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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning February 1, 2009, and ending January, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <u>Civic Foundation Inc.</u>		A Employer identification number <u>39-1299224</u>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <u>4729 E. Clearwater Pkwy.</u>		B Telephone number (see page 10 of the instructions) <u>480-948-2454</u>
	City or town, state, and ZIP code <u>Paradise Valley, AZ. 85253</u>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <u>\$ 788,995</u>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part II 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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Operating and Administrative Expenses	1 Contributions, gifts, grants, etc., received (attach schedule)	15000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	20	20	N/A	
	4 Dividends and interest from securities	14833	14833		
	5a Gross rents	-0-	-0-		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-0-			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		13737		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	-0-			
	11 Other income (attach schedule)	-0-	-0-		
	12 Total. Add lines 1 through 11	29853	28590		
	13 Compensation of officers, directors, trustees, etc	-0-	-0-		-0-
	14 Other employee salaries and wages	-0-	-0-		-0-
	15 Pension plans, employee benefits	-0-	-0-		-0-
	16a Legal fees (attach schedule)	-0-	-0-		-0-
	b Accounting fees (attach schedule)	-0-	-0-		-0-
	c Other professional fees (attach schedule)	3509	3509		-0-
	17 Interest	-0-	-0-		-0-
	18 Taxes (attach schedule) (see page 14 of the instructions)	321	321		-0-
	19 Depreciation (attach schedule) and depletion	-0-	-0-		
	20 Occupancy	-0-	-0-		-0-
	21 Travel, conferences, and meetings	-0-	-0-		-0-
	22 Printing and publications	-0-	-0-		-0-
	23 Other expenses (attach schedule)	130	130		-0-
	24 Total operating and administrative expenses. Add lines 13 through 23	3960	3960		-0-
	25 Contributions, gifts, grants paid	65700			65700
	26 Total expenses and disbursements. Add lines 24 and 25	69660	3960		65700
	27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements		(39807)			
b Net investment income (if negative, enter -0-)			24630		
c Adjusted net income (if negative, enter -0-)					

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Part III 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	5197	5242	5242
	2 Savings and temporary cash investments	5711	7335	7335
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	394123	366435	775918
	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 ▶ <u>Excise Tax Estimate</u>)	550	500	500	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	405581	379512	788995	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	405581	379512	
	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 page 17 of the instructions)	405581	379512	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	405581	379512	

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	405581
2 Enter amount from Part I, line 27a	2	(39807)
3 Other increases not included in line 2 (itemize) ▶ <u>Capital gains</u>	3	13731
4 Add lines 1, 2, and 3	4	379511
5 Decreases not included in line 2 (itemize) ▶ <u>increase</u>	5	1
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	379512

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	2700sh. Intel	P	'95+'98	5/15/09
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 41425		27688	13737
b			
c			
d			
e			

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

(i) FMV 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 (including col. (h))
a			
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	13737
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 pages 13 and 17 of the 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.

(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))
2008	35450	922514	.0384
2007	45800	1087852	.0421
2006	42600	1011138	.0421
2005	40060	971982	.0412
2004	27095	921385	.0590

2	Total of line 1, column (d)	2	.2228
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	.04456
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	776219
5	Multiply line 4 by line 3	5	34542
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	246
7	Add lines 5 and 6	7	34788
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 on page 18.	8	65700

Part IV Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	246	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-	
3	Add lines 1 and 2	3	246	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	-0-	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	246	
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	500	00
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	500	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	254	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 254 Refunded <input type="checkbox"/>	11		

Part VIIA 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 page 19 of the instructions for definition)? <i>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</i>		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 <input checked="" type="checkbox"/> \$ <u>N/A</u> (2) On foundation managers <input checked="" type="checkbox"/> \$ <u>N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ <u>N/A</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> <u>Wisconsin and Arizona</u>		
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? <i>If "No," attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> <u>Eva Hartenstein estate, Santa Barbara, Ca.</u>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>Miriam Lowe</u> Telephone no ▶ <u>480-948-2454</u> Located at ▶ <u>4729 E. Clearwater Pkwy., Paradise Valley Az.</u> ZIP+4 ▶ <u>85253-2966</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is 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 page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII 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 page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
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
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

5b N/A

6b K

7b N/A

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See attached schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

▶ NONE

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 page 23 of the instructions). If none, enter "NONE."

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

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

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

	Expenses
1	
2 NONE	
3	
4	
	- 0 -

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3	- 0 -

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	744004
b	Average of monthly cash balances	1b	44036
c	Fair market value of all other assets (see page 24 of the instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	788040
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	-0-
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	788040
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	11821
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	776219
6	Minimum investment return. Enter 5% of line 5	6	38811

Part XI Distributable Amount (see page 25 of the 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	38811
2a	Tax on investment income for 2009 from Part VI, line 5	2a	246
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	246
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38565
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	38565
6	Deduction from distributable amount (see page 25 of the instructions)	6	-0-
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38565

Part XII Qualifying Distributions (see page 25 of the 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	65700
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65700
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 page 26 of the instructions)	5	246
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	65454

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				38565
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			32672	
b Total for prior years: 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	-0-			
b From 2005	-0-			
c From 2006	-0-			
d From 2007	-0-			
e From 2008	-0-			
f Total of lines 3a through e	-0-			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 65700				
a Applied to 2008, but not more than line 2a			32672	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d Applied to 2009 distributable amount				33028
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	-0-			-0-
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-0-			
b Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		-0-		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				5537
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	-0-			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	-0-			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	-0-			
10 Analysis of line 9:				
a Excess from 2005	-0-			
b Excess from 2006	-0-			
c Excess from 2007	-0-			
d Excess from 2008	-0-			
e Excess from 2009	-0-			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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).)
- NONE
- 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number of the person to whom applications should be addressed:
- N/A
- b** The form in which applications should be submitted and information and materials they should include:
- N/A
- c** Any submission deadlines:
- N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- N/A

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 <div style="text-align: center; font-size: 1.5em;">See attached Schedule B</div>	All recipients are Public Tax Exempt organizations		All contributions are for general support	
Total				3a 65700
b Approved for future payment <div style="text-align: center; font-size: 1.5em;">NONE</div>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	20	
4	Dividends and interest from securities			14	14833	
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	13737	
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)				28590	
13	Total. Add line 12, columns (b), (d), and (e)				13	28590

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

N/A

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?

(1) Cash

[illegible]

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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 foundation. If the foundation 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.

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

(a) Name of organization

(b) Type of organization

(c) Description of relationship

Miriam Kove
Signature of officer or trustee

Date 4/26/10

Secretary

Date _____

Check if self-employed ☐

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)

Preparer's
signature 

Firm's name (or yours if self-employed), address, and ZIP code

EIN ►

Phone no

Civic Foundation, Inc.

39-1299224

February 1, 2009 - January 31, 2010

	Initials	Date
Prepared By		
Approved By		

	1	2	3	4	5	6
Average monthly fair		Schwab	Wachovia	Wachovia		
Mkt. value of securities		Securities	Bernbaum	Weinstein		Total
990 PF-Part X-line 1a						
2/28/09		59933252	592126	893948		61419324
3/31		67389012	621599	959842		68970453
4/30		71237536	675538	914062		72827136
5/31		70738516	717728	987548		72443792
6/30		70037158	734535	947094		71718787
7/31		74455520	838562	1041012		76335094
8/31		75657750	827292	1016886		77501928
9/30		77979324	880152	1053552		79913028
10/31		74776994	892180	975239		76644412
11/30		75963060	982895	1006904		77952859
12/31		77459066	990125	1036424		79485615
1/31/10		75626290	966327	999190		77591807
		871253478	9719059	11831698		892804235
		892804235 ÷ 12 =			74400353	
990 PF-Part X-line 1b						
Average monthly						
Cash balances						
		Northern	Centennial	Centennial	Schwab	Total
		Bank	Bernbaum	Weinstein	Gorham F.	
2/28/09		519865	85556	353187	207176	1165784
3/31		519953	85557	353190	385276	1343976
4/30		1594358	89408	359143	392783	2435692
5/31		1594637	89409	359146	4517901	6561093
6/30		543762	89410	359150	4511180	5503502
7/31		543806	93261	365103	4602990	5605160
8/31		543850	93262	365107	4584263	5584482
9/30		543892	87263	359110	4748420	5738685
10/31		543936	91115	365066	4840200	5840317
11/30		543979	91117	365072	4811472	5811640
12/31		544022	91119	367128	4991439	5993708
1/31/10		524219	94970	371032	267449	1257670
		8560379	1081447	4341434	38860549	52843709
		52843709 ÷ 12 =			4403642	

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2009-January 31, 2010

SCHEDULE A

990PF-Part I-Line 1

Eva Hartenstein estate, Santa Barbara, Ca. 15,000.00

990PF-Part I-line 3

Interest on savings & temporary cash investments

Wells Fargo/Wachovia, as nominee

#2241-9634 .23

#2112-8344 .82

Schwab, as nominee

#1166-9044 6.12

Northern Trust Bank 12.71

10.88

990PF-Part I-line 4

Dividends from securities

Wells Fargo/Wachovia, as nominee

#2112-8344 238.03

#2241-9634 154.00

Charles Schwab, as nominee

#1166-9044 14,440.79

14,832.82

990PF-Part I-line 16c

Investments fees-L.Roy Papp

3,509.00

990PF-Part I-line 18 taxes

Foreign tax withheld - Canadian R.R. 13.41

Excise tax for 2008 308.00

321.41

990PF-Part I-line 23-other expenses

Secretary of State filing fee 10.00

Wells Fargo annual fees 120.00

130.00

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2009-January 31, 2010

SCHEDULE B

990PF-Part I-line 25 and Part XV-Contributions Paid

Abraham's Vision 295-89th Ave.#308,Daly City,Ca.,94015	4,000.00
Arden Theatre 40 N.2nd St.,Philadelphia, Pa.,19106	6,500.00
Berkeley Repertory Theatre 2025 Addison,Berkeley,Ca.,94704	2,500.00
Netivot Shalom 1841 Berkeley Way,Berkeley,Ca.,94703	30,000.00
People's Emergency Center 325 N.39th St.,Philadelphia,Pa.19104	3,000.00
Philadelphia Theatre Co. 230 S.Broad St.#1105,Philadelphia,Pa.,19102	2,500.00
Temple University-College of Liberal Arts 1243 Anderson Hall,1114W.Berk St.,Philadelphia, Pa.19122	3,500.00
Thomas Jefferson University Foundation 1020 Walnut St.,Philadelphia, Pa.,19107	8,700.00
Tides Center/Shalom Bayit P.O.Box 10102,Oakland,Ca.,94610	2,500.00
Treatment Research Institute 150 South Independence Mall Wets,Philadelphia,Pa.19106	<u>2,500.00</u>
	65,700.00

Note: All recipients are Public Charities or organizations exclusively serving religious, charitable, scientific, literary, or educational purposes. No contributions were made to individuals or other Private Foundations. No recipient has any relationship to the Foundation Manager or substantial contributors.

Civic Foundation, Inc.

Schedule D

12-34-1249224

February 1, 2009 - January 31, 2010

Summary of common stock showing increase (decrease) in market value as of January 31, 2010

Cost or Mkt. Value Mkt. Value Increase Mkt. Value
Gift Value 2/1/09 or cost 1/31/10 (Decrease)

Schwab # 1166-9044

1+68 Associated Bank	416702	3549420	2884876	(664524)
2M Bank of NY Mellon	5539525	5148000	5818000	670000
100 Canadian Natl. Ry	486350	350000	499300	149300
600 Cisco	1670300	898200	1345200	450000
500 Clorox	2165775	2507500	2958500	451000
650 Coca Cola	3160927	2776800	3526250	749450
800 Costco	2307950	3602400	4594400	992000
300 Exxon Mobil	1679850	1529600	1288600	(241000)
150 General Electric	409825	181950	241200	59250
600 Johnson + Johnson	1767800	3461400	3771600	310200
228 Medcohealth	124220	1024404	1401744	377340
400 Microsoft	1128300	684000	1127200	443200
2200 Northern Trust	4125261	12654400	11114400	(1540000)
2200 Rowe T. Price	3707125	6067600	10916400	4848800
2M State Street	2623150	4654000	8576000	3922000
400 Wal-Mart	2068900	1884800	2137200	252400
3500 Walgreen	2018253	9593500	12617500	3024000
100 ZM	801200	531900	804900	267000

Wells Fargo # 2112-8344

50 Coca Cola	243148	213600	271250	57650
12 Hanesbrands	18846	10788	27564	16776
12 MedcoHealth	6539	53916	73776	19860
100 Northern Trust	181512	575200	505200	(70000)
100 Sara Lee	106795	100300	121400	21100

Wells Fargo # 2241-9634

43 Hanesbrands	65995	38657	98171	60114
72 Medcohealth	39305	323496	442656	119160
350 Sara Lee	373977	351050	424900	73850

Cost or Gift Value

36643530

Mkt. Value 2/1/09 or cost

62772881

Mkt. Value 1/31/10

71591807

Increase (Decrease) Mkt. Value

14818926

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2009-January 31, 2010

990PF-Part VIII-Information about officers and Directors

(a) Name and address	(b) Title	(c) Compensation	(d) Benefit Plan	(e) expenses
Diane BERNBAUM 1846 Capistrano Ave. Berkeley, Ca.	President Director	-0-	-0-	-0-
Stephen Weinstein 518 Merwyn Rd. Narberth, Pa.	Vice-President	-0-	-0-	-0-
Edwin Bernbaum 1846 Capistrano Ave. Berkeley, Ca.	Vice-President	-0-	-0-	-0-
Miriam Lowe 4729 E. Clearwater Pkwy. Paradise Valley, Az.	Secretary Director	-0-	-0-	-0-
Rosalyn Weinstein 518 Merwyn Drd. Narberth, Pa.	Treasurer Director	-0-	-0-	-0-