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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

ANTIOCH FOUNDATION 1015002032

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

230 FRONT STREET NORTH

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

LA CROSSE, WI 54601

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) ▶ \$ 11,689,990.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

36-3779525

B Telephone number (see instructions)

608-782-1148

C If exemption application is
pending, check here ▶ ☐D 1 Foreign organizations, check here ▶ ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ▶ ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (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)	60,821.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	3,264.	3,264.		STMT 1
4 Dividends and interest from securities	233,298.	233,298.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	946,525.			
b Gross sales price for all assets on line 6a	4,885,511.			
7 Capital gain net income (from Part IV, line 2)		946,525.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	1,243,908.	1,183,087.		
13 Compensation of officers, directors, trustees, etc.	97,541.	97,541.		
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 10	1,100.	NONE	NONE	1,100.
c Other professional fees (attach schedule) STMT 11	33,372.	33,372.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 12	8,739.	8,739.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 13	5,875.			5,875.
24 Total operating and administrative expenses. Add lines 13 through 23	146,627.	139,652.	NONE	6,975.
25 Contributions, gifts, grants paid	1,023,769.			1,023,769.
26 Total expenses and disbursements. Add lines 24 and 25	1,170,396.	139,652.	NONE	1,030,744.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	73,512.			
b Net investment income (if negative, enter -0-)		1,043,435.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1,874.	9,964.	9,964.
	2	Savings and temporary cash investments	161,983.	163,558.	163,558.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ STMT 14)	8,960,132.	8,996,825.	11,516,468.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,123,989.	9,170,347.	11,689,990.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	9,123,989.	9,170,347.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	9,123,989.	9,170,347.		
31	Total liabilities and net assets/fund balances (see instructions)	9,123,989.	9,170,347.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,123,989.
2	Enter amount from Part I, line 27a	2	73,512.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,197,501.
5	Decreases not included in line 2 (itemize) ▶ ACCRUED INCOME/LOSS ADJUSTMENT	5	27,154.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,170,347.

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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 4,885,511.		3,938,986.	946,525.
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			946,525.
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	946,525.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	963,240.	10,464,293.	0.092050
2011	842,849.	11,013,336.	0.076530
2010	1,869,248.	10,056,790.	0.185869
2009	1,494,038.	7,891,795.	0.189315
2008	731,081.	7,797,724.	0.093756

2 Total of line 1, column (d)	2	0.637520
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	0.127504
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	10,757,510.
5 Multiply line 4 by line 3	5	1,371,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,434.
7 Add lines 5 and 6	7	1,382,060.
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	1,030,744.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	20,869.
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	20,869.
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	20,869.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,924.	
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	9,924.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,946.	
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 ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ Trust Point Inc Telephone no. ▶ (608) 782-1148			
	Located at ▶ 230 FRONT STREET NORTH, LA CROSSE, WI ZIP+4 ▶ 54601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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?	☐ Yes ☒ No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? ☐ **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? ☐ Yes ☒ No **6b**
- 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 **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
Trust Point Inc 230 Front Street North, La Crosse, WI 54601	Trustee 1	47,541.	-0-	-0-
Dan Vicky Kunz N2151 Sunset Lane, La Crosse, WI 54601	Director/Trustee 1	50,000.	-0-	-0-
Steve Amy Zietlow N2448 Three Town Road, La Crosse, WI 54601	Director/Trustee 1	-0-	-0-	-0-
Scott Jill Zietlow 1301 7th Street SW, Rochester, MN 55902	Director/Trustee 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
NONE		NONE	NONE	NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,921,330.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	10,921,330.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,921,330.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,820.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,757,510.
6	Minimum investment return. Enter 5% of line 5	6	537,876.

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	537,876.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,869.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,869.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	517,007.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	517,007.
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	517,007.

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	1,030,744.
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	1,030,744.
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	1,030,744.

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				517,007.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
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	343,922.			
b From 2009	1,101,636.			
c From 2010	1,377,918.			
d From 2011	306,923.			
e From 2012	449,948.			
f Total of lines 3a through e	3,580,347.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>1,030,744.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				517,007.
e Remaining amount distributed out of corpus	513,737.			
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	4,094,084.			
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	343,922.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,750,162.			
10 Analysis of line 9:				
a Excess from 2009	1,101,636.			
b Excess from 2010	1,377,918.			
c Excess from 2011	306,923.			
d Excess from 2012	449,948.			
e Excess from 2013	513,737.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization.

(4) Gross investment income

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

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

DONALD AND LAVONNE ZIETLOW

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

NONE

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

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

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

SEE STATEMENT 27

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient 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 45				1,023,769.
Total			▶ 3a	1,023,769.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	3,264.		
4 Dividends and interest from securities			14	233,298.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	946,525.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				1,183,087.		
13 Total. Add line 12, columns (b), (d), and (e)				1,183,087.		

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

[illegible]

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

ANTIOCH FOUNDATION 1015002032

36-3779525

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

ANTIOCH FOUNDATION 1015002032

Employer identification number

36-3779525

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Scott & Jill Zietlow 1301 Seventh Street SW Rochester, MN 55902	\$ 60,094.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

36-3779525

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____1_____ 	1,267.816 SHS HARBOR CAPITAL APPRECIATION ----- ----- -----	\$ _____60,094.	___05/10/2013__
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS BANK C.D. 1.5% 01/20/2015	1,500.	1,500.
LA SALLE BANK C.D. VARIABLE RATE (CPI FL	1,764.	1,764.
TOTAL	3,264.	3,264.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AGL RESOURCES INC	1.	1.
AT&T INC	2,328.	2,328.
AGILENT TECHNOLOGIES INC	383.	383.
INVESCO CONVERTIBLE SECURITIES Y	9,992.	9,992.
AGRIUM INC	529.	529.
ALLERGAN INC	69.	69.
ALLIANZ SE ADR	973.	973.
ALLSTATE CORP	733.	733.
ALTRIA GROUP INC	227.	227.
AMERICAN CAPITAL AGENCY CORP	878.	878.
AMERICAN EQUITY INVESTMENT LIFE HOLDING	193.	193.
AMERICAN EXPRESS CO	686.	686.
AMERICAN INTERNATIONAL GROUP INC	84.	84.
AMERICAN TOWER CORP	136.	136.
AMERISOURCEBERGEN CORP	1,084.	1,084.
ANALOG DEVICES INC	371.	371.
ANHEUSER-BUSCH INBEV SA/NV SP ADR	857.	857.
ANIXTER INTERNATIONAL INC	2,105.	2,105.
APACHE CORP	376.	376.
APPLE INC	1,660.	1,660.
ASSOCIATED BANC CORP	167.	167.
ASTRAZENECA GROUP PLC SPONSORED ADR	1,086.	1,086.
BB&T CORP	691.	691.
BAE SYSTEMS PLC ADR	601.	601.
BT GROUP PLC ADR	844.	844.
BANK OF MONTREAL	1,016.	1,016.
BANK NEW YORK MELLON CORP	687.	687.
BANK OF NOVA SCOTIA	965.	965.
BAXTER INTERNATIONAL INC	1,179.	1,179.
BAYER AG SPONSORED ADR	729.	729.
BEAM INC	418.	418.
BIOMED REALTY TRUST	723.	723.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
BOOZ ALLEN HAMILTON HOLDING CORP	22.	22.
BORG WARNER AUTOMOTIVE INC	154.	154.
BRADY CORP	87.	87.
BRISTOL-MYERS SQUIBB CO	172.	172.
BUNZL PLC	222.	222.
CBS CORP NEW	280.	280.
CLECO CORP	438.	438.
CNOOC LTD SPONSORED ADR	919.	919.
CANADIAN NATL RAILWAY CO	978.	978.
CAPITAL ONE FINANCIAL CORP	24.	24.
CASS INFORMATION SYSTEMS INC	221.	221.
CATO CORP	58.	58.
CHEESECAKE FACTORY INC	288.	288.
CHEMED CORP	271.	271.
CHEVRONTXACO CORP	2,107.	2,107.
CHICAGO BRIDGE & IRON CO NV	110.	110.
CHICOS FAS INC	243.	243.
CHINA MOBILE LTD ADR	701.	701.
CHINA PETROLEUM & CHEMICAL CORP ADR	1,030.	1,030.
CISCO SYSTEMS INC	131.	131.
COCA COLA CO	849.	849.
COLGATE-PALMOLIVE CO	982.	982.
COLONY FINANCIAL INC	790.	790.
COMCAST CORP CLASS A (NEW)	651.	651.
COMMUNITY TRUST BANCORP INC	58.	58.
COMPANHIA ENERGETICA DE MINAS GERAIS	3,131.	3,131.
COMPANHIA PARANAENSE DE ENERGIA ADR	339.	339.
COMSTOCK RESOURCES INC	65.	65.
CONOCOPHILLIPS	1,425.	1,425.
COUSINS PROPERTIES INC	297.	297.
CUMMINS INC	713.	713.
DEERE & CO	756.	756.
DIAGEO PLC SPONSORED ADR	744.	744.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DISCOVER FINANCIAL SERVICES	85.	85.
DOMTAR CORP	262.	262.
DOVER CORP	825.	825.
DREIHAUS ACTIVE INCOME FUND	1,909.	1,909.
EMC CORP	345.	345.
EOG RESOURCES INC	39.	39.
EBIX INC	49.	49.
ELECTRO SCIENTIFIC INDUSTRIES INC	229.	229.
EMCOR GROUP INC	6.	6.
ENERGIZER HOLDINGS INC	81.	81.
ENERSIS SA	83.	83.
EXXON MOBIL CORP	1,077.	1,077.
FASTENAL CO	287.	287.
FEDERAL HOME LOAN BANK 5% 07/16/2013	6,639.	6,639.
FREDDIE MAC 3.125% 08/15/2025	773.	773.
FEDERAL HOME LOAN BANK 6.70% DUE 06/25/2	1,675.	1,675.
FEDERAL HOME LOAN BANK 5.375% 06/14/2013	1,682.	1,682.
FEDERAL HOME LOAN BANK 5% 03/14/2014	10,000.	10,000.
FANNIE MAE 1.25% 07/30/2027	1,875.	1,875.
FANNIE MAE STP CPN: .625 TO 1/2014; .75	25.	25.
FEDERATED ULTRASHORT BOND I	3,651.	3,651.
FIFTH THIRD BANCORP	197.	197.
FINANCIAL ENGINES INC	88.	88.
FIRST AMERICAN FINANCIAL CORP	167.	167.
FLUOR CORP	49.	49.
FORWARD AIR CORP	115.	115.
FREEPORT MCMORAN COPPER & GOLD CL B	3,116.	3,116.
GAMCO INVESTORS INC	140.	140.
GAZPROM OAO ADR	645.	645.
GENERAL ELECTRIC CO	2,626.	2,626.
GENTEX CORP	331.	331.
GLIMCHER REALTY TRUST	116.	116.
GOLDMAN SACHS GROUP INC	485.	485.

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STATEMENT 4

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HSBC HOLDINGS PLC SPONSORED ADR	1,178.	1,178.
HALLIBURTON CO	425.	425.
HANOVER INSURANCE GROUP INC	172.	172.
HATTERAS FINANCIAL CORP	436.	436.
HERSHA HOSPITALITY TRUST	212.	212.
HESS CORP	414.	414.
HIGHLAND LONG/SHORT EQUITY FUND CL Z	8,449.	8,449.
HITACHI LTD SPONSORED ADR	158.	158.
HOME DEPOT INC	337.	337.
HONEYWELL INTERNATIONAL INC	986.	986.
HUMANA INC	75.	75.
HYSTER-YALE MATERIALS HANDLING INC CLASS	222.	222.
ILLINOIS TOOL WORKS INC	192.	192.
INTEL CORP	1,455.	1,455.
INTERCONTINENTAL EXCHANGE G	107.	107.
INTERNATIONAL BUSINESS MACHINES CORP	437.	437.
ISHARES RUSSELL MID CAP ETF	12,852.	12,852.
IVY HIGH INCOME I	21,240.	21,240.
J P MORGAN CHASE & CO	1,425.	1,425.
JOHNSON & JOHNSON CO	971.	971.
KEYCORP NEW	95.	95.
KINGFISHER PLC ADR	828.	828.
KOHL'S CORP	504.	504.
KOPPERS HOLDINGS INC	280.	280.
KRAFT FOODS GROUP INC	443.	443.
KROGER CO	99.	99.
LAUDER ESTEE COS INC CLASS A	400.	400.
LENOVO COMPUTER GROUP LTD/CHINA	168.	168.
LOOMIS SAYLES GLOBAL BOND I	4,448.	4,448.
MACYS INC	55.	55.
MARATHON OIL CORP	107.	107.
MAXIMUS INC	151.	151.
MERCK & CO INC NEW	192.	192.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
METLIFE INC	69.	69.
MICROSOFT CORP	1,586.	1,586.
MID-AMERICA APARTMENT COMMUNITIES	123.	123.
MILLER HERMAN INC	296.	296.
MONDELEZ INTERNATIONAL INC	378.	378.
TAX-FREE OBLIGATIONS FUND	17.	17.
MONSANTO CO	583.	583.
MOSAIC CO NEW	293.	293.
MUELLER INDUSTRIES INC	99.	99.
NACCO INDUSTRIES INC	19.	19.
NATIONAL INSTRUMENTS CORP	514.	514.
NATIONAL-OILWELL INC	270.	270.
NETEASE.COM INC	337.	337.
NEXTERA ENERGY INC	1,374.	1,374.
NIPPON TELEGRAPH & TELEPHONE ADR	321.	321.
NOBLE ENERGY INC	148.	148.
NORTHROP GRUMMAN CORP	139.	139.
OCCIDENTAL PETROLEUM CORP	908.	908.
OIL CO LUKOIL SPONSORED ADR	1,141.	1,141.
OLD NATIONAL BANCORP	480.	480.
ONEOK INC	135.	135.
ORACLE CORP	276.	276.
OPPENHEIMER DEVELOPING MARKETS I	3,491.	3,491.
PIMCO TOTAL RETURN INSTL	6,378.	6,378.
PIMCO FOREIGN BOND INSTITUTIONAL	6,538.	6,538.
PIMCO REAL RETURN I	1,908.	1,908.
PPG INDUSTRIES INC	98.	98.
PAPA JOHN'S INT'L INC	73.	73.
PARKER HANNIFIN CORP	147.	147.
PEGASYSYSTEMS INC	22.	22.
PERRIGO CO	59.	59.
PFIZER INC	201.	201.
PHILLIP MORRIS INTL INC	970.	970.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PINNACLE WEST CAPITAL CORP	501.	501.
POLYONE CORP	75.	75.
PORTLAND GENERAL ELECTRIC CO	441.	441.
POWER INTEGRATIONS INC	91.	91.
PRAXAIR INC	912.	912.
PRECISION CASTPARTS CORP	21.	21.
PROCTER & GAMBLE CO	1,044.	1,044.
PROVIDENT FINANCIAL SERVICES	508.	508.
PRUDENTIAL CORP PLC ADR	960.	960.
PUBLIC SERVICE ENTERPRISE GROUP INC	1,450.	1,450.
QUALCOMM INC	801.	801.
QUEST DIAGNOSTICS INC	67.	67.
RADIAN GROUP INC	6.	6.
RELIANCE STEEL & ALUMINUM CO	253.	253.
REXAM PLC	454.	454.
RIO TINTO PLC SPONSORED ADR	352.	352.
RITCHIE BROS AUCTIONEERS INC	460.	460.
ROLLINS INC	639.	639.
ROPER INDUSTRIES INC	44.	44.
ROYAL DUTCH SHELL PLC SPONSORED ADR	787.	787.
SK TELECOM CO LTD SPONSORED ADR	94.	94.
SAFRAN S.A. ADR	249.	249.
SAN DISK CORP	224.	224.
SANDY SPRING BANCORP INC	256.	256.
SCHLUMBERGER LTD	601.	601.
SCHOLASTIC CORP	40.	40.
SCHWAB (CHARLES) CORP	338.	338.
SCRIPPS NETWORKS INTERACTIVE INC CLASS A	64.	64.
SPREADTRUM COMMUNICATIONS INC ADR	194.	194.
STATOIL ASA SPONSORED ADR	1,068.	1,068.
SUN COMMUNITIES INC	183.	183.
SUNCOR ENERGY INC NEW	290.	290.
SUNTRUST BANKS INC	30.	30.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SWATCH GROUP AG ADR	281.	281.
TJX COMPANIES INC	391.	391.
TAIWAN SEMICONDUCTOR MFG SPON ADR	775.	775.
TATA MOTORS LTD	81.	81.
TECHNE CORP	300.	300.
TELEFONICA BRASIL SA SP ADR	1,721.	1,721.
THOR INDUSTRIES INC	917.	917.
TIME WARNER CABLE INC	988.	988.
TORCHMARK CORP	64.	64.
TRAVELERS COS INC	1,013.	1,013.
U S BANCORP DEL	732.	732.
URS CORP	84.	84.
UNION PACIFIC CORP	95.	95.
UNITED OVERSEAS BANK ADR	761.	761.
UNITED PARCEL SERVICE	577.	577.
UNITED TECHNOLOGIES CORP	1,762.	1,762.
UNITED HEALTH GROUP INC	192.	192.
VF CORP	532.	532.
VALEO SA	871.	871.
VANGUARD CONVERTIBLE SEC	210.	210.
VECTREN CORP	514.	514.
VANGUARD LARGE CAP ETF	14,424.	14,424.
VERIZON COMMUNICATIONS INC	256.	256.
VISA INC	171.	171.
VOLKSWAGEN AG SPONSORED ADR	762.	762.
WM MORRISON SUPERMARKETS PLC ADR	206.	206.
WADDELL & REED FINANCIAL INC	140.	140.
WAL MART STORES INC	1,448.	1,448.
WEBSTER FINANCIAL CORP	267.	267.
WEINGARTEN REALTY INVESTORS	96.	96.
WEIS MARKETS INC	400.	400.
WELLS FARGO & CO	2,002.	2,002.
WERNER ENTERPRISES INC	33.	33.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WESBANCO INC	373.	373.
WHIRLPOOL CORP	84.	84.
ALTERRA CAPITAL HOLDINGS LTD	106.	106.
ENERGY XXI BERMUDA LTD	338.	338.
ACCENTURE PLC	343.	343.
HERBALIFE LTD	595.	595.
MAIDEN HOLDINGS LTD	132.	132.
NABORS INDUSTRIES LTD	36.	36.
SIGNET JEWELERS LTD	290.	290.
VALIDUS HOLDINGS LTD	2,112.	2,112.
ALLIED WORLD ASSURANCE HOLDINGS LTD	530.	530.
ASML HOLDING NV	337.	337.
COPA HOLDINGS SA CLASS A	330.	330.
AVAGO TECHNOLOGIES LTD	526.	526.
	-----	-----
TOTAL	233,298.	233,298.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-NOT SUBJE	33,372.	33,372.
	-----	-----
TOTALS	33,372.	33,372.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAX PAID	3,079.	3,079.
FEDERAL ESTIMATES - PRINCIPAL	5,103.	5,103.
FOREIGN TAXES ON QUALIFIED FOR	557.	557.
	-----	-----
TOTALS	8,739.	8,739.
	=====	=====

ANTIOCH FOUNDATION 1015002032

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER NON-ALLOCABLE EXPENSE -

5,875.

5,875.

TOTALS

5,875.

5,875.

ANTIOCH FOUNDATION 1015002032

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FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
DREIHAUS ACTIVE INCOME FUND	100,000.	95,057.
FEDERAL HOME LOAN BANK 5%		
FEDERAL HOME LOAN BANK 6.7%	24,826.	25,794.
FEDERAL HOME LOAN BANK 5.375%		
FEDERAL HOME LOAN BANK 5%	199,648.	201,906.
LA SALLE BANK C.D.	50,000.	50,130.
LOOMIS SAYLES GLOBAL BOND FUND	140,293.	139,168.
PIMCO TOTAL RETURN INSTL	213,293.	206,927.
PIMCO FOREIGN BOND INSTL	201,882.	206,190.
PIMCO REAL RETURN FUND	131,379.	131,317.
VANGUARD CONVERTIBLE SEC		
AGL RESOURCES INC		
AT&T INC	22,271.	32,734.
ABAXIS INC	11,866.	23,167.
AGRIUM INC	20,720.	21,498.
ALBEMARLE CORP		
ALLSTATE CORP	16,557.	39,978.
ALTRIA GROUP INC		
AMERICA MOVIL S.A.B. DE C.V.		
AMERICAN CAPITAL AGENCY CORP		
AMERICAN EXPRESS CO	57,952.	89,460.
AMERICAN TOWER CORP CLASS A		
AMERISOURCEBERGEN CORP	36,474.	98,082.
ANIXTER INTERNATIONAL INC	14,710.	37,823.
ANSYS INC		
APACHE CORP	38,283.	41,939.
APPLE INC	26,618.	89,763.
ASTRAZENECA GROUP PLC SPONS	15,531.	23,036.
ATHENAHEALTH INC	9,148.	26,093.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
AUTOLIV INC		
BAE SYSTEMS PLC ADR	11,178.	14,006.
BANK NEW YORK MELLON CORP	26,175.	41,369.
BAXTER INTERNATIONAL INC	33,668.	42,704.
BAYER AG SPONSORED ADR		
BEACON ROOFING SUPPLY INC	12,479.	31,056.
BEAM INC	13,863.	31,580.
BIO-REFERENCE LABORATORIES	8,354.	14,251.
BIOMED REALTY TRUST	8,298.	11,071.
BRADY CORP		
CNOOC LTD SPONSORED ADR	17,541.	23,458.
CABOT MICROELECTRONICS CORP	7,348.	13,527.
CANADIAN NATL RAILWAY CO	23,469.	67,512.
CAPITAL ONE FINANCIAL CORP		
CASS INFORMATION SYSTEMS INC	7,830.	20,070.
CEPHEID INC	8,114.	36,077.
CHEESECAKE FACTORY INC	6,203.	21,770.
CHEMED CORP	14,863.	27,277.
CHEVRON CORP	33,916.	62,455.
CHICAGO BRIDGE & IRON CO NV	12,579.	49,219.
CHICOS FAS INC	16,147.	19,066.
CHINA MOBILE LTD ADR	14,045.	16,367.
CHINA PETROLEUM & CHEMICAL	25,459.	24,651.
CLIFFS NAT RES INC		
COACH INC		
COCA COLA CO	23,093.	48,125.
COLGATE-PALMOLIVE CO		
COLONIAL PROPERTIES TRUST	11,186.	13,736.
COLONY FINANCIAL INC		

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
COMPANHIA ENERGETICA DE MINAS		
COMPANHIA PARANAENSE DE ENERGI		
CONCUR TECHNOLOGIES INC	5,542.	23,422.
CONOCOPHILLIPS	15,264.	32,428.
CONSTANT CONTACT INC		
COSTAR GROUP INC	6,939.	35,255.
COUSINS PROPERTIES INC	15,042.	17,953.
DEALERTRACK HOLDINGS INC	13,759.	40,868.
DEERE & CO	23,365.	34,705.
DELAWARE EMERGING MARKETS		
DIGI INTERNATIONAL INC	7,052.	11,756.
DOLLAR TREE INC	31,917.	48,578.
DOMTAR CORP		
DOVER CORP	16,112.	54,931.
EMC CORP	10,161.	23,088.
EBAY INC	55,260.	74,013.
EBIX INC	8,240.	6,502.
ECHO GLOBAL LOGISTICS INC	7,131.	10,933.
ENERSIS SA		
EXPEDIA INC NEW	14.	35.
EXXON MOBIL CORP	26,924.	37,444.
FARO TECHNOLOGIES INC		
FIFTH THIRD BANCORP	10,457.	30,571.
FINANCIAL ENGINES INC	4,984.	8,742.
FIRST AMERICAN FINANCIAL CORP		
FORRESTER RESEARCH INC	3,972.	10,363.
FORWARD AIR CORP		
FOSSIL INC		
FREEMPORT MCMORAN COPPER & GOLD	45,396.	52,270.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
GAZPROM OAO ADR	24,738.	15,108.
GENERAL ELECTRIC CO	35,910.	77,475.
GENTEX CORP	4,887.	19,821.
GOLDMAN SACHS GROUP INC	23,285.	35,452.
GOOGLE INC	22,530.	41,466.
GRAND CANYON EDUCATION INC	8,727.	19,184.
GROUP CGI INC CLASS A		
HALLIBURTON CO	27,177.	41,108.
HESS CORP	35,340.	49,136.
PYXIS LONG/SHORT EQUITY FUND		
HITACHI LTD SPONSORED ADR	17,806.	24,311.
HONEYWELL INTERNATIONAL INC	18,716.	53,634.
HUMANA INC		
ICU MEDICAL INC	5,445.	8,665.
IPC THE HOSPITALIST CO INC	5,912.	19,717.
INNERWORKINGS INC		
INTEL CORP	23,344.	41,969.
INT'L BUSINESS MACHINES CORP		
INTUITIVE SURGICAL INC		
ISHARES RUSSELL MID CAP ETF	793,585.	991,818.
JPMORGAN CHASE & CO	21,455.	54,094.
JOHNSON & JOHNSON CO	25,162.	34,346.
KINGFISHER PLC ADR	22,833.	37,592.
KOHL'S CORP	19,673.	20,430.
KRAFT FOODS INC		
LKQ CORP	2,964.	18,523.
LABORATORY CORP OF AMERICA	15,636.	23,117.
MACERICH CO	1.	1.
MARATHON OIL CORP		

ANTIOCH FOUNDATION 1015002032

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FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
MAXIMUS INC	6,715.	36,952.
MEAD JOHNSON NUTRITION CO		
MEDNAX INC	10,665.	26,797.
MERCK & CO INC NEW		
METLIFE INC		
MICROSOFT CORP	23,084.	32,247.
MILLER HERMAN INC	10,951.	19,218.
MITSUMI & CO LTD SPONSORED ADR		
MOBILE MINI INC	4,538.	14,001.
MUELLER INDUSTRIES INC	4,769.	12,539.
NACCO INDUSTRIES INC		
NATIONAL INSTRUMENTS CORP	12,991.	29,394.
NATIONAL-OILWELL INC		
NEOGEN CORP		
NEXTERA ENERGY INC	5,997.	29,477.
NIPPON TELEGRAPH & TELEPHONE	20,928.	36,132.
MUTUALHEDGE FRONTIER LEGENDS	18,919.	22,416.
OCCIDENTAL PETROLEUM CORP		
OLD NATIONAL BANCORP	38,164.	44,982.
ORACLE CORP	12,827.	18,459.
PAPA JOHN'S INT'L INC	26,749.	43,961.
PAREXEL INTERNATIONAL CORP	4,675.	6,628.
PARKER HANNAFIN CORP		
PEGASYS INC	10,748.	11,803.
PFIZER INC		
PHILLIP MORRIS INTL INC	10,176.	23,612.
PINNACLE WEST CAPITAL CORP	5,616.	9,208.
POLYONE CORP		
PORTFOLIO RECOVERY ASSOCIATES	5,813.	39,471.

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STATEMENT 18

ANTIOCH FOUNDATION 1015002032

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FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
POWER INTEGRATIONS INC	4,928.	15,853.
PRAXAIR INC	31,699.	49,411.
PROCTER & GAMBLE CO	25,752.	35,902.
PROVIDENT FINANCIAL SERVICES	10,992.	16,847.
PUBLIC SERVICE ENTERPRISE GRP	30,845.	32,264.
QUALCOMM INC	24,791.	45,738.
QUEST DIAGNOSTICS INC		
RELIANCE STEEL & ALUMINUM CO	6,160.	13,044.
RIO TINTO PLC SPONSORED ADR		
RITCHIE BROS AUCTIONEERS INC	17,660.	17,748.
ROLLINS INC	14,487.	43,012.
ROYAL DUTCH SHELL PLC SPONSOR	14,626.	15,751.
SAN DISK CORP	24,905.	35,129.
SCHLUMBERGER LTD	19,400.	43,343.
SEMTECH CORP	11,794.	20,957.
STATOIL ASA SPONSORED ADR	15,413.	22,513.
STRATASYS INC	1,645.	22,495.
SYKES ENTERPRISES INC	15,398.	17,601.
TJX COMPANIES INC	15,044.	45,312.
TECHNE CORP	12,944.	21,301.
TELEFONICA BRASIL SA SP ADR	18,569.	16,233.
THORATEC CORP		
TIME WARNER CABLE INC	21,563.	51,490.
TORCHMARK CORP		
TRIPADVISOR INC	14.	41.
US BANCORP DEL	10,685.	28,684.
ULTIMATE SOFTWARE GROUP INC	5,980.	49,797.
UNITED NATURAL FOODS INC	9,484.	36,187.
UNITED PARCEL SERVICE		

ANTIOCH FOUNDATION 1015002032

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FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	----
UNITED TECHNOLOGIES CORP		
VALEO SA	33,507.	82,164.
VARIAN MEDICAL SYSTEMS INC	25,270.	49,429.
VANGUARD LARGE CAP ETF		
VERIZON COMMUNICATIONS INC	768,842.	884,125.
VERINT SYSTEMS INC	2,715.	15,201.
VOLKSWAGEN AG SPONSORED ADR	24,662.	45,472.
WADDELL & REED FINANCIAL INC		
WAL MART STORES INC	39,194.	60,591.
WATSON PHARMACEUTICALS	5,441.	13,532.
WEBSTER FINANCIAL CORP	10,789.	17,502.
WEIS MARKETS INC	44,355.	69,916.
WELLS FARGO & CO		
WERNER ENTERPRISES INC	9,483.	15,296.
WESBANCO INC		
ALTERRA CAPITAL HOLDINGS LTD		
ACCENTURE PLC	10,145.	39,035.
HERBALIFE LTD		
NABORS INDUSTRIES LTD	10,763.	39,980.
SIGNET JEWELERS LIMITED	9,103.	27,864.
ALLIED WORLD ASSURANCE HOLDING	19,761.	28,122.
CHECK POINT SOFTWARE	9,025.	29,338.
AERCAP HOLDINGS NV		
ASML HOLDING NV	6,200.	9,248.
STEINER LEISURE LTD	22,238.	21,360.
FLEXTRONICS INTERNATIONAL LTD	525,000.	222,836.
JOHN HANCOCK LIFE INSURANCE	21,183.	31,569.
AGILENT TECHNOLOGIES INC	322,313.	372,344.
INVESCO CONVERTIBLE SECURITIES		

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ALLERGAN INC	31,813.	38,545.
ALLIANCE DATA SYSTEMS CORP		
ALLIANZ SE ADR	21,977.	29,547.
ANHEUSER-BUSCH INBEV SA/NV SP	20,789.	30,128.
ARM HOLDINGS PLC SPONSORED ADR		
ASSURANT INC		
BB&T CORP		
BT GROUP PLC ADR	21,825.	36,363.
BANK OF MONTREAL	21,591.	24,064.
BANK OF NOVA SCOTIA		
BED BATH & BEYOND INC		
BOOZ ALLEN HAMILTON HOLDING	19,593.	34,329.
BORG WARNER AUTOMOTIVE INC		
BRISTOL MYERS SQUIBB CO	21,100.	37,224.
CBS CORP NEW	8,946.	10,956.
CLECO CORP		
CYS INVESTMENTS INC		
CAMERON INTERNATIONAL CORP		
CATO CORP	7,212.	9,286.
CITRIX SYSTEMS INC	25,869.	27,134.
COMCAST CORP CLASS A	32,419.	45,262.
COMMUNITY TRUST BANCORP INC		
COMSTOCK RESOURCES INC		
CUMMINS INC	31,789.	44,687.
DIAGEO PLC SPONSORED ADR	21,476.	32,840.
DILLARDS INC CLASS A		
DISCOVER FINANCIAL SERVICES		
ELECTRO SCIENTIFIC INDUSTRIES		
ENERGIZER HOLDINGS INC	8,457.	7,479.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
ENGILITY HOLDINGS INC	14.	28.
EQUINIX INC		
EXPRESS SCRIPTS HLDG CO	30,679.	43,057.
FANNIE MAE 1.25%	150,000.	143,423.
FLUOR CORP		
FRESH MARKET INC		
GAMCO INVESTORS INC	8,414.	16,872.
GLIMCHER REALTY TRUST	8,994.	7,872.
GOLDMAN SACHS BANK C.D. 1.5%	100,400.	100,815.
GULFPORT ENERGY CORP		
HSBC HOLDINGS PLC SPONSORED	21,898.	27,069.
HANOVER INSURANCE GROUP INC		
HATTERAS FINANCIAL CORP		
HERSHA HOSPITALITY TRUST	9,692.	10,878.
HYSTER-YALE MATERIALS HANDLING	2,453.	13,788.
INTERMUNE INC		
IVY HIGH INCOME	255,717.	266,035.
KEYCORP NEW		
KOPPERS HOLDINGS INC	9,884.	12,810.
KROGER CO		
L-3 COMMUNICATIONS HOLDING		
LAS VEGAS SANDS CORP		
LAUDER ESTEE COS INC CLASS A	32,152.	40,748.
LUMINEX CORP		
MACYS INC		
MAXWELL TECHNOLOGIES INC		
MONDELEZ INTERNATIONAL INC	23,566.	35,830.
MONSANTO CO	30,408.	43,706.
MOSAIC CO NEW		

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
NETEASE.COM INC	20,270.	27,038.
NORTHROP GRUMMAN CORP		
O'REILLY AUTOMOTIVE INC NEW		
OIL CO LUKOIL SPONSORED ADR	23,642.	23,091.
ONEOK INC		
PPG INDUSTRIES INC		
PORTLAND GENERAL ELECTRIC CO	11,001.	12,231.
PRECISION CASTPARTS CORP	31,789.	46,858.
PRUDENTIAL CORP PLC ADR	23,432.	46,080.
QLOGIC CORP	9,786.	12,907.
REX ENERGY CORP	8,593.	13,147.
REXAM PLC	9.	13.
RIVERBED TECHNOLOGY INC		
ROPER INDUSTRIES INC		
RUE21 INC		
RYMAN HOSPITALITY PPTYS INC		
SPS COMMERCE INC	10,441.	25,206.
SANDY SPRING BANCORP INC	7,139.	11,276.
SCHOLASTIC CORP		
SCIQUEST INC		
SCRIPPS NETWORKS INTERACTIVE		
SKYWORKS SOLUTIONS INC		
SUN COMMUNITIES INC		
SUNTRUST BANKS INC	8,405.	8,954.
TAIWAN SEMICONDUCTOR MFG SPON	20,979.	26,962.
THOR INDUSTRIES INC	15,572.	31,868.
TRAVELERS COS INC	30,500.	46,809.
UNION PACIFIC CORP		
UNITED OVERSEAS BANK ADR	21,795.	23,114.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
VF CORP		
VECTREN CORP	10,660.	12,816.
VISA INC	32,875.	39,637.
WUXI PHARMATECH CAYMAN ADR	21,408.	53,310.
WEINGARTEN REALTY INVESTORS		
WHIRLPOOL CORP		
WHITING PETROLEUM CORP		
ENERGY XXI BERMUDA LTD	27,679.	19,835.
VALIDUS HOLDINGS LTD	21,909.	26,591.
NXP SEMICONDUCTORS NV		
BANCO LATINOAMERICANO DE EXP		
COPA HOLDINGS SA CLASS A		
AVAGO TECHNOLOGIES LTD	21,934.	36,185.
ACXIOM CORP	20,810.	31,622.
ADOBE SYSTEMS INC	16,596.	26,737.
AMERICAN EQUITY INV LIFE HLDG	16,226.	25,568.
AMERICAN INT'L GROUP INC	16,326.	28,279.
ANALOG DEVICES INC	16,320.	21,390.
ASSOCIATED BANC CORP	26,977.	27,757.
CELGENE CORP	16,867.	17,087.
CHIPOTLE MEXICAN GRILL	32,620.	46,635.
CISCO SYSTEMS INC	29,355.	43,155.
DISNEY WALT CO	20,312.	17,271.
EOG RESOURCES INC	26,788.	32,088.
EMCOR GROUP INC	35,423.	34,575.
FMC CORP	1,435.	1,528.
FACEBOOK INC	33,448.	35,391.
FREDDIE MAC 3.125%	34,878.	38,090.
FANNIE MAE STP CPN	49,875.	46,353.
	96,638.	96,635.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
FEDERATED ULTRASHORT BOND	258,452.	255,935.
HIGHLAND LONG/SHORT EQUITY	100,000.	116,234.
HOME DEPOT INC	32,914.	35,571.
ILLINOIS TOOL WORKS INC	34,838.	38,425.
INTERCONTINENTAL EXCHANGE	30,006.	36,887.
JGC CORP ADR	23,862.	25,746.
LENOVO COMPUTER GROUP LTD	23,055.	26,465.
MID-AMERICA APARTMENT COMM	10,790.	12,634.
NOBLE ENERGY INC	32,396.	36,030.
EQUINOX MUTUALHEDGE FUTURES	100,000.	87,242.
OPPENHEIMER DEVELOPING MARKETS	481,153.	517,667.
PDC ENERGY INC	424.	426.
PT BANK MANDIRI PERSERO ADR	22,442.	13,268.
RADIAN GROUP INC	16,566.	16,902.
ROCHE HOLDING LTD SPON ADR	22,174.	22,907.
ROLLS-ROYCE PLC ADR	22,605.	27,030.
SK TELECOM CO LTD SPON ADR	17,110.	23,389.
SAFRAN S.A. ADR	22,278.	31,459.
SBERBANK RUSSIA SP ADR	23,669.	22,561.
SCHWAB CHARLES CORP	32,770.	48,854.
SUNCOR ENERGY INC NEW	22,411.	26,603.
SWATCH GROUP AG ADR	22,627.	26,149.
TATA MOTORS LTD	15,819.	16,262.
UNITEDHEALTH GROUP INC	24,800.	25,753.
WM MORRISON SUPERMARKETS	16,621.	16,102.
ACTAVIS PLC	21,010.	28,466.
CREDICORP LTD	17,651.	17,786.
ICON PLC	16,275.	18,389.
MAIDEN HOLDINGS LTD	16,078.	16,034.

ANTIOCH FOUNDATION 1015002032

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
PERRIGO CO LTD	17,182.	25,321.
	-----	-----
TOTALS	8,996,825.	11,516,468.
	=====	=====

ANTIOCH FOUNDATION 1015002032
FORM 990PF, PART XV - LINES 2a - 2d
=====

36-3779525

RECIPIENT NAME:

Darwin Isaacson

ADDRESS:

230 Front Street North

La Crosse, WI 54601

RECIPIENT'S PHONE NUMBER: 608-782-1148

FORM, INFORMATION AND MATERIALS:

No prescribed form

SUBMISSION DEADLINES:

None

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

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

=====

RECIPIENT NAME:

Manitowoc County Domestic Violence
Center

ADDRESS:

300 EAST REED AVENUE
Manitowoc, WI 54220

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUILDING PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Alzheimer's Association Greater
Wisconsin Chaper

ADDRESS:

2900 CURRY LANE SUITE A
Green Bay, WI 54311

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING AND PROGRAM EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Luther High School

ADDRESS:

1501 WILSON STREET
Onalaska, WI 54650

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF BANNER, FUNDRAISER EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

=====

RECIPIENT NAME:

Reformation Evangelical Lutheran
Church

ADDRESS:

4670 MT ABERNATHY AVENUE
San Diego, CA 92117-3313

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VACATION BIBLE SCHOOL PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

Wisconsin Lutheran High School

ADDRESS:

330 NORTH GLENVIEW AVENUE
Milwaukee, WI 53213-3379

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GIFTED FOR PRAISE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

Resurrection Evangelical Lutheran
Church

ADDRESS:

4520 19TH AVE NW
Rochester, MN 55901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHURCH AND SCHOOL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 110,069.

=====

RECIPIENT NAME:

First Evangelical Lutheran Church

ADDRESS:

410 WEST AVENUE SOUTH

La Crosse, WI 54601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HUMANITARIAN AID TO FAMILIES IN NEED

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

First Evangelical Lutheran Church

ADDRESS:

414 MAIN STREET

La Crescent, MN 55947

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RENOVATION AND REMODELING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Wisconsin Evangelical Lutheran

Synod

ADDRESS:

N16W23377 STONE RIDGE DRIVE

Waukesha, WI 53188-1108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMITTEE ON CHRISTIAN AID AND RELIEF, WASH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 57,700.

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

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RECIPIENT NAME:

Water of Life Lutheran Church

ADDRESS:

5430 SOUTH GRAND CANYON DRIVE

Las Vegas, NV 89148

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EARLY CHILDHOOD MINISTRY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Northland Lutheran High School

ADDRESS:

2107 TOWER ROAD

Mosinee, WI 54455

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESTRUCTURING FOR LONG-TERM FINANCIAL HEALTH

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:

Christ Our King Lutheran Church

ADDRESS:

1104 WEST MAIN STREET

Lewiston, MT 59457

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHAPEL PROJECT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 17,000.

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RECIPIENT NAME:

Rawhide Inc

ADDRESS:

E7475 RAWHIDE ROAD

New London, WI 54961

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSESSMENT AND STABILIZATION PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

The Lutheran Home Association

ADDRESS:

611 WEST MAIN STREET

Belle Plaine, MN 56011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

JESUS CARES MINISTRIES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Friends of China

ADDRESS:

14833 57TH STREET NORTH

Stillwater, MN 55082

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXECUTIVE DIRECTOR

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

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

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RECIPIENT NAME:

Immanuel Evangelical Lutheran
Church

ADDRESS:

615 WASHINGTON WAY
Sault Ste Marie, MI 49783

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PLAYGROUND EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

St Paul Evangelical Lutheran Church

ADDRESS:

514 SOUTH CLAY STREET
Green Bay, WI 54301

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SPORTS CAMP

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Christ Our Rock Lutheran Church

ADDRESS:

3040 STONEHEDGE DRIVE NE
Rochester, MN 55906

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PRECIOUS PEBBLES PRESCHOOL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

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RECIPIENT NAME:

Risen Savior Lutheran School

ADDRESS:

2112 ROLLING GREEN LANE

North Mankato, MN 56003

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FURNISHINGS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Mt Lebanon Lutheran School

ADDRESS:

6100 WEST HAMPTON AVENUE

Milwaukee, WI 53218

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NEW TECHNOLOGY IN CLASSROOMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Wisconsin Lutheran Institutional
Ministries

ADDRESS:

2949 NORTH MAYFAIR ROAD SUITE 105

Milwaukee, WI 53222

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATIONAL EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

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

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RECIPIENT NAME:

Northdale Lutheran Church and
School

ADDRESS:

15709 MAPLEDALE BOULEVARD
Tampa, FL 33624

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EXPANSION OF SCHOOL MINISTRY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WELS Physical Education Conference

ADDRESS:

3399 DIVISION ROAD
Jackson, WI 53037

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PHYSICAL EDUCATION CONFERENCE FOR TEACHERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Make-A-Wish Foundation

ADDRESS:

13195 WEST HAMPTON AVENUE
Butler, WI 53007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FUND THE WISH OF A CHILD

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

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

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RECIPIENT NAME:

Atonement Evangelical Lutheran
Church

ADDRESS:

4412 LEGACY DRIVE
Plano, TX 75024

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RADIO MINISTRY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

La Crosse Area Hmong Ministry

ADDRESS:

410 WEST AVENUE SOUTH
La Crosse, WI 54601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

BUDGETARY SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Risen Savior Lutheran Church

ADDRESS:

1755 QUACCO ROAD
Pooler, GA 31322

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

START-UP COSTS ASSOCIATED WITH ACADEMY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

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

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RECIPIENT NAME:

St Peter's Evangelical Lutheran
Church

ADDRESS:

55 STANLEY DRIVE

St Albert, Alberta CANADA T8N 0J6

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

REMODELING CHURCH BUILDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

Winnebago Lutheran Academy

ADDRESS:

475 EAST MERRILL AVENUE

Fond du Lac, WI 54935

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FUNDRAISING GALA

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Divine Savior Lutheran Church

ADDRESS:

102 NORTHRIDGE DRIVE

Shawano, WI 54166

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

VIDEO PRODUCTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

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RECIPIENT NAME:

Rocky Mountain Lutheran High School

ADDRESS:

12474 ALBION STREET

Thornton, CO 80241

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH TECHNOLOGY BASE FOR CLASSROOMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Trinity Evangelical Lutheran Church

ADDRESS:

801 DYER STREET

Mountain Home, AR 72653

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

REMODEL OF CHURCH BUILDING

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:

ELS BWO

ADDRESS:

6 BROWNS COURT

Mankato, MN 56001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

YOUTH FORUM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

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RECIPIENT NAME:

Ecolibium3

ADDRESS:

2304 WEST SUPERIOR STREET

Duluth, MN 55806

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP FLOOD VICTIMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WELS Conference of Staff Ministers

ADDRESS:

4845 SOUTH RACINE AVENUE

New Berlin, WI 53146

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL CONFERENCE FOR STAFF MINISTERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Abiding Grace Lutheran Church

ADDRESS:

5500 HIGHWAY 212

Covington, GA 30016

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

START-UP COSTS FOR PRESCHOOL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

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

RECIPIENT NAME:

WLC Leadership Conference

ADDRESS:

8800 WEST BLUEMOUND ROAD

Milwaukee, WI 53226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HELP HOST CONFERENCE FOR CHURCH LEADERS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 7,500.

RECIPIENT NAME:

Valley Evangelical Lutheran Church

ADDRESS:

567 LONG DRIVE

Sheridan, WY 82801

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RENTAL SPACE FOR WORSHIP SERVICES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:

Saviour of the Nations Lutheran
Church

ADDRESS:

1728 DUNCAN DRIVE

Delta, British Columbia CANADA V4L 1S2

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PASTORAL ASSISTANT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

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RECIPIENT NAME:

Redeemer Evangelical Lutheran
Church

ADDRESS:

504 DUGGER STREET
Edna, TX 77957

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HISPANIC OUTREACH EFFORTS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Peace Lutheran Church

ADDRESS:

2205 ARCADIA ROAD
Holiday, FL 34690

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EARLY CHILDHOOD MINISTRY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Christ Evangelical Lutheran Church

ADDRESS:

201 NORTH 3RD STREET
Eagle River, WI 54521

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ASSIST IN ESTABLISHMENT OF LUTHERAN SCHOOL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

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

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RECIPIENT NAME:

Free Spirit Riders Inc

ADDRESS:

PO BOX 1291

Fond du Lac, WI 54936-1291

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

REMODELING FOR SPECIAL NEEDS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

Foundation Christian Academy

ADDRESS:

2066 LAWRENCE DRIVE

DePere, WI 54115

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH FOUNDATION CHRISTIAN ACADEMY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

Crown of Life Lutheran Church

ADDRESS:

145 SOUTH ABARR DRIVE

Pueblo West, CO 81007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ESTABLISH STAFF MINISTER POSITION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

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

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RECIPIENT NAME:

3 Hopeful Hearts

ADDRESS:

1749 DEWEESE STREET

Fort Collins, CO 80526

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OPERATING EXPENSES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Resurrection Evangelical Lutheran
Church

ADDRESS:

6705 WESNER ROAD

Verona, WI 53593

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH WORK

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

Lutheran Women's Mission Society

ADDRESS:

11200 WEST GREENFIELD AVENUE

West Allis, WI 53214

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

KIDS CARE MISSION BANKS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 26,000.

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

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RECIPIENT NAME:

Nzeru Foundation

ADDRESS:

PO BOX 338108

Greeley, CO 80633

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOOL CONSTRUCTION IN MALAWI

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

Shoreland Lutheran High School

ADDRESS:

PO BOX 295

Somers, WI 53171

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOSTING FUNDRAISER

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

Bethany Lutheran College

ADDRESS:

700 LUTHER DRIVE

Mankato, MN 56001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

STONE PATH STUDIOS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 40,000.

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RECIPIENT NAME:

Lambs of Grace Child Development
Center

ADDRESS:

7000 PROVIDENCE ROAD
Charlotte, NC 28226

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EARLY CHILDHOOD PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

Tiny Tim and Friends

ADDRESS:

PLOT 129 NCHONCHO ROAD
Villa Elizabeth, Lusaka ZAMBIA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MOBILE CHILDREN'S HIV PREVENTION PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

TOTAL GRANTS PAID:

1,023,769.

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