

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

1996

Department of the Treasury Internal Revenue Service

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

For calendar year 1996, or tax year beginning 12/ 1 , 1996, and ending 11/30 , 19 97

Use the IRS label. Name of organization: ANDREAS FOUNDATION. Employer identification number: 41-6017057. State registration number: (see instruction F). City or town, state, and ZIP code: MANKATO, MN 56002-3584.

H Check type of organization: [X] 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) \$ 64,644,468. J Accounting method: [] Cash [X] Accrual. [] Other (specify)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26). Total revenue: 1,419,169. Total expenses: 12,350,706. Excess of revenue over expenses: <10,931,537.>

LHA For Paperwork Reduction Act Notice, see page 1 of the instructions. Form 990-PF (1996)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	23,812.	36,630.	36,630.
	2 Savings and temporary cash investments	1,328,814.	171,186.	171,186.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	13,894,021.	12,127,805.	64,408,771.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	25,001.	25,000.	25,000.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation			
	15 Other assets (describe STATEMENT 10)	0.	2,881.	2,881.
16 Total assets (to be completed by all filers)	15,271,648.	12,363,502.	64,644,468.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Liabilities	21 Mortgages and other notes payable			
	22 Other liabilities (describe EXCISE TAX PAYABLE)	2,173.	0.	
	23 Total liabilities (add lines 17 through 22)	2,173.	0.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,582,314.	1,582,314.	
29 Retained earnings, accumulated income, endowment, or other funds	13,687,161.	10,781,188.		
30 Total net assets or fund balances	15,269,475.	12,363,502.		
31 Total liabilities and net assets/fund balances	15,271,648.	12,363,502.		

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	15,269,475.
2 Enter amount from Part I, line 27a	2	<10,931,537.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 7	3	8,025,564.
4 Add lines 1, 2, and 3	4	12,363,502.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,363,502.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	SEE ATTACHED STATEMENT		
c			
d			
e			

(e) Gross sales price minus expense of sale	(f) Depreciation allowed (or allowable)	(g) Cost or other basis	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	2,507,901.	1,760,741.	747,160.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			747,160.

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	747,160.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	0.

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
1995	4,025,149.	22,810,441.	.1764608
1994	4,944,229.	13,454,458.	.3674789
1993	2,476,264.	8,409,522.	.2944595
1992	4,339,188.	8,108,577.	.5351356
1991	3,154,068.	3,490,919.	.9035065

2 Total of line 1, column (d)	2	2.2770413
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	.4554083
4 Enter the net value of noncharitable-use assets for 1996 from Part X, line 5	4	73,284,745.
5 Multiply line 4 by line 3	5	33,374,481.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,109.
7 Add lines 5 and 6	7	33,388,590.
8 Enter qualifying distributions from Part XII, line 4	8	12,314,622.

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 on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Line 1: 28,219. Line 2: 0. Line 3: 29,219. Line 4: 0. Line 5: 28,219. Line 6a: 31,100. Line 7: 31,100. Line 8: 0. Line 9: 0. Line 10: 2,881. Line 11: 2,881.

Part VII Statements Regarding Activities

Table with 11 rows for activity statements. Questions 1-11 regarding political campaigns, expenditures, and organizational changes. Includes 'Yes/No' columns and specific amounts like '0.' and 'N/A'.

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.

Table with columns for question descriptions, Yes/No checkboxes, and a summary table with Yes/No columns. Rows include sections on self-dealing, taxes on failure to distribute income, taxes on excess business holdings, taxes on investments that jeopardize charitable purposes, and taxes on taxable expenditures.

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

Total number of others receiving over \$50,000 for professional services 0

Part VIII 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

Describe any program-related investments made by the foundation during the tax year.	Amount
1 NONE	
2	
3	

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	74,006,211.
b Average of monthly cash balances	1b	394,545.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	74,400,756.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Line 1d minus line 2	3	74,400,756.
4 Cash deemed to be for charitable activities - Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,116,011.
5 Net value of noncharitable-use assets - Line 3 minus line 4. (Enter in Part V, line 4.)	5	73,284,745.
6 Minimum investment return. (Enter 5% of line 5.)	6	3,664,237.

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	3,664,237.
2a Tax on investment income for 1996 from Part VI, line 5	2a	28,219.
2b Income tax for 1996. (This does not include the tax from Part VI.)	2b	
c Line 2a plus line 2b	2c	28,219.
3 Distributable amount before adjustments (line 1 minus line 2c)	3	3,636,018.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
4b Income distributions from section 4947(a)(2) trusts	4b	0.
c Line 4a plus line 4b	4c	0.
5 Line 3 plus line 4c	5	3,636,018.
6 Deduction from distributable amount	6	0.
7 Distributable amount as adjusted (line 5 minus line 6). (Also enter in Part XIII, line 1.)	7	3,636,018.

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	12,314,622.
b Program-related investments - total of lines 1-3 of Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions (add lines 1a through 3b). (Enter in Part V, line 8, and Part XIII, line 4.)	4	12,314,622.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income - enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions (line 4 minus line 5)	6	12,314,622.

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 1995	(c) 1995	(d) 1996
1 Distributable amount for 1996 from Part XI, line 7				3,636,018.
2 Undistributed income, if any, as of the end of 1995:				
a Enter amount for 1995 only			0.	
b Total for prior years: 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 1996:				
a From 1991	2,995,856.			
b From 1992	4,029,761.			
c From 1993	2,164,141.			
d From 1994	4,275,162.			
e From 1995	2,889,900.			
f Total of lines 3a through e	16,354,820.			
4 Qualifying distributions for 1996 from Part XII, line 4: ▶ \$ 12,314,622.				
a Applied to 1995, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	460,000.			
d Applied to 1996 distributable amount				3,636,018.
e Remaining amount distributed out of corpus	8,218,604.			
f Excess distributions carryover applied to 1996 (if an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
5 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5f	25,033,424.			
b Prior years' undistributed income (line 2b minus line 4b)		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 1995 (line 2a minus line 4a). Taxable amount - see instr.			0.	
f Undistributed income for 1996 (line 1 minus lines 4d and 5). This amount must be distributed in 1997				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	460,000.			
8 Excess distributions carryover from 1991 not applied on line 5 or line 7	2,535,856.			
9 Excess distributions carryover to 1997 (line 6a minus lines 7 and 8)	22,037,568.			
10 Analysis of line 9:				
a Excess from 1992	4,029,761.			
b Excess from 1993	2,164,141.			
c Excess from 1994	4,275,162.			
d Excess from 1995	2,889,900.			
e Excess from 1996	8,678,604.			

Part XIV Private Operating Foundations (see Instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 1996, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(i)(3) or 4942(i)(5)

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

	Tax year	Prior 3 years			(e) Total
	(a) 1996	(b) 1995	(c) 1994	(d) 1993	
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 (line 2c minus line 2d)					
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(i)(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(i)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplemental Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year)

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part VII 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
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE</p>	<p>SCHEDULED IF ANY</p>	<p>NONE</p>	<p>TO AID THE ORG. IN CARRYING OUT THEIR EXEMPT FUNCTIONS</p>	<p>12314622.</p>
<p>Total</p>				<p>▶ 3a 12314622.</p>
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

(1) Cash 1a(1) Yes No

(2) Other assets a(2) Yes No

b Other Transactions:

(1) Sales of assets to a noncharitable exempt organization b(1) Yes No

(2) Purchases of assets from a noncharitable exempt organization b(2) Yes No

(3) Rental of facilities or equipment c(3) Yes No

(4) Reimbursement arrangements b(4) Yes No

(5) Loans or loan guarantees b(5) Yes No

(6) Performance of services or membership or fundraising solicitations b(6) Yes No

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees c Yes No

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Part VIII Public Inspection

1 Enter the date the notice of availability of the annual return appeared in a newspaper ▶ 12/22/97

2 Enter the name of the newspaper ▶ FREE PRESS

3 Check here to indicate that you have attached a copy of the newspaper notice required by the instructions. (If the notice is not attached, the return will be considered incomplete.)

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

Please Sign Here

Signature of officer or trustee 12/24/97 PRESIDENT
Date Title

Preparer's signature 12/23/97 Check if self-employed Preparer's social security no.

Firm's name (or yours if self-employed) and address EIN ▶
DEAN WUEBKER
PO BOX 3584
MANKATO MN ZIP code ▶ 56002-3584

AFFIDAVIT OF PUBLICATION

State of Minnesota, ss.
County of Blue Earth

E. Joe Vanderhoof, being duly sworn, on oath says that she is the publisher or authorized agent and employee of the publisher of the newspaper known as The Mankato Free Press, and has full knowledge of the facts which are stated below:

December 22, 1997
NOTICE
The annual report, Internal Revenue Service form 990BPF of the Andreas Foundation will be available at: Andreas Office, Mankato, MN, for inspection by any citizen who request this within 180 days from the date of this notice during normal business hours. Principle Manager is Lowell Andreas.

(A) The newspaper has complied with all of the requirements constituting qualification as a legal newspaper, as provided by Minnesota Statute 331.02, 331.06, and other applicable laws, as amended.

(B) The printed NOTICE

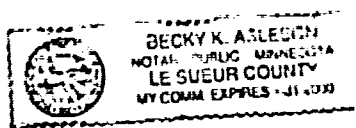
which is attached was cut from the columns of said newspaper, and was printed and published once each week, for 1 successive weeks; it was first published on Monday, the 22nd day of December, 1997, and was thereafter printed and published on every _____ to and including _____, the _____ day of _____, 19_____; and printed below is a copy of the lower case alphabet from A to Z, both inclusive, which is hereby acknowledged as being the size and kind of type used in the composition and publication of the notice:

abcdefghijklmnopqrstuvwxyz

By: E. Joe Vanderhoof
Publisher

Subscribed and sworn to before me on this 22nd day of DECEMBER, 1997.

Becky K. Robinson
Notary Public



Poor Quality
Copy

FORM 990-PF NONCASH CONTRIBUTIONS OF \$5000 OR MORE INCLUDED ON PART I, LINE 1 STATEMENT 1

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS		
D.O. ANDREAS	MIAMI, FL		
PROPERTY DESCRIPTION	DATE OF GIFT	FAIR MARKET VALUE	AMOUNT OF GIFT
15,500 SHARES ARCHER DANIELS MIDLAND COMMON STOCK	05/28/97	309,031.	238.

CONTRIBUTOR'S NAME	CONTRIBUTOR'S ADDRESS		
L. W. ANDREAS	NAPLES, FL		
PROPERTY DESCRIPTION	DATE OF GIFT	FAIR MARKET VALUE	AMOUNT OF GIFT
6,977 SHARES ARCHER DANIELS MIDLAND COMMON STOCK	12/17/96	150,096.	126.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
NATIONAL CITY BANK	25,389.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,389.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ARCHER DANIELS MIDLAND CO	580,116.	0.	580,116.
BURLINGTON RESOURCES	41,030.	0.	41,030.
IMPERIAL HOLLY	22,569.	0.	22,569.
NATIONAL CITY BANK	1,223.	0.	1,223.
STATE OF ISRAEL BOND	1,318.	0.	1,318.
TOTAL TO FM 990-PF, PART I, LN 4	646,256.	0.	646,256.



**OGDEN SERVICE
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FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	585.	585.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	585.	585.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	7,280.	7,280.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	7,280.	7,280.	0.	0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	28,219.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	28,219.	0.	0.	0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
APPRECIATION ON INVESTMENTS CONTRIBUTED TO 501(C)3 ORGANIZATIONS	8,025,564.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,025,564.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ARCHER DANIELS MIDLAND	6,369,441.	57,342,349.	
BURLINGTON RESOURCES	2,555,428.	2,999,300.	
IMPERIAL HOLLY CORPORATION	3,202,936.	4,067,122.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,127,805.	64,408,771.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STATE OF ISRAEL BOND	25,000.	25,000.	
TOTAL TO FORM 990-PF, PART II, LINE 13	25,000.	25,000.	

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EXCISE TAX RECEIVABLE	2,881.	2,881.	
TOTAL TO FORM 990-PF, PART II, LINE 15	2,881.	2,881.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
LOWELL ANDREAS % ADM MANKATO MN 56001	PRS/TRS/TRSTE MINIMAL	0.	0. 0.
MICHAEL ANDREAS % ADM MANKATO MN 56001	VP/SEC/TRUSTE MINIMAL	0.	0. 0.
SANDRA MCMURTRIE % ADM MANKATO MN 56001	TRUSTEE MINIMAL	0.	0. 0.
D. INEZ ANDREAS % ADM MANKATO MN 56001	TRUSTEE MINIMAL	0.	0. 0.
TERRY ANDREAS % ADM MANKATO MN 56001	TRUSTEE MINIMAL	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

LOWELL ANDREAS
MICHAEL ANDREAS

ANDREAS FOUNDATION

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, 500 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	16542 UNITS LONE STAR WARRANTS	D	VARIOUS	06/06/97
b	29000 SHS ARCHER DANIELS MIDLAND	P	12/21/94	05/07/97
c	29000 SHS ARCHER DANIELS MIDLAND	P	12/21/94	07/07/97
d	17000 SHS ARCHER DANIELS MIDLAND	P	12/21/94	09/23/97
e	8000 SHS ARCHER DANIELS MIDLAND	P	12/21/94	10/09/97
f	FRACTIONAL SHS ARCHER DANIELS MIDLAND	D	11/10/69	09/18/97
g	4200 SHS BURLINGTON RESOURCES	D	VARIOUS	10/31/97
h	3000 SHS BURLINGTON RESOURCES	D	VARIOUS	11/26/97
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price minus expense of sale	(f) Depreciation allowed (or allowable)	(g) Cost or other basis	(h) Gain or (loss) (e) plus (f) minus (g)
a	369,435.	0.	1.	369,434.
b	522,348.	0.	527,394.	<5,046.>
c	679,737.	0.	527,394.	152,343.
d	398,467.	0.	294,440.	104,027.
e	191,514.	0.	132,560.	52,954.
f	6.	0.		6.
g	204,386.	0.	159,222.	45,164.
h	142,008.	0.	113,730.	28,278.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			369,434.
b			<5,046.>
c			152,343.
d			104,027.
e			52,954.
f			6.
g			45,164.
h			28,278.
i			
j			
k			
l			
m			
n			
o			

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	747,160.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	0.

THE ANDREAS FOUNDATION

41-6017057

Mankato, Minnesota

11-30-97

ELECTION UNDER REGULATIONS SECTION 53.4942 (a)-3(c)(2)(iv)

The Andreas Foundation hereby elects to treat as a current distribution out of corpus \$460,000. The distribution was treated under paragraph (d)(1)(iii) of section 53.4942 (a)-3(c)(2)(iv) as a distribution out of corpus in the tax year ending November 30, 1992.

By



Foundation Manager

Date

12/24/97

THE ANDREAS FOUNDATION

November 30, 1997

#41-6017057

Form 990-PF Part XV Line 3(a)

<u>RECIPIENT</u>	<u>CITY</u>	<u>STATE</u>	<u>AMOUNT</u>
Alzheimer' Disease Research	Rockville	MD	500
American Red Cross	Washington	DC	75,000
Anchor Mental Health	Washington	DC	2,500
Anti-Defamation League Foundation	New York	NY	750,138
Archdiocese Of Washington	Waldorf	MD	50,000
Barry University	Miami Shores	FL	4,500,011
Boston University	Boston	MA	25,000
Boys And Girls Club Of Decatur	Decatur	IL	1,500
Boys Clubs Of America	New York	NY	50,000
Carmelites Of Port Tobacco	Waldorf	MD	5,000
Catholic Charities	Washington	DC	1,750
Catholic Distance University	Paeonian Springs	VA	27,000
Cedars Medical Center Foundation	Miami	FL	50,000
Central Park Conservancy	New York	NY	125,000
Centro Tepeyac	Washington	DC	5,000
Children's Museum Of Illinois	Decatur	IL	1,000
Christ House	Washington	DC	1,000
City Of Lisbon	Lisbon	IA	6,575
Coalition For The Homeless	Wasington	DC	25,000
Community Partnership For Homeless Inc	Miami	FL	1,500,008
Covenant House	New York	NY	25,000
Day School	New York	NY	10,000
Decatur Lutheran School Association	Decatur	IL	100,000
Decatur Memorial Hospital	Decatur	IL	5000
Decatur Park Foundation	Decatur	IL	4000
Decatur Senior Women's Golf Tournament	Decatur	IL	300
Diocese of Arlington	Arlington	VA	10,000
Diocese Of Charlotte	Charlotte	NC	5,000
District 61 - Johns Hill Music Boosters	Decatur	IL	2,000
Farm Safety 4 Just Kids	Farham	IA	10,000
First Christian Church	Decatur	IL	25,200
Forum For International Policy	Washington	DC	25,000
Foundation For Biomedical Research	Washington	DC	10,000
Global Kids	New York	NY	5,000
Growing Strong Sexual Assault Center	Decatur	ILL	10,000
Heights School	Pctomac	MD	2500
Hole In The Wall Gang Fund	New Haven	CT	250
Holy Family Catholic School	Decatur	IL	201,100
Holy Family Parish Church	Decatur	IL	250
Horatio Alger Association Of Dist. Americans	Alexandria	VA	10,000
Illinois Conference Of NAACP Branches	Decatur	IL	1,000
Ivymount School	Rockville	MD	7,500
Jazz At Lincoln Center	New York	NY	5,000
Jesse Helms Center	Wingate	NC	25,000
Kennedy Center	Washington	DC	2,315
Knights Of Malta	Washington	DC	4,000
Landmark West	New York	NY	5000

THE ANDREAS FOUNDATION

November 30, 1997

#41-6017057

Form 990-PF Part XV Line 3(a)

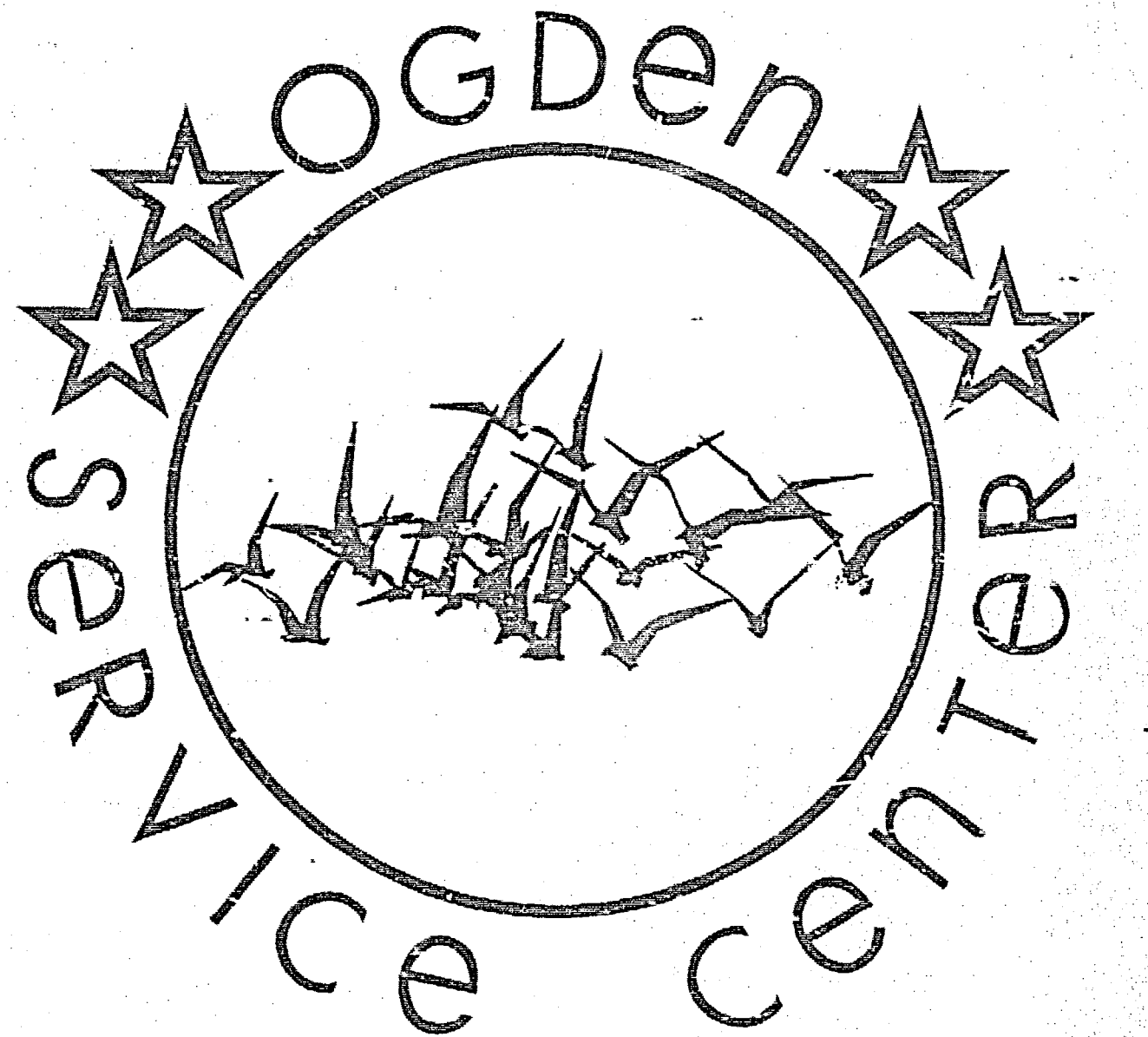
<u>RECIPIENT</u>	<u>CITY</u>	<u>STATE</u>	<u>AMOUNT</u>
Marantha Assembly Of God	Decatur	IL	100
Mater Dei School	Bethesda	MD	40,000
Memorial Sloan-Kettering Cancer Center	New York	NY	25,000
Mercy Hospital Of Pittsburgh	Pittsburgh	PA	25,000
Missionaries Of Charity	Bronx	NY	380000
Mount St Mary's Seminary	Emmitsburg	MD	8000
Moweaqua Masonic Lodge	Moweaqua	IL	1,500
Mt Zion Intermediate School	Mt Zion	IL	425
Nelson Rockefeller Center For Art	New York	NY	100,000
North Iowa Girl Scout Council	Mason City	IA	5,000
North Valley Health Center	Warren	MN	2,500
Oberlin College Enviromental Studies	Oberlin	OH	50,000
Our Lady Of Mercy Catholic Church	Potomac	MD	25,000
Pana Jr High School	Pana	IL	1,000
Partners In Education	Decatur	IL	500
Pony Of The Americas	Indianapolis	IN	950
Potomac Community Resources	Washington	DC	20,000
Preservation Fund	New York	NY	2,031,250
Providence Health Foundation	Washington	DC	2,500
Rail Charity Golf Classic	Springfield	IL	1,050
Richard Nixon Library & Birthplace	Yorba Linda	CA	100000
Robert T Jones Jr Memorial Scholar. Foundation	West Palm Beach	FL	500
Rosenfeld Heart Foundation	New York	NY	50,000
Russian Farm Community Project	Minneapolis	MN	35,000
Russian Orthodox Church Of North America	Syosset	NY	500,000
School For Field Studies	Beverly	MA	500000
Shemamo Girl Scout Council	Decatur	IL	500
Shepherd Foundation	Rockville	MD	30,000
So Others May Eat	Washington	D. C.	5,000
South Bronx Education Foundation	New Rochelle	NY	10000
St James Catholic Church	Decatur	IL	500
St Mary's Hospital	Decatur	IL	5,000
St Peter & Paul Historical Foundation	Solon	IA	100,000
St Teresa Parish	Asnburn	VA	5,000
Statue Of Liberty Ellis Island Fdtn.	New York	NY	50,000
St. Mary's School	Alexandria	VA	1,000
St. Teresa High School	Decatur	IL	2,300
Support Our Aging Religious	Silver Spring	MD	54,300
The Commission On Aging	Tallahassee	FL	5,000
The Jerusalem Foundation Inc	New York	NY	18,000
The New School For Social Research	New York	NY	5,000
The Parent Project For MD Research	Cincinnati	OH	100,000
The Peace Continuity Fund	New York	NY	250000
United Cerebal Palsy Of East Central	Decatur	IL	250
United Way Of Decatur & Macon County	Decatur	IL	4,500
Visiting Nurses Association Of Macon	Decatur	IL	2,500
Washington Hospital Center Foundation	Washington	DC	1,000

THE ANDREAS FOUNDATION
November 30, 1997

#41-6017057

Form 990-PF Part XV Line 3(a)

<u>RECIPIENT</u>	<u>CITY</u>	<u>STATE</u>	<u>AMOUNT</u>
YMCA of Decatur	Decatur	IL	100
Young People's Leadership Foundation	Waldwick	NJ	5,000
Youth Charity Horse Show	Springfield	IL	2,000
Youth Empowerment Agency	Decatur	IL	20,000
Youth In Distress In Israel	New York	NY	10,000
Youth Leadership	Minneapolis	MN	5,000
YWCA/World Service Council	New York	NY	5,000
			<u>12,314,622</u>



**OGDEN SERVICE
CENTER**