



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation Covenant Foundation Inc		A Employer identification number 74-2622129	
Number and street (or P O box number if mail is not delivered to street address) 18615 Tuscany Stone No 200		B Telephone number (see instructions) (210) 614-7051	
City or town, state or province, country, and ZIP or foreign postal code San Antonio, TX 78258		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)▶\$ 18,304,163		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

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)	107			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	149,886	149,886		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,387			
	b Gross sales price for all assets on line 6a 201,387				
	7 Capital gain net income (from Part IV, line 2) . . .		1,387		
	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)	4,179	0		
	12 Total. Add lines 1 through 11	155,559	151,273		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	78,075	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	15,579	0		0
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,995	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,784	0		0
	19 Depreciation (attach schedule) and depletion	548	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,727	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,502	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	106,210	0		0
	25 Contributions, gifts, grants paid	9,141,515			9,141,515
	26 Total expenses and disbursements. Add lines 24 and 25	9,247,725	0		9,141,515
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-9,092,166			
	b Net investment income (if negative, enter -0-)		151,273		
	c Adjusted net income (if negative, enter -0-)				

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	13,639,057	3,037,672	3,037,672
	2	Savings and temporary cash investments	5,428,816	621,036	621,036
	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) ▶ <u>7,699,910</u> Less allowance for doubtful accounts ▶ <u>0</u>	1,181,788	7,699,910	7,699,910
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,700,000 	6,500,000	6,500,000
	b	Investments—corporate stock (attach schedule)	318,642 	318,642	443,352
	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 ▶ <u>3,064</u> Less accumulated depreciation (attach schedule) ▶ <u>871</u>	0 	2,193	2,193
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	27,268,303	18,179,453	18,304,163
Liabilities	17	Accounts payable and accrued expenses	803	4,119	
	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)	803	4,119	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	27,267,500	18,175,334	
	30	Total net assets or fund balances (see instructions)	27,267,500	18,175,334	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	27,268,303	18,179,453	

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 27,267,500
2	Enter amount from Part I, line 27a	2 -9,092,166
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 18,175,334
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 18,175,334

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)
1 a	Alaska St HSG Fin Corp Redemption		2011-12-21	2014-07-01
b	Murray City Utah Hosp Redemption		2012-02-13	2014-05-15
c	IPO Litigation Proceeds			
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 100,000		100,000	0
b 100,000		100,000	0
c 1,387			1,387
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			0
b			0
c			1,387
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	1,387
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 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))
2013	10,621,730	21,865,156	0 485783
2012	13,131,108	34,378,957	0 381952
2011	9,148,377	3,668,604	2 493694
2010	5,095,385	1,542,329	3 303695
2009	10,430,354	4,035,766	2 584479

2	Total of line 1, column (d).	2	9 249603
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	1 849921
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	17,672,173
5	Multiply line 4 by line 3.	5	32,692,124
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,513
7	Add lines 5 and 6.	7	32,693,637
8	Enter qualifying distributions from Part XII, line 4.	8	9,141,515

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,025
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	3,025
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	3,025
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,970	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	3,970
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	945
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 945 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
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>	2		No
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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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>	5		No
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?	6	Yes	
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>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of David Keith Telephone no (210) 614-7051 Located at 18615 Tuscany Stone Ste 200 San Antonio TX ZIP +4 78258			
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 2014, 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
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? 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		No
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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes No			
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 2014 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 2014.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (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

5b

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)?

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
See Additional Data Table				

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

(3)

Part IX-A Summary of Direct Charitable Activities

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

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,098,528
b	Average of monthly cash balances.	1b	10,842,764
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,941,292
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	17,941,292
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	269,119
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,672,173
6	Minimum investment return. Enter 5% of line 5.	6	883,609

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	883,609
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,025
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,025
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	880,584
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	880,584
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	880,584

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	9,141,515
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	
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	9,141,515
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	9,141,515

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				880,584
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	10,401,102			
b From 2010.	5,018,301			
c From 2011.	8,965,029			
d From 2012.	11,412,419			
e From 2013.	9,529,186			
f Total of lines 3a through e.	45,326,037			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 9,141,515				
a Applied to 2013, 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 2014 distributable amount.				880,584
e Remaining amount distributed out of corpus	8,260,931			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,586,968			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	10,401,102			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	43,185,866			
10 Analysis of line 9				
a Excess from 2010. . . .	5,018,301			
b Excess from 2011. . . .	8,965,029			
c Excess from 2012. . . .	11,412,419			
d Excess from 2013. . . .	9,529,186			
e Excess from 2014. . . .	8,260,931			

Part XIVPrivate 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 2014, enter the date of the ruling.

b

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

2a

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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				

3

Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XVSupplementary Information (Complete this part only if the organization 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))

James R Leininger

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

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 email address 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

Form 990-PF (2014)

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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	9,141,515
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?

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.

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes ☐ No ☒

Phone no (210) 344-0205

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas W Lyles Jr	Secretary/Treasurer 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
James R Leininger	Chairman/Director 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
Cecelia A Leininger	Director 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
Tracy M Craven	Director 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
Brian C Leininger	Director 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
Kelly C Welch	Director 0 00	0	0	0
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				
David Craven	President/Asst Sec/Director 40 00	78,075	1,952	13,627
18615 Tuscany Stone Ste 200 San Antonio, TX 78258				

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Mercy Manor PO BOX 1019 White Oak,TX 75693	None	Public	General Funding	1,000
Proclaiming His Word 2849 LAUREL PARK HWY HENDERSONVILLE,NC 28739	None	Public	General Funding	2,400
Creation Moments PO BOX 839 FOLEY,MN 56329	None	Public	General Funding	2,500
New Hope Community Church 64000 NW 31st Ave Ft Lauderdale,FL 33309	None	Public	General Funding	2,500
Campus Crusade for Christ 100 LAKE HART DRIVE ORLANDO,FL 32832	None	Public	General Funding	3,000
All Nations PO BOX 55 GRANDVIEW,MO 64030	None	Public	General Funding	3,600
Campus Crusade for Christ PO BOX 628222 ORLANDO,FL 328629841	None	Public	General Funding	3,600
Central Christian Church 3602 BROOKSIDE DRIVE WYLIE,TX 75098	None	Public	General Funding	3,600
Ripe for Harvest PO BOX 487 MONUMENT,CO 80132	None	Public	General Funding	3,600
Way for Today PO BOX 1957 BRANDON,MS 390431957	None	Public	General Funding	3,600
World Harvest Mission PO BOX 1244 ALBERT LEA,MN 56007	None	Public	General Funding	3,600
Global Outreach Mission PO BOX 2010 BUFFALO,NY 142312010	None	Public	General Funding	4,800
AG US Missions 1445 N BOONVILLE AVE SPRINGFIELD,MO 65802	None	Public	General Funding	5,000
Cure International 701 Bosler Ave Lemoyne,PA 17043	None	Public	General Funding	5,000
Ethnos Mission Center PO BOX 592348 San Antonio,TX 78259	None	Public	General Funding	5,000
Total ▶ 3a				9,141,515

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Leading The Way PO BOX 20100 Atlanta,GA 30325	None	Public	General Funding	5,000
Campus Crusade for Christ PO BOX 628222 ORLANDO,FL 32862	None	Public	General Funding	6,000
Verbo Ministries PO BOX 190 KENNER,LA 700630190	None	Public	General Funding	6,000
Youth With A Mission-Garden Valley PO BOX 3000 GARDEN VALLEY,TX 757713000	None	Public	General Funding	6,000
Youth With A Mission-Garden Valley PO BOX 3000 GARDEN VALLEY,TX 757713000	None	Public	General Funding	7,200
Youth With A Mission-Guatemala 4444 EDGAR PARK AVENUE EL PASO,TX 799042808	None	Public	General Funding	7,200
Friends of Children Everywhere PO BOX 6904 KOKOMO,IN 469046904	None	Public	General Funding	7,800
Mental Health Alliance 201 OLD HEWITI ROAD SUITE D WACO,TX 76712	None	Public	General Funding	9,000
306 Foundation PO BOX 1809 Apex,NC 27523	None	Public	General Funding	10,000
Liberty Institute 2001 WEST PLANO PARKWAY SUITE 1600 PLANO,TX 75075	None	Public	General Funding	10,000
Living Waters 9818 ARKANSAS STREET BELLFLOWER,CA 90706	None	Public	General Funding	10,000
Lutheran Indian Ministries 3525 NORTH 124TH STREET BROOKFIELD,WI 530052498	None	Public	General Funding	10,000
Mastermedia International 330 North Sixth St Ste 110 Redlands,CA 92374	None	Public	General Funding	10,000
Movieguide 1151 Avenida Ocaso Camarillo,CA 93012	None	Public	General Funding	10,000
Summit Ministries PO BOX 207 MANITOU SPRINGS,CO 80829	None	Public	General Funding	10,000
Total  3a				9,141,515

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Texas Home School Coalition PO BOX 6747 BRIARCROFT OFC PARK 10 LUBBOCK,TX 79493	None	Public	General Funding	10,000
Campus Crusade for Christ 1880 ARAPAHOE ST SUITE 2112 DENVER,CO 80202	None	Public	General Funding	12,000
Only a Servant Ministries Inc PO BOX 700155 SAN ANTONIO,TX 782700155	None	Public	General Funding	12,000
Antioch Ministries 505 N 20TH ST WACO,TX 76707	None	Public	General Funding	14,000
Mercy International 2734 HARVEST CREEK LANE BOERNE,TX 78006	None	Public	General Funding	24,400
American Family Association PO Drawer 2440 Tupelo,MS 38803	None	Public	General Funding	25,000
Life Outreach International PO BOX 982000 FORT WORTH,TX 761828000	None	Public	General Funding	25,000
National Day of Prayer Task Force PO BOX 64225 COLORADO SPRINGS,CO 80962	None	Public	General Funding	25,000
San Antonio Symphony PO BOX 658 SAN ANTONIO,TX 78293	None	Public	General Funding	25,000
The Justice Foundation 7210 LOUIS PASTEUR Ste 200 San Antonio,TX 78229	None	Public	General Funding	25,000
Family Educators Alliance of South Texas 25 BURWOOD SUITE 201 SAN ANTONIO,TX 78216	None	Public	General Funding	27,500
National Religious Broadcaster 9510 Technology Dr Manassas,VA 20110	None	Public	General Funding	50,000
Revive Our Hearts PO BOX 2000 NILES,MI 49120	None	Public	General Funding	50,000
Pregnancy Care Center 7210 LOUIS PASTEUR SAN ANTONIO,TX 78229	None	Public	General Funding	60,000
Christian Academy of SA 325 CASTROVILLE RD SAN ANTONIO,TX 78207	None	Public	Scholarship Fund	1,120,615
Total  3a				9,141,515

Form 990PF Part XV Line 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
Name and address (home or business)				
a <i>Paid during the year</i>				
Christian Community Foundation Inc dba Waterstone 2925 PROFESSIONAL PLACE COLORADO SPRINGS,CO 80904	None	Public	General Funding	2,109,000
Christian Academy of SA 325 CASTROVILLE RD SAN ANTONIO,TX 78207	None	Public	General Funding	2,250,000
Patrick Henry College PO Box 1776 PURCELLVILLE,VA 20134	None	Public	General Funding	3,100,000
Total  3a				9,141,515

TY 2014 Accounting Fees Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	2,995	0		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Depreciation Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Filemaker Pro 9 0 ESD Database Software	2008-12-12	323	323	SL	3 0000000000000	0	0		
Apple MacBook Pro	2014-02-13	2,741		200DB	5 0000000000000	548	0		

TY 2014 Investments Corporate Stock Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Combined Corporate Stock	318,642	443,352

**TY 2014 Investments Government
Obligations Schedule****Name:** Covenant Foundation Inc**EIN:** 74-2622129**US Government Securities - End of****Year Book Value:**

6,500,000

US Government Securities - End of**Year Fair Market Value:**

6,500,000

**State & Local Government
Securities - End of Year Book****Value:**

0

**State & Local Government
Securities - End of Year Fair****Market Value:**

0

TY 2014 Land, Etc. Schedule**Name:** Covenant Foundation Inc**EIN:** 74-2622129

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Filemaker Pro 9.0 ESD Database Software	323	323	0	0
Apple MacBook Pro	2,741	548	2,193	2,193

TY 2014 Other Expenses Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Office Expense	288	0		0
Postage	26	0		0
Payroll Service Fees	371	0		0
Telephone	817	0		0

TY 2014 Other Income Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Tax Exempt Interest & Dividends-Merrill Lynch	3,256		3,256
State refund	923		923

TY 2014 Taxes Schedule

Name: Covenant Foundation Inc

EIN: 74-2622129

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	5,784	0		0