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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **October 1** , **2012**, and ending **September 30** , **20** **13**

Name of foundation Community Finance Corporation		A Employer identification number 86-0683138
Number and street (or P.O. box number if mail is not delivered to street address) 335 N. Wilmot Rd.	Room/suite 420	B Telephone number (see instructions) 520-623-3377
City or town, state, and ZIP code Tucson, Arizona 85711		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 904,244,822	J Accounting method. ☐ Cash ☒ Accrual ☐ 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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	522	522	522	
	4 Dividends and interest from securities	1,129,686	1,129,686	1,129,686	
	5a Gross rents	157,210,553	157,210,533	157,210,533	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 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				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) SCH. #1a	1,277,167	7,721,415	1,277,167		
12 Total. Add lines 1 through 11	159,617,908	166,062,156	159,617,908		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) SCH. #2	35,000	35,000	35,000	
	c Other professional fees (attach schedule) SCH. #3	96,975,619	96,975,619	96,975,619	
	17 Interest	54,692,162	54,692,162	54,692,162	
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion SCH. #6	4,929,895	4,929,895	4,929,895	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SCH. #4	9,104,706	9,104,706	9,104,706	
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	300,000			300,000
26 Total expenses and disbursements. Add lines 24 and 25	166,037,382	165,737,382	165,737,382	300,000	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	(6,419,474)				
b Net investment income (if negative, enter -0-)		324,774			
c Adjusted net income (if negative, enter -0-)			0		

614 7

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

						Beginning of year	End of year	
						(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				1,022,723	1,077,568	1,077,568
	2	Savings and temporary cash investments				63,669,627	67,000,428	67,000,428
	3	Accounts receivable ▶ 246,654						
		Less: allowance for doubtful accounts ▶ 0				325,340	246,654	246,654
	4	Pledges receivable ▶						
		Less: allowance for doubtful accounts ▶						
	5	Grants receivable						
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7	Other notes and loans receivable (attach schedule) ▶						
		Less: allowance for doubtful accounts ▶						
	8	Inventories for sale or use						
	9	Prepaid expenses and deferred charges				63,980	61,839	61,839
	10a	Investments—U.S. and state government obligations (attach schedule)						
	b	Investments—corporate stock (attach schedule)						
	c	Investments—corporate bonds (attach schedule)						
	11	Investments—land, buildings, and equipment: basis ▶						
Liabilities		Less: accumulated depreciation (attach schedule) ▶						
	12	Investments—mortgage loans						
	13	Investments—other (attach schedule) <i>SCH #5</i>				741,096,286	699,494,263	699,494,263
	14	Land, buildings, and equipment: basis ▶ <i>SCH #6</i> 124,498,095						
		Less: accumulated depreciation (attach schedule) ▶ <i>1</i> 22,998,852				106,394,429	101,499,243	101,499,243
	15	Other assets (describe ▶ <i>Schedule #7</i>)				34,845,694	34,864,827	34,864,827
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)				947,418,079	904,244,822	904,244,822
	17	Accounts payable and accrued expenses				34,186,553	37,983,902	
Net Assets or Fund Balances	18	Grants payable						
	19	Deferred revenue				2,627,862	3,064,978	
	20	Loans from officers, directors, trustees, and other disqualified persons						
	21	Mortgages and other notes payable (attach schedule) <i>SCH #8</i>				937,641,684	896,653,436	
	22	Other liabilities (describe ▶)						
	23	Total liabilities (add lines 17 through 22)				974,456,099	937,702,316	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒	24	Unrestricted				(27,038,020)	(33,457,494)	
	25	Temporarily restricted						
	26	Permanently restricted						
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐						
	27	Capital stock, trust principal, or current funds						
	28	Paid-in or capital surplus, or land, bldg., and equipment fund						
	29	Retained earnings, accumulated income, endowment, or other funds						
	30	Total net assets or fund balances (see instructions)				(27,038,020)	(33,457,494)	
	31	Total liabilities and net assets/fund balances (see instructions)				947,418,079	904,244,822	

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	(27,038,020)
2	Enter amount from Part I, line 27a	2	(6,419,474)
3	Other increases not included in line 2 (itemize) ▶ <i>Unrealized gain on investments</i>	3	213,663
4	Add lines 1, 2, and 3 <i>SCH #1b</i>	4	(33,243,831)
5	Decreases not included in line 2 (itemize) ▶ <i>Adj. to gross rents for unrealized gain on investments</i>	5	(213,663)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 <i>SCH #1b</i>	6	(33,457,494)

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			
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			
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 (from 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**

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	377,845	822,189	.45955978
2010	359,701	751,264	.47879441
2009	171,752	743,139	.23111692
2008	97,528	650,485	.14993121
2007	43,541	399,647	.10894865

2 Total of line 1, column (d) **2** 1.42835097

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years **3** 0.28567019

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 744,181

5 Multiply line 4 by line 3 **5** 212,590

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 3,248

7 Add lines 5 and 6 **7** 215,838

8 Enter qualifying distributions from Part XII, line 4 **8** 300,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the
Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	3,248	
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	3,248	
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	3,248	
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,655		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	3,655		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	407		
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax 407 Refunded	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	✓	
b If "Yes," has it filed a tax return on Form 990-T for this year?	✓	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Arizona		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ Corporation Telephone no. ▶ 520-623-3377 Located at ▶ 335 N. Wilcox Rd. Ste. #420 Tucson, Arizona ZIP+4 ▶ 85711-2632			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				✓

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	✓
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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 instructions.)	2b	✓
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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.)	3b	✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2012?	4b	✓

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ Noc 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 ☒ Nob 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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule #9				

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

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

Total number of other employees paid over \$50,000 ☐ Yes ☒ No

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Management & Training Corporation 500 North Marketplace Drive Centerville, UT 84014	Facilitie Management Fees	13,026,888
GEO Group, Inc. One Park Place, 621 NW 53rd St., Suite #700 Boca Raton, FL 33487	Facilitie Management Fees	3,765,267
GEO Group, Inc. One Park Place, 621 NW 53rd St., Suite #700 Boca Raton, FL 33487	Facilitie Management Fees	415,419
Lincoln Property Company 1110 W. Washington St. Suite #110 Phoenix, Arizona 85007	Facilitie Management Fees	267,506
Business Development Finance Corporation 335 N. Wilmot Rd. Suite #420 Tucson, Arizona 85711	Administrative Fees	168,294
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

N/A

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		
3		
4		

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

N/A

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

Amount

1	
2	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) **Sch. #10**

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	
b	Average of monthly cash balances	1b	755,514
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	755,514
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	755,514
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,333
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	744,181
6	Minimum investment return. Enter 5% of line 5	6	37,209

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	37,209
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,248
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,248
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,961
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,961
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,961

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	300,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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 here and on Part V, line 8, and Part XIII, line 4	4	300,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,248
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	296,752

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				33,961
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 27,363				
b From 2008 69,948				
c From 2009 141,091				
d From 2010 329,236				
e From 2011 344,046				
f Total of lines 3a through e	911,684			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 300,000				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				33,961
e Remaining amount distributed out of corpus	266,039			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,177,723			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	27,363			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,150,360			
10 Analysis of line 9.				
a Excess from 2008 69,948				
b Excess from 2009 141,091				
c Excess from 2010 329,236				
d Excess from 2011 344,046				
e Excess from 2012 266,039				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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 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				
Microbusiness Advancement Center 330 N. Commerce Park Loop Tucson, AZ 85745	N/A	501(c)(3)	See Schedule #11	50,000
University of Arizona Foundation/Arizona Assurance 1111 N. Cherry Avenue Tucson, AZ 85721-0109	N/A	501(c)(3)	See Schedule #11	50,000
Salvation Army - Tucson 1001 N. Richey Blvd. Tucson, AZ 85716	N/A	501(c)(3)	See Schedule #11	45,000
United Way of Tucson and Southern Arizona 335 N. Commerce Park Loop Tucson, AZ 85745	N/A	501(c)(3)	See Schedule #11	25,000
University of Arizona Foundation/DAVINCHI Scholarship 1111 N. Cherry Avenue Tucson, AZ 85721-0109	N/A	501(c)(3)	See Schedule #11	25,000
Tucson Values Teachers 3497 N. Campbell, Suite 703 Tucson, AZ 85719	N/A	501(c)(3)	See Schedule #11	25,000
See Schedule #11			See Schedule #11	80,000
Total			3a	300,000
b Approved for future payment				
N/A				
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 instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a Administrative Fees					506,394
b Other Income	531120	390,038	30	380,735	
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	522	
4 Dividends and interest from securities			14	1,129,686	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			30	157,210,533	
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					
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)		390,038		158,721,476	506,394
13 Total. Add line 12, columns (b), (d), and (e)				13	159,617,908

(See worksheet in line 13 instructions 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 instructions.)

- 1a** Administrative fees are earned pursuant to the Organization's purpose of lessening the burdens of government and to finance the erection of public buildings.
- 1b** Other income are sources earned in the rental of a college dormitory project in the Phoenix, Arizona area that is in the pursuit of the Organization's purpose of lessening the burdens of government and to finance the erection of public buildings. The amount in "unrelated business income" is rental income earned from retail renters and is reported on Form 990-T.

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓	
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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.			

[illegible]

- 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
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee X [Signature] Date X 30 JUN 14 Title X president

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Ron Kovar

Preparer's signature _____

Ronald J. Thompson, CPA

Date _____

6/24/14

Check ☒ if self-employed

PTIN

P01218573

Firm's name ▶ **Ronald D. Kovar Jr. CPA**

Firm's EIN ►

Firm's address ► **7838 E. Linden Ct. Tucson, AZ 85715**

Phone no

520-722-3643

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Schedule #1a, Page 1, Part I, Line 11, "Other Income":

	Column a	Column b	Column c
Administrative Fees	506,394	506,394	506,394
Add back of loss from Project/Trust Funds		6,444,248	
Other income	<u>770,773</u>	<u>770,773</u>	<u>770,773</u>
Other Income	<u>1,277,167</u>	<u>7,721,415</u>	<u>1,277,167</u>

The loss from Project/Trust funds is used for the Corporation's charitable purposes, which is the purpose of lessening the burdens of government and to erect, finance the erection of, or maintain public buildings, monuments, or works. The loss from Project/Trust funds is added back in column b in other income in order to avoid distorting the amount of net investment income in Line 27b that is subject to excise tax on this return

Schedule #1b, Page 2, Part III, Lines 3 and 5, "Other Increases and Decreases not included":

Unrealized gain on investments 213,663

Unrealized gain on investments represents the increase in the market value of investments over the original cost of the investments. This gain is used for the Corporation's charitable purposes and is offset by a decrease in lease income or gross rent, as the Corporation's non charitable purposes are not financially liable for market increases in these investments.

Schedule #2, Page 1, Part I, Line 16b, "Accounting Fees":

Accounting fees 35,000

Accounting fees represent charges for accounting writeup and preparation of the Form 990-PF for fiscal year ended September 30, 2012 and accounting support during the fiscal year ended September 30, 2013.

Schedule #3, Page 1, Part I, Line 16c, "Other Professional Fees":

Legal, professional, and trustee fees	1,209,180	
Management fees	168,294	
Facilities management fees and operating costs	<u>95,598,145</u>	Related to exempt activities
	<u>96,975,619</u>	

Schedule #4, Page 1, Part I, Line 23, "Other Expenses":

Amortization	1,583,544
Facilities expenses	3,126,069
Ground lease rent	1,059,503
Other expenses	3,811
Repairs and maintenance	1,495,162
Real estate taxes	<u>1,836,617</u>
	<u>9,104,706</u>

Amortization represents costs associated with the issuance of notes payable. These costs were incurred in December 2000, December 2001, July 2002, November 2002, December 2002, April 2004, February 2006, September 2007, February 2008, November 2008, and September 2009 and are being amortized on a straight line basis over a period of 26.75 years or 321 months, 26.83 years or 322 months, 19.92 years or 239 months, 29.75 years or 357 months, 19.83 years or 238 months, 11 17 years or 134 months, 19.67 years or 236 months, 34.75 years or 417 months, 31 58 years or 379 months, 16.46 years or 198 months, and 31.83 years or 382 months, respectively. The costs incurred in December 2001 were associated with the issuance of a note payable paid off in full during fiscal 2013, resulting in the remaining unamortized cost being written off in fiscal 2013.

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Schedule #4, Page 1, Part I, Line 23, "Other Expenses" (Continued)

Amount amortized for note #1	<u>3,540,359</u>
Amortization for fiscal 2013	<u>160,925</u>
Total amortization at 9/30/13	<u>1,287,403</u>
Amount amortized for note #2; \$734,274 reversed in fiscal 2013	<u>-</u>
Amortization for fiscal 2013	<u>437,824</u>
Total amortization at 9/30/13	<u>-</u>
Note #2 was paid off in full during fiscal 2013, resulting in the remaining unamortized cost being written off in fiscal 2013 and total amortization being \$0 at 9/30/13.	
Amount amortized for note #3	<u>1,150,303</u>
Amortization for fiscal 2013	<u>57,746</u>
Total amortization at 9/30/13	<u>644,832</u>
Amount amortized for note #5	<u>667,702</u>
Amortization for fiscal 2013	<u>22,444</u>
Total amortization at 9/30/13	<u>245,011</u>
Amount amortized for note #7	<u>1,135,589</u>
Amortization for fiscal 2013	<u>57,266</u>
Total amortization at 9/30/13	<u>615,612</u>
Amount amortized for note #12	<u>3,971,695</u>
Amortization for fiscal 2013	<u>201,916</u>
Total amortization at 9/30/13	<u>1,548,025</u>
Amount amortized for note #14	<u>7,051,313</u>
Amortization for fiscal 2013	<u>201,466</u>
Total amortization at 9/30/13	<u>1,259,163</u>
Amount amortized for note #18	<u>2,353,394</u>
Amortization for fiscal 2013	<u>74,522</u>
Total amortization at 9/30/13	<u>422,289</u>
Amount amortized for note #19	<u>4,309,784</u>
Amortization for fiscal 2013	<u>261,834</u>
Total amortization at 9/30/13	<u>1,276,440</u>
Amount amortized for note #20	<u>3,424,955</u>
Amortization for fiscal 2013	<u>107,601</u>
Total amortization at 9/30/13	<u>439,373</u>
Amount amortized for all notes	<u>27,605,094</u>
Amortization for fiscal 2013	<u>1,583,544 b</u>
Total amortization at 9/30/13	<u>7,738,148</u>

b-1,583,544 of this 1,583,544 total is recognized as amortization expense in Schedule #4 above. The remaining balance of 0 represents amortization of note #20 (0), which is being capitalized for a project still in the construction stage rather than being expensed.

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Schedule #5, Page 2, Part II, Line 13, "Investments—Other"

Certificates of deposit	26,235,657
Net investment in leases	<u>673,258,606</u>
	<u>699,494,263</u>

Investments include certificates of deposit that mature ranging from deposit that mature ranging from November 1, 2013 to April 27, 2015 with interest rates ranging from 0.15% to 3.75%. The certificates of deposit have a cost basis of \$26,235,524, resulting in an unrealized gain of \$133 from their fair value of \$26,235,657.

Net investment in leases represents the difference between note payable and related obligations over the cash, investments, and other assets for this activity. This difference represents the minimum lease payments required by the various local governments over the term of the leases for the real estate projects constructed/developed under these lease agreements. Fair value = the book/cost basis

Schedule #6, Page 1, Part I, Line 19, "Depreciation" and Page 2, Part II, Line 14, "Land, Buildings, & Equipment":

Land	6,453,678
Land improvements	229,541
Buildings	107,367,451
Furniture and equipment	10,447,425
Total cost/basis	<u>124,498,095</u>
Less accumulated depreciation	<u>(22,998,852)</u>
Property and equipment, net	<u>101,499,243</u>

Accumulated depreciation at 10/01/12	18,068,957
Addition to accumulated depreciation	<u>4,929,895</u>
Accumulated depreciation at 09/30/13	<u>22,998,852</u>

Depreciation is based on the estimated useful lives of the assets using the straight—line method. Estimated useful lives used for buildings are 30 years, for land improvements are 20 years, and for furniture and equipment is 5 years. Depreciation expense for fiscal 2013 is \$4,929,895 on a straight—line basis.

Schedule #7, Page 2, Part II, Line 15, "Other Assets".

Note issuance costs	27,605,094
Less accumulated amortization	<u>(7,738,148)</u>
Subtotal see Schedule #4	19,866,946
Other receivable	64,454
Lease income receivable	14,598,993
Interest receivable	334,434
	<u>34,864,827</u>

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Schedule #8, Page 2, Part II, Line 21, "Mortgages and Other Notes Payable":

Note payable #1	69,565,000
Note payable #2; paid off in full during fiscal 2013	—
Note payable #3	6,175,000
Note payable #5	11,125,000
Note payable #6	3,315,000
Note payable #7	8,090,000
Note payable #12	41,630,000
Note payable #14	76,745,000
Note payable #16	41,395,000
Note payable #17	22,700,000
Note payable #18	191,900,000
Note payable #19	194,140,000
Note payable #20	171,045,000
Note payable #21	42,356,444
Note payable #22	20,991,364
Notes payable	901,172,808
Original (discount)/premium	(4,519,372)
Total notes payable	<u>896,653,436</u>

Note payable #1 exists with the Industrial Development Authority of the City of Phoenix, Arizona. It is a non—recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with the State of Arizona for the real estate property constructed with the proceeds from this note payable. This loan originated on December 14, 2000 and was refinanced on October 12, 2005 with a final maturity of September 2027. The interest rate ranges from 3.50% to 5.00%, depending on the maturity dates of various issues/installments associated with the note payable ranging from March 2006 to September 2027. Semi—annual payments range from \$2,721,537 to \$3,507,500. The original balance on the refinanced loan was \$87,645,000, with \$69,565,000 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop two buildings to be utilized by the local government the State of Arizona. This note payable has no relationship with disqualified persons.

Note payable #3 exists with the Industrial Development Authority of the County of Maricopa, Arizona. It is a non—recourse loan that is secured by available investments from the proceeds of the note payable and the underlying contract with the State of Arizona /GEO Group, Inc. for the real estate property acquired with the proceeds from this note payable. This loan originated on July 31, 2002 with a final maturity of July 2022. The interest rate ranges from 4.10% to 5.375%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2004 to July 2022. Semi—annual payments range from \$22,441 to \$857,441. The original loan balance was \$10,265,000, with \$6,175,000 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to purchase a secure private prison to be utilized by the local government the State of Arizona and to be managed by the publicly traded corporation GEO Group, Inc. This note payable has no relationship with disqualified persons.

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Schedule #8, Page 2, Part II, Line 21, "Mortgages and Other Notes Payable": (Continued)

Note payable #5 exists with the Industrial Development Authority of the City of Tucson, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with the University of Arizona/Marshall Foundation for the real estate property constructed with the proceeds from this note payable. This loan originated on November 5, 2002 with a final maturity of July 2032. The interest rate ranges from 3.00% to 5.00%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2003 to July 2032. Semi-annual payments range from \$448,259 to \$1,365,000. The original loan balance was \$13,440,000, with \$11,125,000 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a building to be utilized by the local government/university the University of Arizona and the charitable non-profit organization the Marshall Foundation. This note payable has no relationship with disqualified persons.

Note payable #6 exists with the Industrial Development Authority of the City of Tucson, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with the University of Arizona/Marshall Foundation for the real estate property constructed with the proceeds from this note payable. This loan originated on November 5, 2002 with a final maturity of July 2032. The interest rate ranges from 4.90% to 6.15%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2003 to July 2032. Semi-annual payments range from \$164,846 to \$445,830. The original loan balance was \$3,960,000, with \$3,315,000 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a building to be utilized by the local government/university the University of Arizona and the charitable non-profit organization the Marshall Foundation. This note payable has no relationship with disqualified persons.

Note payable #7 exists with the Industrial Development Authority of the County of Pinal, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying contract with the State of Arizona /GEO Group, Inc. for the real estate property acquired with the proceeds from this note payable. This loan originated on December 20, 2002 with a final maturity of October 2022. The interest rate ranges from 3.875% to 5.25%, depending on the maturity dates of various issues/installments associated with the note payable ranging from April 2003 to October 2022. Semi-annual payments range from \$26,381 to \$1,031,381. The original loan balance was \$12,840,000, with \$8,090,000 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to purchase a secure private prison to be utilized by the local government the State of Arizona and to be managed by the publicly traded corporation GEO Group, Inc. This note payable has no relationship with disqualified persons.

Note payable #12 exists with the Industrial Development Authority of the County of Pinal, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying contract with the State of Arizona /GEO Group, Inc. for the real estate property acquired with the proceeds from this note payable. This loan originated on February 10, 2006 with a final maturity of October 2025. The interest rate ranges from 4.50% to 5.25%, depending on the maturity dates of various issues/installments associated with the note payable ranging from October 2008 to October 2025. Semi-annual payments range from \$95,175 to \$4,325,175. The original loan balance was \$51,560,000, with \$41,630,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct a secure private prison to be utilized by the local government the State of Arizona and to be managed by the publicly traded corporation GEO Group, Inc. This note payable has no relationship with disqualified persons.

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Schedule #8, Page 2, Part II, Line 21, "Mortgages and Other Notes Payable": (Continued)

Note payable #14 exists with the Industrial Development Authority of the City of Phoenix, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying leases with Arizona State University students and retailers, as well as the buildings and improvements and an interest in the ground lease for the real estate property acquired with the proceeds from this note payable. This loan originated on September 19, 2007 with a final maturity of July 2042. The interest rate ranges from 4.00% to 5.00%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2012 to July 2042. Semi-annual payments range from \$995,619 to \$23,768,013. The original loan balance was \$77,415,000, with \$76,745,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to acquire, develop, construct, and operate facilities to be utilized by Arizona State University students and retailers and to be managed by Capstone On-Campus Management LLC, when construction is completed. This note payable has no relationship with disqualified persons.

Note payable #16 exists with the Industrial Development Authority of the City of Phoenix, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying leases with Arizona State University students and retailers, as well as the buildings and improvements and an interest in the ground lease for the real estate property acquired with the proceeds from this note payable. This loan originated on September 19, 2007 with a final maturity of July 2042. The interest rate ranges from 4.00% to 5.00%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2012 to July 2042. Semi-annual payments range from \$540,871 to \$12,937,125. The original loan balance was \$41,625,000, with \$41,395,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to acquire, develop, construct, and operate facilities to be utilized by Arizona State University students and retailers and to be managed by Capstone On-Campus Management LLC, when construction is completed. This note payable has no relationship with disqualified persons.

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Schedule #8, Page 2, Part II, Line 21, "Mortgages and Other Notes Payable": (Continued)

Note payable #17 exists with the Industrial Development Authority of the City of Phoenix, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying leases with Arizona State University students and retailers, as well as the buildings and improvements and an interest in the ground lease for the real estate property acquired with the proceeds from this note payable. This loan originated on October, 2008 with a final maturity of July 2042. The interest rate is 7.95%, with a final maturity of July 2042. Annual payments range from \$540,578 to \$1,990,252. The total loan balance is \$22,700,000, which is also the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to acquire, develop, construct, and operate facilities to be utilized by Arizona State University students and retailers and to be managed by Capstone On-Campus Management LLC, when construction is completed. This note payable has no relationship with disqualified persons. This note payable is subordinate to Note payables #14 and #16 and was issued in favor of the developer to pay a portion of the development fee.

Note payable #18 exists with the Industrial Development Authority of the County of Pima, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with Clark County, Nevada for the real estate property constructed with the proceeds from this note payable. This loan originated on February 7, 2008 with a final maturity of September 2039. The interest rate ranges from 4.00% to 5.125%, depending on the maturity dates of various issues/installments associated with the note payable ranging from September 2010 to September 2039. Semi-annual payments range from \$322,625 to \$15,682,250. The original loan balance was \$195,000,000, with \$191,900,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a real estate project known as the Clark County Detention Facility to be utilized by the local government Clark County, Nevada. This note payable has no relationship with disqualified persons.

Note payable #19 exists with the Industrial Development Authority of the County of Mohave, Arizona. It is a non-recourse loan that is secured by available investments from the proceeds of the note payable and the underlying contract with the State of Arizona /Management & Training Corporation for the real estate property acquired with the proceeds from this note payable. This loan originated on November 14, 2008 with a final maturity of May 2025. The interest rate ranges from 6.75% to 8.0%, depending on the maturity dates of various issues/installments associated with the note payable ranging from May 2011 to May 2025. Semi-annual payments range from \$1,771,400 to \$46,056,400. The original loan balance was \$218,425,000, with \$194,140,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct a secure private prison to be utilized by the local government the State of Arizona and to be managed by the non-publicly traded corporation Management & Training Corporation. This note payable has no relationship with disqualified persons.

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Schedule #8, Page 2, Part II, Line 21, "Mortgages and Other Notes Payable": (Continued)

Note payable #20 exists with the Industrial Development Authority of the County of Pima, Arizona. It is a non—recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with Clark County, Nevada and sublease with the Las Vegas Metropolitan Police Department for the real estate property constructed with the proceeds from this note payable.

This loan originated on September 2, 2009 with a final maturity of July 2041. The interest rate ranges from 3.0% to 6.0%, depending on the maturity dates of various issues/installments associated with the note payable ranging from July 2012 to September 2041. Semi—annual payments range from \$312,938 to \$11,550,875. The original loan balance was \$176,260,000, with \$171,045,000 being the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a real estate project known as the headquarters and administrative offices of the Las Vegas Metropolitan Police Department to be utilized by the local government Clark County, Nevada and the Las Vegas Metropolitan Police Department. This note payable has no relationship with disqualified persons.

Note payable #21 exists with the Industrial Development Authority of the County of Pima, Arizona. It is a non—recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with Clark County, Nevada and sublease with the Las Vegas Metropolitan Police Department for the real estate property constructed with the proceeds from this note payable.

This loan originated on September 2, 2009 with a final maturity of July 2041. The interest rate is fixed at 4.5%, with annual payments beginning July 2019 and ending July 2041. Annual payments range from \$2,740,000 to \$17,050,000. The total loan balance will increase to \$88,146,642 as accrued interest is added to the note payable with a fixed interest rate at 4.5%, with \$42,356,444 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a real estate project known as the headquarters and administrative offices of the Las Vegas Metropolitan Police Department to be utilized by the local government Clark County, Nevada and the Las Vegas Metropolitan Police Department. This note payable has no relationship with disqualified persons. This note payable is subordinate to Note payable #20 and was issued in favor of the developer to pay a portion of the development fee.

Note payable #22 exists with the Industrial Development Authority of the County of Pima, Arizona. It is a non—recourse loan that is secured by available investments from the proceeds of the note payable and the underlying lease with Clark County, Nevada and sublease with the Las Vegas Metropolitan Police Department for the real estate property constructed with the proceeds from this note payable.

This loan originated on September 2, 2009 with a final maturity of July 2041. The interest rate is fixed at 6.0%, with annual payments beginning July 2019 and ending July 2041. Annual payments range from \$390,000 to \$24,365,000. The total loan balance will increase to \$88,423,450 as accrued interest is added to the note payable with a fixed interest rate at 6.0%, with \$20,991,364 the outstanding balance at September 30, 2013. The purpose of the note payable was to have the necessary resources to construct/develop a real estate project known as the headquarters and administrative offices of the Las Vegas Metropolitan Police Department to be utilized by the local government Clark County, Nevada and the Las Vegas Metropolitan Police Department. This note payable has no relationship with disqualified persons. This note payable is subordinate to Note payable #20 and was issued in favor of the developer to pay a portion of the development fee.

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Schedule #9, Page 6, Part VIII, Line 1, "Information about Directors, etc.":

(a) Name and Address	(b)	(c)	(d)	(e)
Michael Hammond 335 N Wilmot Rd Ste. #420 Tucson, AZ 85711	President 6 hr per month	0	0	0
Kendall Bert 335 N. Wilmot Rd. Ste. #420 Tucson, AZ 85711	Secretary 2 hr per month	0	0	0
Michael Arnold 335 N Wilmot Rd. Ste. #420 Tucson, AZ 85711	Treasurer 2 hr per month	0	0	0
Kenneth Abrahams 335 N Wilmot Rd. Ste #420 Tucson, AZ 85711	Trustee— Director 2 hr per month	0	0	0
Kathleen Perkins 335 N Wilmot Rd. Ste. #420 Tucson, AZ 85711	Trustee— Director 2 hr per month	0	0	0

(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

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Schedule #10, Page 8, Part X, " Minimum Investment Return "

In performing the calculations required for Part X, the only assets available to make charitable distributions is the cash available in a checking accounts in the name of Community Finance Corporation or its underlying disregarded tax entities. This represents the calculated average of monthly cash balances of \$755,514 used in Part X (which also includes \$1,077,568 in cash—non — interest bearing as of the end of year book value on Page 2, Part II line 1 on the Balance Sheet). All other assets on the balance sheet are not included in the calculations in Part X because they represent assets on deposit with trustee/fiscal agents that are permanently restricted and cannot be accessed by Community Finance Corporation based on the provisions of legal documents such as trust indentures, loan agreements, promissory notes, and management agreements. These assets are on deposit with trustee/fiscal agents and are the result of the issuance of publicly financed bond issues. The acceptance of notes payable proceeds from publicly financed bond issues results in the availability of assets on deposit with trustee/fiscal agents for the purpose of lessening the burdens of government and to erect, finance the erection of, or maintain public buildings, monuments, or works, which is the purpose of Community Finance Corporation's tax exempt status. Finally, these assets are not included in the calculations in Part X because they meet the definition of "assets that are actually used or held for use by the organization for a charitable, educational, or other similar function that contributed to the charitable status of the foundation". By definition, the only assets included in Part X calculations are "only those assets that are not actually used or held for use by the organization for a charitable, educational, or other similar function that contributed to the charitable status of the foundation".

Schedule #11, Page 11, Part XV, " Supplementary Information"; Question 3 "Grants and Contributions Paid During the Year"

It is the policy of the Community Finance Corporation to make charitable contributions to existing 501(c)(3) public entities that provide programs or services that have the primary purpose of the lessening of the burdens of government. More specifically, Community Finance Corporation will consider programs that will provide community social service or community economic development

In fiscal 2013, Community Finance Corporation made a \$50,000 donation to the Microbusiness Advancement Center for the purpose of an unrestricted donation for economic development, which met the criteria of community economic development.

In addition, in fiscal 2013, Community Finance Corporation made \$50,000 in donations to the University of Arizona Foundation/Arizona Assurance for the purpose of funding an endowment scholarship fund to benefit low to moderate income students, which met the criteria of community social service.

Also, in fiscal 2013, Community Finance Corporation made a \$45,000 donation to Salvation Army Tucson for the purpose of supporting the effort to build a new shelter to serve crisis needs of Tucson homeless, which met the criteria of community social service.

Also, in fiscal 2013, Community Finance Corporation made a \$25,000 donation to the United Way of Tucson and Southern Arizona for the purpose of funding an early childhood education program, which met the criteria of community social service.

Also, in fiscal 2013, Community Finance Corporation made a \$25,000 donation to the University of Arizona Foundation/DAVINCHI Scholarship Fund for the purpose of a scholarship program for engineering students, which met the criteria of community social service.

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Schedule #11, Page 11, Part XV, "Supplementary Information"; Question 3 "Grants and Contributions Paid During the Year" (Continued):

Also, in fiscal 2013, Community Finance Corporation made \$25,000 in donations to Tucson Values Teachers Fund for the purpose of purchasing classroom supplies, which met the criteria of community social service

Also, in fiscal 2013, Community Finance Corporation made a \$25,000 donation to Literacy Connects for the purpose of supporting literacy efforts of awareness building, advocacy and coordination, which met the criteria of community social service

Also, in fiscal 2013, Community Finance Corporation made a \$25,000 donation to the Tucson Unified School District Educational Enrichment Foundation for the purpose of construction of a community garden at John B. Wright Elementary School to enhance STEM curriculum and provide fresh food, which met the criteria of community social service.

Also, in fiscal 2013, Community Finance Corporation made a \$15,000 donation to Science Foundation Arizona for the purpose of supporting its mission to diversify and strengthen Arizona's economy, which met the criteria of community economic development.

Also, in fiscal 2013, Community Finance Corporation made \$10,000 in donations to the Community Foundation for Southern Arizona for the sponsorship of a non-profit loan fund, which met the criteria of community economic development.

Also, in fiscal 2013, Community Finance Corporation made a \$5,000 donation to the University of Arizona Foundation/Tucson Village Farm Sponsorship for the purpose of supporting a curriculum program improving health and wellness of Tucson youths, which met the criteria of community social service.

All eleven of these donations are intended to lessen/reduce the burdens of government.

(a) Name and Address	(b)	(c)	(d)	(e)
Literacy Connects 2850 E. Speedway Blvd. Tucson, AZ 85716	N/A	501(c)3	See above	25,000
Tucson Unified School District Education Enrichment Foundation 3809 E Third St. Tucson, AZ 85716	N/A	501(c)3	See above	25,000
Science Foundation Arizona 400 E. Van Buren Street Suite 200 Phoenix, AZ 85004	N/A	501(c)3	See above	15,000
Community Foundation of Southern Arizona 2530 E Broadway Blvd. Tucson, AZ 85716	N/A	501(c)3	See above	10,000
University of Arizona Foundation/ Tucson Village Farm Sponsorship 1111 N. Cherry Avenue Tucson, AZ 85721-0109	N/A	501(c)3	See above	5,000
				80,000

(b) - If recipient is an individual, show any relationship to any foundation manager or substantial contributor

(c) - Foundation status of recipient

(d) - Purpose of grant or contribution

(e) - Amount

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Noté.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions Community Finance Corporation	Employer identification number (EIN) or 86-0683138
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O Ronald D. Kovar Jr. CPA 7838 E. Linden Ct.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Tucson, Arizona 85715	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Ronald D. Kovar Jr. CPA**
Telephone No. **520-722-3643** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4** I request an additional 3-month extension of time until **August 15**, 20 **14**.
- 5** For calendar year _____, or other tax year beginning **October 1**, 20 **12**, and ending **September 30**, 20 **13**.
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7** State in detail why you need the extension **All information to file a complete and accurate return is not available at this time. The taxpayer is in the process of obtaining the necessary information.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,248
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	3,655
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Ronald D. Kovar Jr.

Title ▶ CPA

Date ▶

5/9/14