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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

2011

Form **990-PF** (201

OMB No 1545-0052

For calendar year 2011 or tax year beginning , 2011, and ending anvary Name of foundation A Employer identification number Civic Foundation

Number and street (or PO box number if mail is not delivered to street address) 9-1299224 B Telephone number (see instructions) Room/suite 4729 E. Clearwater 480-948-2454 City or town, state, and ZIP code C If exemption application is pending, check here ▶ Paradise 85253 /a Initial return Initial return of a former public charity Check all that apply: D 1. Foreign organizations, check here ☐ Amended return Final return 2. Foreign organizations meeting the 85% test, ☐ Address change Name change check here and attach computation H Check type of organization: Section 501(c)(3) exempt private foundation E If private foundation status was terminated under Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation section 507(b)(1)(A), check here Fair market value of all assets at | J Accounting method:
Cash C Accrual If the foundation is in a 60-month termination under section 507(b)(1)(B), check here end of year (from Part II, col. (c), ▶ 🗌 Other (specify) line 16) ► \$ 721974 (Part I, column (d) must be on cash basis) (d) Disbursements Part I Analysis of Revenue and Expenses (The total of (a) Revenue and (b) Net investment (c) Adjusted net for charitable amounts in columns (b), (c), and (d) may not necessarily equal expenses per books purposes the amounts in column (a) (see instructions)) (cash basis only) Contributions, gifts, grants, etc., received (attach schedule) -0-1 2 Check ▶ ☐ if the foundation is **not** required to attach Sch B 3 Interest on savings and temporary cash investments NA 16096 16096 4 Dividends and interest from securities . -0-5a Gross rents : . . . b Net rental income or (loss) 30956 Net gain or (loss) from sale of assets not on line 10 6a Gross sales price for all assets on line 6a 30956 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain . . 9 Income modifications 10a Gross sales less returns and allowances Less: Cost of goods sold . . Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 0 -47055 Total. Add lines 1 through 11 055 12 13 Compensation of officers, directors, trustees, etc. Δ -0 -Operating and Administrative Expenses -0 -0-14 Other employee salaries and wages 0-Ō -0 15 Pension plans, employee benefits 0--0-16a Legal fees (attach schedule) 0 -0 Accounting fees (attach schedule) 0 30 730 Other professional fees (attach schedule) 17 0 -0 Taxes (attach schedule) (see instructions) 38 118 **J**9 Depreciation (attach schedule) and depietion - 0 -0 -0-Ø 20 Occupancy Travel, conferences, and manning PR 1 & 2012. 0-21 0 Printing and publications 0--0 Other expenses (attach schedule) 10 10 Total operating and administrative expenses 3858 3858 Add lines 13 through 23. 51900 25 Contributions, gifts, grants paid 3858 Total expenses and disbursements. Add lines 24 and 25 Subtract line 26 from line 12: 8703 Excess of revenue over expenses and disbursements а 4319 **Net investment income** (if negative, enter -0-) . Adjusted net income (if negative, enter -0-) .

Part II		Balance Sheets Attached schedules and amounts in the description column	Beginning of year		End o	of year
		should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Valu	ie	(c) Fair Market Value
	1	Cash—non-interest-bearing	5841	1/434		11434
	2	Savings and temporary cash investments	18867	10079		10079
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		l		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other		i		
		disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
	}	Less: allowance for doubtful accounts ▶				
Assets	8	Inventories for sale or use				
556	9	Prepaid expenses and deferred charges				
ď	10a	Investments—U.S. and state government obligations (attach schedule)	.,			
	b	Investments—corporate stock (attach schedule)	306942	301533	5	700306
	С	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶			_	
	Ì	Less: accumulated depreciation (attach schedule) ▶				
	12	Investments—mortgage loans	_			
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ►		_		ļ
		Less. accumulated depreciation (attach schedule)				<u> </u>
	15	Other assets (describe ► Excise Tax Estimate)	254	155		1.55
	16	Total assets (to be completed by all filers—see the	>> 1 0 > 11	2122		721974
		ınstructions. Also, see page 1, item I)	331904	32320	<u> </u>	141117
	17	Accounts payable and accrued expenses				· i
S	18	Grants payable				
Liabilities	19	Deferred revenue				4
jg	20	Loans from officers, directors, trustees, and other disqualified persons				
֡֝֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֞֩	21 22	Mortgages and other notes payable (attach schedule)				<u> </u>
	23	Other liabilities (describe ►) Total liabilities (add lines 17 through 22)				-
	23					-
es		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
nC	24	Unrestricted				
ala	25	Temporarily restricted				·
Ä	26	Permanently restricted				1
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ▶ □				1
F		and complete lines 27 through 31.				
or	27	Capital stock, trust principal, or current funds	331904	32320	r	
ts	28	Paid-in or capital surplus, or land, bldg., and equipment fund		12020		†
Se	29	Retained earnings, accumulated income, endowment, or other funds				1
As	30	Total net assets or fund balances (see instructions)	331904	32320	, /	1
<u>e</u>	31	Total liabilities and net assets/fund balances (see				\ ,
Z		ınstructions)	331904	3232	01	ĺ
Pa	rt III	Analysis of Changes in Net Assets or Fund Balances		<u> </u>		L
1	Tota	I net assets or fund balances at beginning of year-Part II, colu	mn (a), line 30 (mus	st agree with		
	end-	of-year figure reported on prior year's return)			1	331904.
2	Ente	r amount from Part I, line 27a		i	2	(8703)
3					3	-0-
4		lines 1, 2, and 3			4	323201
5	Decr	reases not included in line 2 (itemize)			5	-0-
6	Total	eases not included in line 2 (itemize) ► I net assets or fund balances at end of year (line 4 minus line 5)—I	Part II, column (b), li	ne 30	6	323201
						Form 990-PF (2011)

		FO3363 IOI TRY OIL IIIACSTILICI	Part IV Capital Gains and Losses for Tax on Investment Income								
	(a) List and describe the 2-story brick warehous	kind(s) of property sold (e.g., real estate, e, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquir (mo , day, yr						
1a		11 1									
b	see a	Hached schea	ule								
С											
<u>d</u>											
е_		(0.5)	(-) ()			\					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		other basis nse of sale) Gain or (loss) plus (f) minus (g)					
a						<u>-</u>					
b											
<u>c</u> _			 			 					
d				· ··							
е_	Complete only for accets show	ving gain in column (h) and owned by	the foundation	on 12/31/60							
	Complete only for assets snow	 		· ·		s (Col (h) gain minus ut not less than -0-) or					
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		s of col (i) (j), if any		ses (from col (h))					
а											
b											
С				-							
d				!							
е		(If goin als	o enter in Pa	urt Linna 7)							
2	Capital gain net income or	(not conital local /	nter -0- in Pa		2 3	0956					
_	Not about tarm conital gain				2 3	<u> </u>					
3		or (loss) as defined in sections 12 , line 8, column (c) (see instruction									
	Part I, line 8	, line o, column (c) (see instruction	1115). 11 (1055)	, enter -o- iii	3						
Part		er Section 4940(e) for Reduce	d Tay on N	let Investment	_						
		rate foundations subject to the sec									
(1 01 0	phonai asc by acincone priv		TION AYALIIAL	tax on net invest	ment income	1					
	·	rate foundations subject to the sec	ction 4940(a)	tax on net invest	ment income.)					
•	ion 4940(d)(2) applies, leave	-	ction 4940(a)	tax on net invest	ment income.)					
f sect		this part blank.									
· If sect Was t	ne foundation liable for the s	this part blank. section 4942 tax on the distributat	ole amount of	f any year in the I) □ Yes 났 No					
· If sect Was t	ne foundation liable for the s	this part blank. section 4942 tax on the distributab qualify under section 4940(e). Do r	ole amount of not complete	f any year in the t this part.	pase period?	☐ Yes 📐 N					
If sect Was t	ne foundation liable for the s s," the foundation does not one Enter the appropriate among (a)	this part blank. section 4942 tax on the distributate qualify under section 4940(e). Do runt in each column for each year;	ole amount of not complete	f any year in the t this part. uctions before m	pase period?	☐ Yes 🗘 No					
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Part \		nstruc	ction	s)
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	43:	2	
	here ► 📈 and enter 1% of Part I, line 27b	7		1
С	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-)	<u>- 0</u>	<u>'</u>	
3	Add lines 1 and 2	<u> </u>		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	-0) _	
5 6	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0	1 2 4		
а	2011 estimated tax payments and 2010 overpayment credited to 2011 6a /55			1
b	Exempt foreign organizations—tax withheld at source 6b			
c	Tax paid with application for extension of time to file (Form 8868) . 6c -0		- 1	
d	Backup withholding erroneously withheld 6d 6d 70+		ŀ	
7	Total credits and payments. Add lines 6a through 6d	155	5	
8	Enter any penalty for underpayment of estimated tax. Check here	-0	<u>- </u>	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ 9	<u>27</u>	7	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10			
11 Post	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► Refunded ► 11 VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		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)?	1b	Ì	
	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.			\ <u></u>
	Did the foundation file Form 1120-POL for this year?	1c		
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$			
е	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	2	-	<u> </u>
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		Y
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	\mathcal{M}	<i>Y</i>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		\triangle
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	f I		
•	By language in the governing instrument, or			
	By state legislation that effectively amends the governing instrument so that no mandatory directions that	,		
_	conflict with the state law remain in the governing instrument?	6	$\mathcal{S} +$	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	<u> </u>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		 {
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X
		<u> </u>		<u> </u>

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		1
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? [Website address	13	<i>X</i>]	
14	Website address ► N/A The books are in care of ► Miriam Lowe Telephone no. ► 480-9 Located at ► 4729 E. Llearwater PKwy Paradise Valley Az. ZIP+4 ► 85×53	48-	24	54
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	1)/A	. •	D
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?. See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of	16	Yes	No X
	the foreign country ▶			
Part	VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	'	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes (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)?			
	(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.)			
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)?	1b /	n/	/A
	Organizations relying on a current notice regarding disaster assistance check here ▶□		1	
С	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 2011?	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)):			
а	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?			
	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 instructions.)	2b	N	A
С	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		7	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		Ì	
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	N)	A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		<u>×</u>
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 2011?	4b		X

Part	VII-B Statements Regarding Activities	for V	Vhich Form	4720	May Be R	equire	ed (contin	ued)			
5a	During the year did the foundation pay or incur a (1) Carry on propaganda, or otherwise attempt t (2) Influence the outcome of any specific public directly or indirectly, any voter registration dr	o influe c electi	ence legislation	ion 495	5); or to ca	arry on	☐ Yes	` `			
	(3) Provide a grant to an individual for travel, stu(4) Provide a grant to an organization other than section 509(a)(1), (2), or (3), or section 4940(d)	n a cha l)(2)? (s	ritable, etc., ee instructio	organiz ns)	ation desc	ribed in	ı ☐Yes	,			
	(5) Provide for any purpose other than religious, purposes, or for the prevention of cruelty to compare the prevention of cruelty the cruelty the crue the prevention of cruelty the prevention of cruelty the cruelty the cruelty the cruelty the prevention of cruelty the cruelty tha	hildrer	or animals?	٠.			☐Yes	XNο			
b	If any answer is "Yes" to 5a(1)–(5), did any of the Regulations section 53.4945 or in a current notice	regardi	ng disaster a	ssistand	e (see instr	uctions)?	bed in	5b	\mathcal{N}	A
С	because it maintained expenditure responsibility for the grant?									,	
6a	If "Yes," attach the statement required by Regulations section 53.4945–5(d). Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?										
b										X	
	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?							7b	1)(A	
	Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors										
1	List all officers, directors, trustees, foundation	n mana	agers and th	eir con	npensatior	see i	nstruction	ıs).			
	(a) Name and address	hou	e, and average rs per week ed to position	(c) Co (If not	mpensation paid, enter -0-)	emplo	Contributions byee benefit p erred comper	olans	(e) Expe	nse aco allowan	count,
	Schedule Attack	i es	<i>!</i>				<u></u>			_	· · · · · · · · · · · · · · · · · · ·
2	Compensation of five highest-paid employee "NONE."	es (oth	er than tho	se incli	uded on li	ne 1—:	see instru	ictions). If no	one, o	enter
	a) Name and address of each employee paid more than \$50,00	0	(b) Title, and a hours per v devoted to p	veek	(c) Comper		(d) Contribut employee to plans and de compensa	enefit i	(e) Expe other a	nse aco allowan	
	NONE										
Total	number of other employees paid over \$50,000 .							. ▶	~	0 -	

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 of the professional services (b) Type of service (c) Compensation of the professional services (c) Compensation of the professional	Part VI	Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid E and Contractors (continued)	imployees,
Otal number of others receiving over \$50,000 for professional services	3 F		NE."
Total number of others receiving over \$50,000 for professional services			(c) Compensation
Total number of others receiving over \$50,000 for professional services			
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct chantable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficianes served, conferences convened, research papers produced, etc. 1		NONE	
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct chantable 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. 1			
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities List the foundation's four largest direct chantable 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. 1			
Total number of others receiving over \$50,000 for professional services 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 1			
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Sotal number of others receiving over \$50,000 for professional services			
Sotal number of others receiving over \$50,000 for professional services			
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 beneficianes served, conferences convened, research papers produced, etc 1			
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Lest the foundation's four largest direct chantable 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 1			
organizations and other beneficiaries served, conferences convened, research papers produced, etc No NE	Part IX	-A Summary of Direct Charitable Activities	
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 And other program-related investments See instructions 3 Fotal. Add lines 1 through 3			f Expenses
Amount No.NE 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 No.NE All other program-related investments See instructions Total. Add lines 1 through 3	1		
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 Amount All other program-related investments See instructions 3 Fotal. Add lines 1 through 3		NONE	
Amount Amount Amount Amount All other program-related investments See instructions 3 All other program-related investments See instructions			
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 **No NE** All other program-related investments See instructions **Total. Add lines 1 through 3	2		
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 **No NE** All other program-related investments See instructions **Total. Add lines 1 through 3			
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 **No NE** All other program-related investments See instructions **Total. Add lines 1 through 3	_		
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 All other program-related investments See instructions Total. Add lines 1 through 3	3		
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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 All other program-related investments See instructions 3 Fotal. Add lines 1 through 3	4		·-
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount LONE All other program-related investments See instructions Total. Add lines 1 through 3			0 -
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 Amount LONE All other program-related investments See instructions Total. Add lines 1 through 3	Part IX	-B Summary of Program-Related Investments (see instructions)	
All other program-related investments See instructions 3 —————————————————————————————————			Amount
All other program-related investments See instructions 3 Fotal. Add lines 1 through 3			
All other program-related investments See instructions 3 —————————————————————————————————		NONE	· -
All other program-related investments See instructions 3 —————————————————————————————————			-
3	2		
3	**		
3			
Fotal. Add lines 1 through 3	All othe	er program-related investments. See instructions	
	3		
	Tatal A	ad lines 1 through 2	
	i otal. A	au intes i unough s	Form 990-PF (201

Part	X Minimum Investment Return (All domestic foundations must complete this part. Forei	gn fo	undations,
_	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	<u>750733</u>
b	Average of monthly cash balances	1b	29 985
С	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	_1d	780718
е	Reduction claimed for blockage or other factors reported on lines 1a and		•
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	780 718
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see		
	ınstructions)	4	11711
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	769007
6	Minimum investment return. Enter 5% of line 5	6	38450
Part			
	foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	38450
2a	Tax on investment income for 2011 from Part VI, line 5		
b	Income tax for 2011. (This does not include the tax from Part VI.)		
С	Add lines 2a and 2b	2c	432
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38018
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38018
6	Deduction from distributable amount (see instructions)	6	1
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII,		38018
	line 1	7	20018
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	51900
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.,	١_	
_	purposes	2	0 -
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	101
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	51900
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.	_	432
•	Enter 1% of Part I, line 27b (see instructions)	5	7 7 7
6	Adjusted qualifying distributions. Subtract line 5 from line 4	_6	<u> </u>
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating qualifies for the section 4940(e) reduction of tax in those years.	g whe	tner the foundation

	XIII Undistributed Income (see instruction	one)			Page \$
raru	Ondistributed income (see instruction	(a)	(b)	(c)	(d)
1	Distributable amount for 2011 from Part XI, line 7	Corpus	Years prior to 2010	2010	38018
2	Undistributed income, if any, as of the end of 2011:	<u> </u>	-		30010
a	Enter amount for 2010 only			-0-	1
b	Total for prior years: 20 ,20 ,20		-0-		
3	Excess distributions carryover, if any, to 2011:		1		
a	From 2006				
b	From 2007				
c					
đ	From 2008				
е	From 2010	1			
f	Total of lines 3a through e	12214_	1		
4	Qualifying distributions for 2011 from Part XII, line 4: ► \$ 5/900				
а	Applied to 2010, but not more than line 2a .			-0-	
þ	Applied to undistributed income of prior years		-0-		
	(Election required—see instructions)		U		
С	Treated as distributions out of corpus (Election required—see instructions)	-0-			
d	Applied to 2011 distributable amount				51900
е	Remaining amount distributed out of corpus	13882			
5	Excess distributions carryover applied to 2011	-0 -			-0-
	(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a b	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 Prior years' undistributed income. Subtract line 4b from line 2b	26096	-0-		
					
С	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-		
е	Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				-0-
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	-0-			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions).	-6-			
9	Excess distributions carryover to 2012.	<i>v</i>	-		
9	Subtract lines 7 and 8 from line 6a	26096			
10	Analysis of line 9.	- 0 - 1 -	 		
a	Excess from 2007 "0 -				
b	Excess from 2008	1			
c	Excess from 2009	1			
d	Excess from 2010]			
е	Excess from 2011		<u> </u>		

Part	XIV Private Operating Founda	tions (see instr	uctions and Part	VII-A, question 9	9)	
1a	If the foundation has received a ruling foundation, and the ruling is effective fo			private operating	N	A
b	Check box to indicate whether the four	ndation is a privat	te operating founda	tion described in se	ection 4942(f)(3	3) or 4942(j)(5)
2a	Enter the lesser of the adjusted net	Tax year		Prior 3 years		
	income from Part I or the minimum	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
	investment return from Part X for each year listed		<u> </u>			
h	85% of line 2a		 =	 		
-	Qualifying distributions from Part XII,			<u> </u>		
С	line 4 for each year listed					
_	*		 			
a	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	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					
а	"Assets" alternative test—enter.		ĺ			
u	(1) Value of all assets .					
	• •			 		
	(2) Value of assets qualifying under					
	section 4942(j)(3)(B)(i)			 	-	
D	of minimum investment return shown in Part X, line 6 for each year listed					
С	"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				he foundation h	ad \$5,000 or mo	re in assets at
	any time during the year-		ns.)			
1	Information Regarding Foundation					
а	List any managers of the foundation	who have contrib	outed more than 29	% of the total conti	ributions received b	by the foundation
	before the close of any tax year (but o	nly if they have o			ection 507(d)(2).)	
			,	ONE		
b	List any managers of the foundation	who own 10% o	or more of the stor	ck of a corporation	or an equally lar	ge portion of the
	ownership of a partnership or other en					
			ND	NE		
2	Information Regarding Contribution	Grant Gift Lo	an Scholarship e	tc. Programs:		
_	Check here ► 💢 if the foundation		•	. •	araanizationa and	daga aat aagaat
	unsolicited requests for funds. If the f	only makes con	crifte grante etc	(see instructions) t	o individuals or ore	noes not accept
	other conditions, complete items 2a, I		ginto, granto, etc.	(See mandenons) t	o individuals of org	anizations under
						
а	The name, address, and telephone nu	mber of the pers	on to whom applic	ations should be a	ddressed:	
		N	/ n			
b	The form in which applications should			materials they sho	uld include:	
				,		
С	Any submission deadlines:		V/A N/A			
_			IV/A			
d	Any restrictions or limitations on aw	ards, such as b	oy geographical ai	reas, charitable fie	elds, kinds of instr	tutions, or other
	factors:					•
			NIA			

Pai	rt XVI	-A Analysis of Income-Producing Ac	tivities				
Ente	r gros	s amounts unless otherwise indicated.	Unrelated bu	isiness income	Excluded by sect	ion 512, 513, or 514	(a)
1	Progi	ram service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
	аŭ						
	b _				-		<u>.</u>
	c _			/			,
	d _						
	е _			/			
	f ⁻			/		•	
	a F	ees and contracts from government agencies					1
2	_	bership dues and assessments		/			
3		est on savings and temporary cash investments			14	3	
4		ends and interest from securities		/	14	16096	
5	Net r	ental income or (loss) from real estate:		/			
		ebt-financed property		/	c		
	b N	ot debt-financed property		/			
6	Net re	ental income or (loss) from personal property					
7	Othe	r investment income					
8	Gain	or (loss) from sales of assets other than inventory			18	30956	7
9	Net ir	ncome or (loss) from special events					
10	Gross	s profit or (loss) from sales of inventory					
11	Other	r revenue: a					
	b _						
	c _			,			
	d _						/
	е _		/				<u></u>
		otal. Add columns (b), (d), and (e)				47055	
		I. Add line 12, columns (b), (d), and (e)				13	47055
		sheet in line 13 instructions to verify calculation				····	
	t XVI				·		
	e No. ▼	Explain below how each activity for which accomplishment of the foundation's exempt pur	income is repo	orted in column n by providing fun	(e) of Part XVI	-A contributed in oses) (See instruc	nportantly to the
		accomplication of the localidation of exemption					
			1./	iλ			
				7			
							_
							_
							·
						,	

Name a Paid	ts and Contributions Paid D Recipient	uring the Year or Appro	. 1	ture Payment	T
a Paid	Recipient	If recipient is an individua			
a Paid	<u> </u>	show any relationship to	status of	Purpose of grant or contribution	Amount
	e and address (home or busin	ess) or substantial contributor	recipient		
	e and address (home or busing during the year a Hached		recipient B	All Contribut are for gene support	i DAS
Total				▶ 3a	5) 900
	NONE				
Total			.	▶ 3b	-

Part	XVII		n Regarding Trar ganizations	sfers To and Tr	ansactio	ns and F	Relationshi	ps With I	Noncharit	able		30 10
	ın sec	ne organization d	directly or indirectly the Code (other than							١	'es	No
	•		oorting foundation to	a noncharitable e	exempt or	anization	of [.]		1		1	1
		ash	_						1	a(1)	-	$\dot{oldsymbol{\mathcal{X}}}$
		ther assets								a(2)		Ì
	• •	transactions.							· · · · · · · · · · · · · · · · · · ·			-
			a noncharitable exe	mnt organization					1	b(1)		7
			ets from a noncharita							b(2)		ケ
			, equipment, or othe							b(3)	_	X
			rrangements		• •					b(4)	 	$\frac{1}{x}$
			rantees		•			•	<u>-</u>	b(5)	f	X X X
		_	ervices or membersh						_	b(6)	-	\dot{x}
			quipment, mailing li						_	1c		$\dot{\varkappa}$
		•	of the above is "Ye			-					ır m	arkat
			ther assets, or servi									
			on or sharing arrang									
(a) Line		b) Amount involved		naritable exempt organi			ption of transfe					
(d) Line	1.0	b) / unicarit involved	(o) Hame of Honor	artable exempt organis		(4) 200011	paon or transic		no, and onam	garran	90,,,0	
			Λ	/1			<u> </u>					
				//								
	-											
												
												
				· · · · · ·					 -			
								 				
												
												
												
		l	11	(1) - 4 1 141 1				_ .				
2a			ectly or indirectly af					ot organiza			≺ .	
			501(c) of the Code (c		301(6)(3)) (ii iii seciic	11 327 ? .		· · 🗆	Yes		NO
b	IT TYE		following schedule					(a) Danamatia	fl-k			
		(a) Name of organi	ization	(b) Type of	organization			(c) Descriptio	n or relationsr	пр		
		-N/H			-							
		 -										
	T 115-0	w nonaltics of sign of	declare that I A	ad then patering and their con-	000000000000000000000000000000000000000	abadulas == 1	atatament	to the best of	my knowledge	and t-	line i	10 t=:=
Ci~~			declare that I have examine aration of preparer (other th						my knowleage	and be	iet, it	ıs true,
Sign	7 7	301.	Af	4/1		_			May the IRS			
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	Sign	ature of officer or trus		Date '	Title		15-4-	1	<u> </u>			
Paid		Print/Type preparer	"s name	Preparer's signature			Date		k 🔲 ıf PTII	N		
Prepa	arer						L,	self-e	mployed			
Use (Firm's name ▶						Firm's EIN	<u> </u>			
		Fırm's address ▶						Phone no				

CIVIC FOUNDATION, INC. #39-1299224 February 1,2011-January 31,2012

Schedule A

990PF-Part I-line 3

	estments .18 .63	
Northern Trust Bank	2 <u>.</u> 5	31 <u>53</u>
	3 3	34
990PF-Part I-line 4- Dividends		
Wells Fargo, as nominee		
	161 00 5 <u>2.00</u>	
Charles Schwab, as nominee	413.00	
#1166-9044	<u>15682.67</u> 16095.67	
990PF-PartI-line 16 c		
Investment Fees-L.Roy	y Papp 3,730.00	
990PF-Part I-Line I8 taxes		
Foreign Tax withheld Excise tax for 2010	19.48 99.00 118.48	
990 PF-Part I-line 23- Other expe	enses	

Secretary of State filing fee

10.00

CIVIC FOUNDATION, INC. #39-199224 February 1,2011-January 31,2012

Abraham's Vision,270 Chestnut St,#202,Redwood,Ca. 94063 Arden theatre,40 N>2nd St.,Philadelphia,Pa.,19106 Berkeley Repertory Theatre, 2025 Addison,Berkeley,Ca,94704 Bureau of Jewish Education,639-14th Ave.,San Francisco,Ca.,94118 Chamber Orchestra of Philadelphia,1520 Locust #500,Philadelphia,Pa. Gamliel Institute,8112 Sea Water Path,Columbia,Md.21045 National Museum of American Jewish History,101 S.Independence	3,000.00 5,000.00 1,000.00 2,000.00 2,500.00 1,000.00
Mall East, Philadelphia, Pa., 19106 Netivot Shalom, 1316 University, Berkeley, Ca., 94702 Philadelphia Theatre, 230 S. Broad, Philadelphia, Pa. 19102` Shalom Bayit/Tides Center, P.O. 10102, Oakland, Ca., 94610 Temple University, 1243 Anderson Hall, 1114 W. Berks, Piladelphia, Pa. Thomas Jefferson University, 1020 Walnut, Philadelphia, Pa., 19107	15,000.00 5,000.00 5,000.00 2,700.00 3,500.00 6,200.00

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

Civic Foundation, Inc. Schedule C #39-1299224 Frederick By: February 1, 2011 - January 31, 2012 Approved By:

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Civic Foundation, Inc.

#39-1299224

February 1, 2011 - Jamuary 31, 2012 - Schedule D

Purch. Sales MATValue Sales Cost MKT. Date Inte Dost 2/1/11 (rice bain(402) fain(2054)	2/4/19 1/1/1 4 117.02 31706.64 24140.40, 19912.38 (7566,24	124/08 1/7/11 1235,96 13906.32 122,808 10982,12 (1688,24)	The state of the s	5402.98	4561296	36358.48	30/55.50	(9.254.49)
Purch. Salo	2262sh Associated Bank 4/19 1/1/1	128ch Media 1/1/1 1235,96 11	Total	Cost	MKTNA TIPIL	Sales Price	Cost fain	MK+. Loss

CIVIC FOUNDATION, INC. #39-1299224 February 1,2010-January 31,2012

990PF-Part VIII-Information about officers and Directors

(a) Name and address	(b)Title	(c)Compensation	(d)Benefit Plar	ı (e)expenses
Diane BERNBAUM 1846 Capistrano Ave. Berkeley,Ca.	President Director	-G-	-0-	-0-
Stephen Woinstein 518 Morwyn Rd. Narberth,Pa.	Vica-President	-0-	-0-	-0-
Edvin Bernbaum 1846 Capistraio Ave. Berkeley,Ca.	Vice-President	-0-	-0~	-0-
Miriam Love 4729 E.Clearwater Pkuy. Paradise Valley,Az.	Secretary Director	-0-	-0-	-0-
Rodalyn Weinstein 518 Merwyn Drd. Narberth, Pa.	Treasurer Director	-0-	-0-	-0-

Civic Foundation, Inc. #39-1299724 Februarys, 2011 - January 31, 2011.

Average monthly sair	Schwab Wells Wells Total
MK+. Value of Securities	Securities Fargo Fargo
Average monthly sair MK+. Value of Socurifies 990PF Parrx-line 14	Bembaum Weinstein
728/11	197 15188 1159921 11 11360 81781169
3/3	78195928 1139074 1115740 80450742
4/30	80134304 1238969 1139408 82512681
7.31	79766376 1245575 112565482131599
6/30	77414726 1194359 1088034 797021 19
7/3,	7:4388634 /252779 109226876733581
931	28850142 1144016 101609071010248
7/13 ₀	64264436 1017401 937380 66219213
(9/3)	69899028 1131383 10217671052187
11/30	66515350 1177533 999610 686924.93
1431	67175350 1158678 1028962 69362990
1/30 1/31 /31/12	67763250 1222574 1044794 70030618
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Average monthly. Cash balances		Schwab	Ivells Farqu	Wells Fârgo	,
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778/11		1316529			2418817
3/3/			401574		2604266
4/30	581243	<i>r</i>			, 2760495
±7·31	587270	1599539		120602	2711299
4/30.	583275	1797087	401895	120604	29.10863
131	. 583±8¢	1683695	4/4202	124631	28.058 08
8/31	583285	1638363	414205		2760485
9/30	583289			124633	2980186
10/31	. 583 <i>3</i> 94	1989875		1	3/22294
1/30	5583368	<i>595</i> 234			6727718
12/31	b43348.			128661	, 2027 431
1/31/12	1143361				2151224
,	12623301	17211426	4660142	1487513	3.59.82382