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

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning February 1, 2013, and ending January 31, 2014

Name of foundation <u>Civic Foundation, Inc.</u>		A Employer identification number <u>39-1299224</u>
Number and street (or P.O. box number if mail is not delivered to street address) <u>4729 E. Clearwater Pkwy.</u>	Room/suite	B Telephone number (see instructions) <u>480-948-2454</u>
City or town, state or province, country, and ZIP or foreign postal code <u>Paradise Valley, AZ 85253</u>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <u>\$ 954,981</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part 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)	-0-			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	7	7	N/A	
	4 Dividends and interest from securities	18444	18444		
	5a Gross rents	-0-	-0-		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5685			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		5685		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold	N/A				
c Gross profit or (loss) (attach schedule)	-0-				
11 Other income (attach schedule)	-0-	-0-			
12 Total. Add lines 1 through 11	24136	24136			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	-0-	-0-		-0-
	14 Other employee salaries and wages	-0-	-0-		-0-
	15 Pension plans, employee benefits	-0-	-0-		-0-
	16a Legal fees (attach schedule)	-0-	-0-		-0-
	b Accounting fees (attach schedule)	-0-	-0-		-0-
	c Other professional fees (attach schedule)	3954	3954		-0-
	17 Interest	-0-	-0-		-0-
	18 Taxes (attach schedule) (see instructions)	1377	1377		-0-
	19 Depreciation (attach schedule) and depletion	-0-	-0-		-0-
	20 Occupancy	-0-	-0-		-0-
	21 Travel, conferences, and meetings	-0-	-0-		-0-
	22 Printing and publications	-0-	-0-		-0-
	23 Other expenses (attach schedule)	10	10		-0-
	24 Total operating and administrative expenses. Add lines 13 through 23	5341	5341		-0-
	25 Contributions, gifts, grants paid	45800			45800
26 Total expenses and disbursements. Add lines 24 and 25	51141	5341		45800	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(27005)				
b Net investment income (if negative, enter -0-)		18795			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	11,348	5,703	5,703
	2	Savings and temporary cash investments	63,265	47,145	47,145
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	274,564	269,324	902,033
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	349,177	322,172	954,881
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	349,177	322,172	
	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)	349,177	322,172	
	31	Total liabilities and net assets/fund balances (see instructions)	349,177	322,172	

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	349,177
2	Enter amount from Part I, line 27a	2	(27,005)
3	Other increases not included in line 2 (itemize) ▶	3	—0—
4	Add lines 1, 2, and 3	4	322,172
5	Decreases not included in line 2 (itemize) ▶	5	—0—
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	322,172

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See attached Schedule			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	5685
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	40800	776221	.05
2011	51468	769007	.07
2010	56301	774965	.07
2009	65454	776219	.08
2008	35450	922514	.0384

2 Total of line 1, column (d)	2	.31
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	.06
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	933700
5 Multiply line 4 by line 3	5	56022
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1880
7 Add lines 5 and 6	7	57902
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	45800

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	376	00
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	376	00
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	376	00
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	-0-	
b	Exempt foreign organizations—tax withheld at source	6b	-0-	
c	Tax paid with application for extension of time to file (Form 8868)	6c	-0-	
d	Backup withholding erroneously withheld	6d	-0-	
7	Total credits and payments. Add lines 6a through 6d	7	-0-	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	376	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be. Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>N/A</u> (2) On foundation managers. ▶ \$ <u>N/A</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>N/A</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Wisconsin and Arizona</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>Miriam Lowe</u> Telephone no ▶ <u>480-948-2454</u> Located at ▶ <u>4729 E. Clearwater Pkwy Paradise Valley Az</u> ZIP+4 ▶ <u>85253-2966</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No <input checked="" type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of 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? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b <u>N/A</u>		
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c <input checked="" type="checkbox"/>		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) 2b <u>N/A</u>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 3b <u>N/A</u>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input checked="" type="checkbox"/>		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b <input checked="" type="checkbox"/>		

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 ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
Schedule	Attached	Schedule		

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

- 0 -

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

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

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

- 0 -

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	- 0 -

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

- 0 -

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	871730
b	Average of monthly cash balances	1b	76189
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	947919
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	-0-
2	Acquisition indebtedness applicable to line 1 assets	2	-0-
3	Subtract line 2 from line 1d	3	947919
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14219
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	933700
6	Minimum investment return. Enter 5% of line 5	6	46685

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	46685
2a	Tax on investment income for 2013 from Part VI, line 5	2a	376
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	376
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46309
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	46309
6	Deduction from distributable amount (see instructions)	6	-0-
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	46309

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	45800
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	45800
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	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	45800

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				46309
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			-0-	
b Total for prior years: 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				12214
d From 2011				13882
e From 2012				3325
f Total of lines 3a through e	29421			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ _____				
a Applied to 2012, but not more than line 2a			-0-	
b Applied to undistributed income of prior years (Election required—see instructions)		-0-		
c Treated as distributions out of corpus (Election required—see instructions)	-0-			
d Applied to 2013 distributable amount				45800
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	509			509
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	28912			
b Prior years' undistributed income. Subtract line 4b from line 2b		-0-		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		-0-		
d Subtract line 6c from line 6b Taxable amount—see instructions		-0-		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				-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 2008 not applied on line 5 or line 7 (see instructions)	-0-			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	28912			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				9208
d Excess from 2012				3325
e Excess from 2013				16379

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))
N/A

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
N/A

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

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

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

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

c Any submission deadlines
N/A

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

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

Recipient	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				
Schedule B attached				
Total			▶ 3a	45800
b Approved for future payment				
NONE				
Total			▶ 3b	-0-

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				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory				
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)				
13 Total. Add line 12, columns (b), (d), and (e)				

(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)
	N/A

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash		X
(2)	Other assets		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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.		
	<i>Miriam Lowe</i> Signature of officer or trustee	<i>4/2/14</i> Date	<i>Secretary</i> Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

CIVIC FOUNDATION, INC.
#39-1299224
February 1,2013-January 31,2014

Schedule A

990PF-Part 1-Line 3

Interest on savings & temporary investments

Wells Fargo, as nominee

#2241-9634	.79
#2112-8344	.62
Northern Trust Bank	.62
Charles Schwab #1166-9044	<u>5.15</u>

7.18

990PF-Part1-line 4-Dividends

Wells Fargo, as nominee

#2241-9634	50.60
#2112-8344	249.40
Charles Schwab, as nominee	
#1166-9044	<u>18,144.16</u>

18,444.16

990PF=Part1-line 16c

Investment fees-L.Roy Papp & Associates

3,954.00

990PF-part1-line18 taxes

Foreign tax withheld	41.29
Excise tax for 2012	1,335.54

1,376.83

990PF-Part1-line 23--other expenses

Secretary of State filing fee

10.00

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2013-January 31, 2014

Schedule B

990PF-Part1-line 25

Arden Theatre 40 N.2nd St., Philadelphia, Pa. 191106 B	5,000.00
Berkeley Repertory Theatre 2025 Addison, Berkeley, Ca. 94704	1,000.00
Brandeis University Waltham, Ma.	10,000.00
Chamber Orchestra of Philadelphia 1520 Locust St. #500, Philadelphia, Pa. 19102	1,000.00
Jefferson Foundation 1020 Walnut, Philadelphia, Pa. 19107	2,500.00
National Museum of American Jewish History 1015 Independence Mall East, Philadelphia, Pa. 19106	15,000.00
Philadelphia Theatre 230 S>Broad #1105, Philadelphia, Pa. 19102	5,000.00
Temple University 1243 Anderson Hall, 1114 W, Berks, Philadelphia, Pa. 19122	3,500.00
Tides Center/Shalom Bayit P.O. Box 10102, Oakland, Ca., 94610	<u>2,800.00</u>
	45,800.00

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

Civic Foundation, Inc.

39-1299224

February 1, 2013 - January 31, 2014

Schedule C

Initials	Date

		1	2	3	4	5	6
				Cost	Mkt. Val. 2/1/13 or Cost	Mkt. Val. 1/31/14	Increase (Decrease)
Chas. Schwab # 1166-9044							
200 Canadian Nat'l. R.R.				486350	956600	1070000	113400
500 Clorox				2165775	3920500	4413500	493000
1300 Coca Cola				3160927	4841200	4916600	75400
800 Costco				2307950	8187200	8988800	801600
200 Exxon Mobil				1679850	1799400	1843200	43800
600 Johnson + Johnson				1767800	4435200	5308200	873000
400 Microsoft				1128300	1098000	1513600	415600
1900 Northern Trust Bank				3562720	9781200	11441800	1660600
1900 Rowe T. Price				3195225	13567900	14903600	1335700
1700 State Street				2229677	9460500	11381500	1921000
400 Wal-Mart				2068900	2798000	2987200	189200
3200 Walgreen				1845260	12787200	18352000	5564800
100 3M				801200	1005500	1281900	276400
Wells Fargo # 2112-8344							
100 Coca-Cola				243149	372400	378200	5800
9 Express Scripts				6103	48078	67221	19143
20 Hillshire Brands				8762	61960	71240	9280
100 Northern Trust				187512	5714800	602200	87400
Wells Fargo # 2241-9634							
58 Express Scripts				39213	309836	433202	123366
70 Hillshire Brands				47773	211860	249340	32480
Total:							
Cost				26932446			
Mkt. Value 7/1/13					76162334		
Mkt. Value 1/31/14					76162334	90203303	
Increase (Decrease) Mkt. Value							14040969

	Purch. Date	Sales Date	# 37 - MKT Value 2/1/13	Sales Price	Cost	MKT Gain (Loss)	Schedule D
43 Sh. Hanesbrands	2/15/94	8/8/13	648.64	2627.87	1979.23	1016.23	
12 Sh. Hanesbrands	7/25/94	8/8/13	180.63	708.19	527.56	258.43	
104 Sh. DeMaster El.	7/25/94	9/24/13	980.00	1686.29	706.29	457.29	
350 Sh. DeMaster Bl.	7/25/94	9/24/13	3430.00	5902.01	2472.01	1600.51	
Total:							
Cost			5239.27				
MKT Value 2/1/13			7591.90				
Sales Price			10924.36				
Cost Gain					5685.09		
MKT Gain						3332.46	

Civic Foundation, Inc.

#39-1299224

February 1, 2013 - January 31, 2014

Average monthly Fair
Market Value of Securities
990 PF Part X Line 1a

Schwab Wells Fargo Wells Fargo
Weinstein Bernbaum Total

2/28/13
3/31
4/30
5/31
6/30
7/31
8/31
9/30
10/31
11/30
12/31
1/31/14

76045400	1202805	1147796	78376001
80964410	1279920	1312004	83556334
81646000	1305845	1364054	84315899
83493580	1323520	1370244	86184124
81741800	1323330	1370058	84435188
86292200	1356267	1475258	89123755
81780800	1215412	1166474	84162686
84036000	1039700	573620	85649320
89583000	1081828	592426	91257254
92475700	1119255	624510	94219525
92768700	1162096	641472	94572268
88401900	1118861	682542	90603303
1019259190	14528839	12317328	1046075657

$$1046075657 \div 12 = 871729.71$$

990 PF Part X Line 1b
Average monthly
Cash Balances

Northern Wells Fargo Wells Fargo Schwab
Weinstein Bernbaum Govt. M.F.

2/28/13
3/31
4/30
5/31
6/30
7/31
8/31
9/30
10/31
11/30
12/31
1/31/14

1134774	519206	452696	5321649	7428325
1134779	519210	452700	5548598	7655287
1000229	525264	453579	5705048	7684120
1000233	525268	453583	5660708	7639792
1000237	525512	454447	5910580	7890176
1000242	531667	455326	59747936	7935171
1000246	602491	719118	6008248	8329153
1000250	771125	1308326	6271039	9350740
1000254	777382	1309562	6410597	9497795
1120265	777388	1309573	4363939	7573163
570275	780195	1307584	2495120	5158174
570278	783652	1310820	2620020	5284770
11532062	7638360	9988314	62268530	91427266

$$914272.66 \div 12 = 76189.39$$

990PF Part VIII- Information about Officers and Directors

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