS, CO 80921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
BREAKTHROUGH URBAN MINISTRIES, INC
ADDRESS:
PO BOX 47200
CHICAGO, IL 60647
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:
CHRISTIAN COMMUNITY DEVELOPMENT
ASSOCIATION
ADDRESS:
1100 W CERMAK RD
CHICAGO, IL 60608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
SPARK VENTURES
ADDRESS:
134 N SASALLE STREET
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 150,000.

RECIPIENT NAME:
GREAT COMMISSION MINISTRIES INC
ADDRESS:
11002 LAKE HART DR
ORLANDO, FL 32832
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,600.

RECIPIENT NAME:
ALLIANCE DEFENDING FREEDOM
ADDRESS:
15100 N 90TH STREET
SCOTTSDALE, AZ 85260
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COVENANT THEOLOGICAL SEMINARY
ADDRESS:
PO BOX 1177
GREENVILLE, NC 27835
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
WORLD RADIO MISSIONARY FELLOWSHIP
ADDRESS:
1065 GARDEN OF THE GODS ROAD
COLORADO SPRINGS, CO 80907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 9,000.

COVENANT FOUNDATION, INC.

31-1225037

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

=====

RECIPIENT NAME:

SOUTHERN BAPTIST THEOLOGICAL
SEMINARY

ADDRESS:

2825 LEXINGTON ROAD
LOUISVILLE, KY 40206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

UNDERGROUND ZONE MINISTRIES INC

ADDRESS:

1140 SMILEY AVENUE
CINCINNATI, OH 45240

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

YOUNG BUSINESS LEADERS
CINCINNATI

ADDRESS:

6170 IRWIN SIMPSON ROAD
MASON, OH 45040

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COMMISSION TO EVERY NATION INC
ADDRESS:
PO BOX 291307
KERRVILLE, TX 78029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
EVERYDAY CHURCH INC
ADDRESS:
PO BOX 264
ARROYO GRANDE, CA 93421
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
YOUNG LIFE
ADDRESS:
PO BOX 520
COLORADO SPRINGS, CO 80901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 247,500.

=====

RECIPIENT NAME:
VISIONQUEST ALLIANCE
ADDRESS:
18940 BASE CAMP ROAD
MONUMENT, CO 80132
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ARCTIC BROADCASTING ASSOCIATION
(KICY)
ADDRESS:
PO BOX 820
NOME, AK 99762
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FULLER THEOLOGICAL SEMINARY
ADDRESS:
135 N OAKLAND AVE
PASADENA, CA 91182
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
WYCLIFFE BIBLE TRANSLATORS INC
ADDRESS:
PO BOX 628200
ORLANDO, FL 32862
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:
MISSION AVIATION FELLOWSHIP
ADDRESS:
PO BOX 47
NAMPA, ID 83653
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MIO FRONTIERS
ADDRESS:
PO BOX 60730
PHOENIX, AZ 85082
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

COVENANT FOUNDATION, INC.

31-1225037

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

=====

RECIPIENT NAME:

CAMPUS CRUSADE FOR CHRIST INC

ADDRESS:

100 LAKE HART DR, #2200

ORLANDO, FL 32832

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,400.

TOTAL GRANTS PAID:

1,121,000.

=====

Covenant Foundation, Inc - 2013 Contributions					
Book Date	Transaction	CUSIP	Quantity	FMV	Basis
6/21/2013	Cash Receipt			5,103,457.01	5,103,457.01
7/16/2013	Cash Receipt			3,551.75	3,551.75
6/21/2013	AMEREN CORP	023608102	3,300.000	109,461.00	139,890.96
6/21/2013	ISHARES S P 500 ETF	464287200	25,000.000	4,017,500.00	4,142,250.00
6/21/2013	ISHARES MSCI EMERGING MARKETS ETF	464287234	20,700.000	774,387.00	821,376.00
6/21/2013	ISHARES RUSSELL MIDCAP INDEX	464287499	5,900.000	753,371.00	781,573.00
6/21/2013	ISHARES CORE S&P MID-CAP ETF	464287507	6,800.000	773,636.00	803,556.00
6/21/2013	JOHNSON MUTUAL FUNDS TR GROWTH FD	479164105	136,000.000	3,598,560.00	3,715,520.00
6/21/2013	JOHNSON MUTUAL FUNDS TR GROWTH FD	479164105	464.590	12,293.05	13,010.11
6/21/2013	JOHNSON MUTUAL FUNDS TR GROWTH FD	479164105	422.104	11,168.87	11,820.35
6/21/2013	JOHNSON DISCIPLINED MID-CAP FD	479164204	55,350.000	2,027,470.50	2,101,639.50
6/21/2013	JOHNSON MUTUAL FUNDS TR REALTY FUND	479164501	84,820.000	1,194,265.60	1,262,969.80
6/21/2013	JOHNSON MUT FDS TR INTERNATIONAL FD	479164832	125,997.480	2,761,864.76	3,000,000.00
6/21/2013	JOHNSON MUT FDS TR INTERNATIONAL FD	479164832	1,125.907	24,679.88	21,797.56
6/21/2013	JOHNSON MUT FDS TR EQ INCOME FD	479164840	61,100.000	1,292,876.00	1,329,536.00
6/21/2013	JOHNSON MUTUAL FDS ENHANCD RETURN FD	479164881	170,034.027	2,912,682.88	2,999,400.24
6/21/2013	JOHNSON MUTUAL FDS ENHANCD RETURN FD	479164881	34.000	582.42	599.76
7/19/2013	JOHNSON MUTUAL FDS ENHANCD RETURN FD	479164881	0.115	1.97	2.01
6/21/2013	ROYAL DUTCH SHELL ADR	780259107	2,800.000	185,808.00	193,787.96
6/21/2013	VANGUARD SMALL CAP ETF	922908751	15,000.000	1,380,150.00	1,425,900.00
6/21/2013	UNIPAC V LLC NOTE		307,191.390	307,191.39	307,191.39
6/21/2013	UNIPAC V LLC NOTE		109,708.260	109,708.26	109,708.26
6/21/2013	UNIPAC V LLC NOTE		109,708.260	109,708.26	109,708.26
6/21/2013	PROMISSORY NOTE - JOHNSON CRT #2		15,745,885.840	15,745,885.84	15,745,885.84
				43,210,261.44	44,144,131.76
			Cash	(5,107,008.76)	
				38,103,252.68	