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Return of Private Foundation

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

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning

, 2015, and ending

, 20

Name of foundation COVENANT FOUNDATION, INC.		A Employer identification number 31-1225037						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 513-661-3100						
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45247		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here . . . <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here . . <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . <input type="checkbox"/>						
G Check all that apply: <table border="1"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<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
<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							
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 I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 67,015,924. 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.)								

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 <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,489,327.	1,489,327.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	893,286.			
	b Gross sales price for all assets on line 6a 10,328,372.				
	7 Capital gain net income (from Part IV, line 2)		893,286.		
	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)					
12 Total. Add lines 1 through 11	2,382,613.	2,382,613.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	690.	345.	NONE	345.
	c Other professional fees (attach schedule) STMT 2	28.	28.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	148,479.	1,993.		200.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,823.	NONE	NONE	4,823.
	22 Printing and publications	1,250.	NONE	NONE	1,250.
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	155,270.	2,366.	NONE	6,618.
	25 Contributions, gifts, grants paid	6,489,800.			6,489,800.
26 Total expenses and disbursements. Add lines 24 and 25	6,645,070.	2,366.	NONE	6,496,418.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-4,262,457.				
b Net investment income (if negative, enter -0-)		2,380,247.			
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			
	2	Savings and temporary cash investments	7,512,745.	9,088,081.	9,088,081.
	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) ▶ *		3,172,288.	STMT 4
		Less: allowance for doubtful accounts ▶ NONE	8,685,528.	3,172,288.	3,172,288.
	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) . STMT 5	50,604,608.	48,219,962.	49,630,957.
	c	Investments - corporate bonds (attach schedule) . STMT 6	3,059,496.	3,081,889.	3,096,319.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 7	2,294.	2,030,340.	2,028,279.	
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)	69,864,671.	65,592,560.	67,015,924.	
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)		NONE		
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	69,864,671.	65,592,560.	
	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)	69,864,671.	65,592,560.	
	31	Total liabilities and net assets/fund balances (see instructions)	69,864,671.	65,592,560.	

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	69,864,671.
2	Enter amount from Part I, line 27a	2	-4,262,457.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	65,602,214.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	9,654.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	65,592,560.

Form 990-PF (2015)

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 PUBLICLY TRADED SECURITIES					
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 10,328,372.		9,435,086.	893,286.		
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			893,286.		
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	893,286.	
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))
2014	2,015,487.	73,752,597.	0.027328
2013	1,127,230.	45,318,446.	0.024874
2012	861,057.	18,271,014.	0.047127
2011	938,177.	19,379,113.	0.048412
2010	578,013.	16,025,187.	0.036069
2 Total of line 1, column (d)			2 0.183810
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 0.036762
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 69,596,668.
5 Multiply line 4 by line 3			5 2,558,513.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 23,802.
7 Add lines 5 and 6			7 2,582,315.
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 6,496,418.

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)		1	23,802.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	
3 Add lines 1 and 2		3	23,802.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,802.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	128,180.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	128,180.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	104,378.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 26,200. Refunded <input checked="" type="checkbox"/> 78,178.	11	78,178.	

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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? 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) <input type="checkbox"/> OH		
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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
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)		X
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)		
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X	
14 The books are in care of ▶ SEE STATEMENT 8 Telephone no. ▶ Located at ▶ ZIP+4 ▶		
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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ , , ,		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ , , ,		
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 2015 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 2015.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Form 990-PF (2015)

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

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 ☐**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
TIMOTHY E. JOHNSON 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
JANET L. JOHNSON 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
TIMOTHY C. GEHNER 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-
SUSAN R. PAGLIARO 3777 WEST FORK RD., CINCINNATI, OH 45247	DIRECTOR 1	-0-	-0-	-0-

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
N/A		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2015)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Form **990-PF** (2015)

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	62,780,824.
b	Average of monthly cash balances	1b	7,875,332.
c	Fair market value of all other assets (see instructions).	1c	360.
d	Total (add lines 1a, b, and c)	1d	70,656,516.
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	NONE
3	Subtract line 2 from line 1d	3	70,656,516.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,059,848.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,596,668.
6	Minimum investment return. Enter 5% of line 5	6	3,479,833.

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	3,479,833.
2a	Tax on investment income for 2015 from Part VI, line 5 2a		23,802.
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	23,802.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,456,031.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,456,031.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,456,031.

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	6,496,418.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,496,418.
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	23,802.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,472,616.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,456,031.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			3,246,937.	
b Total for prior years 20 <u>13</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ <u>6,496,418.</u>				
a Applied to 2014, but not more than line 2a . . .			3,246,937.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount.				3,249,481.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				206,550.
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)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2011 . . .	NONE			
b Excess from 2012 . . .	NONE			
c Excess from 2013 . . .	NONE			
d Excess from 2014 . . .	NONE			
e Excess from 2015 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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)

2 a 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) 2015

(b) 2014

(c) 2013

(d) 2012

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

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

a "Assets" alternative test - enter

(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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 SEE STATEMENT 23				6,489,800.
Total			▶ 3a	6,489,800.
b Approved for future payment				
Total			▶ 3b	

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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

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.

Sign Here  May 12, 2016  President

Signature of officer or trustee Date 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
	JOSEPH B HULL		05/05/2016	<input checked="" type="checkbox"/>	P00135850
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-6565596			
	Firm's address ▶ 800 YARD STREET, SUITE 200 COLUMBUS, OH 43212	Phone no 614-232-7290			

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	690.	345.		345.
TOTALS	690.	345.	NONE	345.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----		NET INVESTMENT INCOME -----	
CUSTODIAN & MANAGEMENT FEES (A)	28.		28.	
	-----		-----	
TOTALS	28.		28.	
	=====		=====	

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
STATE INCOME TAXES	200.	200.	200.
FEDERAL TAX PAYMENT - PRIOR YE	18,306.		
FEDERAL ESTIMATES - PRINCIPAL	128,180.		
FOREIGN TAXES ON QUALIFIED FOR	1,314.	1,314.	
FOREIGN TAXES ON NONQUALIFIED	479.	479.	
	-----	-----	-----
TOTALS	148,479.	1,993.	200.
	=====	=====	=====

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE
=====

BORROWER:

UNIPAC V LLC

RELATIONSHIP TO INSIDER:

NONE

INTEREST RATE: 6.000000

DATE OF NOTE: 05/15/2007

MATURITY DATE: 05/15/2016

BEGINNING BALANCE DUE 521,113.

ENDING BALANCE DUE 383,347.

ENDING FAIR MARKET VALUE 383,347.

BORROWER:

JOHNSON CRT

RELATIONSHIP TO INSIDER:

NONE

INTEREST RATE: 5.000000

MATURITY DATE: 03/01/2016

BEGINNING BALANCE DUE 8,164,415.

ENDING BALANCE DUE 2,788,941.

ENDING FAIR MARKET VALUE 2,788,941.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 8,685,528.
=====TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 3,172,288.
=====TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 3,172,288.
=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
MUTUAL FDS / STOCKS - EQUITY	48,219,962.	49,630,957.
	-----	-----
TOTALS	48,219,962.	49,630,957.
	=====	=====

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

JOHNSON FIXED INCOME FUND

3,081,889.

3,096,319.

TOTALS

3,081,889.

3,096,319.

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
LINCOLN NATIONAL LIFE INS. POL	C	2,294.	233.
WESLEYAN INVESTMENT ACCOUNT	C	2,028,046.	2,028,046.
		-----	-----
		2,030,340.	2,028,279.
		=====	=====

TOTALS

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: TIMOTHY E. JOHNSON
JOHNSON TRUST COMPAN
ADDRESS: 3777 WEST FORK ROAD
CINCINNATI, OH 45247

TELEPHONE NUMBER: (513)661-3100

=====

RECIPIENT NAME:

JESUSONLINE MINISTRIES

ADDRESS:

PO BOX 1643

HIGLEY, AZ 85236

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BARNABAS AID

ADDRESS:

6731 CURRAN STREET

MCLEAN, VA 22101

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

RIVER CITY COMMUNITY CHURCH

ADDRESS:

2124 N MILWAUKEE AVE

CHICAGO, IL 60647

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 300,000.

RECIPIENT NAME:
UNITED LIBERIA INLAND CHURCH ASSOCIATES
AND FRIENDS INC
ADDRESS:
PO BOX 1158
CARMEL, IN 46082
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
RESTAVEC FREEDOM FOUNDATION
ADDRESS:
11160 KENWOOD ROAD
CINCINNATI, OH 45242
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
KINGDOM ADVISORS INC
ADDRESS:
5605 GLENRIDGE DRIVE, SUITE 450
ATLANTA, GA 30342
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

COALITION FOR CHRISTIAN OUTREACH

ADDRESS:

5912 PENN AVENUE

PITTSBURGH, PA 15206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

SONLIGHT POWER INC

ADDRESS:

7100 DIXIE HWY

FAIRFIELD, OH 45014

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CHRISTIAN RADIO FOR RUSSIA

ADDRESS:

520 SPRING STREET

JAMESTOWN, NY 14701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

A CHILDS HOPE INTERNATIONAL INC

ADDRESS:

2430 EAST KEMPER ROAD

CINCINNATI, OH 45241

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

CITY GOSPEL MISSION

ADDRESS:

1419 ELM STREET

CINCINNATI, OH 45202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,020,000.

RECIPIENT NAME:

CINCINNATI CHILDREN'S HOSPITAL

MEDICAL CENTER

ADDRESS:

3333 BURNET AVENUE MLC 9002

CINCINNATI, OH 45229

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 67,000.

=====

RECIPIENT NAME:

RHEMA CHRISTIAN CENTER

ADDRESS:

2100 AGLER ROAD

COLUMBUS, OH 43224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

FOUNDATION OF COMPASSIONATE

AMERICAN SAMARITANS (AKA FOCAS)

ADDRESS:

PO BOX 428760

CINCINNATI, OH 45242

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

COLLEGE HILL PRESBYTERIAN CHURCH

ADDRESS:

5742 HAMILTON AVENUE

CINCINNATI, OH 45224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

=====

RECIPIENT NAME:

HEALTHY BEGINNINGS INC

ADDRESS:

47 E HOLLISTER ST

CINCINNATI, OH 45219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

BLOC MINISTRIES INC

ADDRESS:

3952 N BEND RD

CINCINNATI, OH 45211

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

FREE WHEELCHAIR MISSION

ADDRESS:

15279 ALTON PARKWAY, SUITE 300

IRVINE, CA 92618

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,200.

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

EVANGELICAL COVENANT CHURCH

ADDRESS:

8303 W HIGGINS RD

CHICAGO, IL 60631

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:

INTERVARSITY CHRISTIAN FELLOWSHIP/USA

ADDRESS:

PO BOX 7895

MADISON, WI 53707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

COMPASSION INTERNATIONAL INC

ADDRESS:

12290 VOYAGER PARKWAY

COLORADO SPRINGS, CO 80921

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,500.

=====

RECIPIENT NAME:
PAUL CARLSON MEDICAL PROGRAM INC
ADDRESS:
8303 W HIGGINS ROAD
CHICAGO, IL 60631
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
TRINITY EVANGELICAL DIVINITY SCHOOL
ADDRESS:
2065 HALF DAY RD
DEERFIELD, IL 60015
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
GLEN ELLYN EVANGELICAL COVENANT CHURCH
ADDRESS:
277 HAWTHORNE BLVD
GLEN ELLYN, IL 60137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 225,000.

=====

RECIPIENT NAME:

BREAKTHROUGH URBAN MINISTRIES, INC

ADDRESS:

PO BOX 47200

CHICAGO, IL 60647

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 200,000.

RECIPIENT NAME:

CHRISTIAN COMMUNITY DEVELOPMENT
ASSOCIATION

ADDRESS:

3827 W OGDEN AVENUE

CHICAGO, IL 60623

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

WILLOW CREEK COMMUNITY CHURCH

ADDRESS:

67 E ALGONQUIN RD

SOUTH BARRINGTON, IL 60010

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,165,000.

RECIPIENT NAME:
RELIANT MISSION
fka GREAT COMMISSION MINISTRIES
ADDRESS:
11002 LAKE HART DR
ORLANDO, FL 32832
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 3,600.

RECIPIENT NAME:
ALLIANCE DEFENDING FREEDOM
ADDRESS:
15100 N 90TH STREET
SCOTTSDALE, AZ 85260
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COVENANT THEOLOGICAL SEMINARY
ADDRESS:
12330 CONWAY ROAD
ST LOUIS, MO 63141
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

WORLD RADIO MISSIONARY FELLOWSHIP
dba REACH BEYOND

ADDRESS:

1065 GARDEN OF THE GODS ROAD
COLORADO SPRINGS, CO 80907

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

ASBURY THEOLOGICAL SEMINARY

ADDRESS:

204 N LEXINGTON AVENUE
WILMORE, KY 40390

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNDERGROUND ZONE MINISTRIES INC

ADDRESS:

1140 SMILEY AVENUE
CINCINNATI, OH 45240

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 45,000.

=====

RECIPIENT NAME:

YOUNG BUSINESS LEADERS

CINCINNATI

ADDRESS:

4487 EDENTON LANE

CINCINNATI, OH 45242

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

COMMISSION TO EVERY NATION INC

ADDRESS:

PO BOX 291307

KERRVILLE, TX 78029

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,500.

RECIPIENT NAME:

EVERYDAY CHRISTIAN CHURCH

ADDRESS:

5030 BROADWAY, UNIT 630

NEW YORK, NY 10034

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

YOUNG LIFE

ADDRESS:

PO BOX 520

COLORADO SPRINGS, CO 80901

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,780,000.

RECIPIENT NAME:

VISIONQUEST ALLIANCE

ADDRESS:

18940 BASE CAMP ROAD

MONUMENT, CO 80132

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

THE NAVIGATORS

ADDRESS:

PO BOX 6079

ALBERT LEA, MN 56007

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,400.

=====

RECIPIENT NAME:

CHURCH DIVINITY SCHOOL OF THE PACIFIC

ADDRESS:

2451 RIDGE ROAD

BERKELEY, CA 94709

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

FULLER THEOLOGICAL SEMINARY

ADDRESS:

135 N OAKLAND AVE

PASADENA, CA 91182

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WYCLIFFE BIBLE TRANSLATORS INC

ADDRESS:

PO BOX 628200

ORLANDO, FL 32862

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,500.

COVENANT FOUNDATION, INC.

31-1225037

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MISSION AVIATION FELLOWSHIP

ADDRESS:

PO BOX 47

NAMPA, ID 83653

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

FRONTIERS

ADDRESS:

PO BOX 60730

PHOENIX, AZ 85082

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CAMPUS CRUSADE FOR CHRIST INC

ADDRESS:

PO BOX 628222

ORLANDO, FL 32862

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,100.

TOTAL GRANTS PAID:

6,489,800.

=====

INDUSTRY ANALYSIS

COVENANT FOUNDATION

DECEMBER 31, 2015

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	ANNUAL INCOME	CURRENT YIELD	% OF PORT.	YIELD TO DATE
FIXED INCOME										
TAXABLE BONDS FUNDS										
186,412 969	JOHNSON FIXED INCOME FUND	3,081,889	16.53	16.61	3,096,319	0.44	82,022	2.6	4.8	1.8
	TOTAL TAXABLE BONDS FUNDS	\$3,081,889			\$3,096,319		\$82,022		4.8 %	
	TOTAL FIXED INCOME	\$3,081,889			\$3,096,319		\$82,022		4.8 %	
COMMON EQUITY										
INTERNATIONAL EQUITIES										
19,662.623	JOHNSON INTERNATIONAL FUND	427,108	21.72	22.01	432,774	0.68	13,371	3.0	0.7	
	TOTAL INTERNATIONAL EQUITIES	\$427,108			\$432,774		\$13,371		0.7 %	
LARGE CAPITALIZATION CORE										
50,000	ISHARES S&P 500 INDEX FUND	9,255,383	185.11	204.87	10,243,500	0.76	38,039	2.6	15.8	
1,145,588.657	JOHNSON ENHANCED RETURN FUND	18,233,634	15.92	15.17	17,378,580	0.24	270,359	1.5	26.7	
73,841.208	JOHNSON EQUITY INCOME FUND	1,611,932	21.83	19.92	1,470,917	0.38	28,207	1.9	2.3	
145,519.323	JOHNSON GROWTH FUND	3,977,575	27.33	27.21	3,959,581	0.11	15,571	0.3	6.1	
	TOTAL LARGE CAPITALIZATION CORE	\$33,078,524			\$33,052,578		\$352,176		50.9 %	
MID CAPITALIZATION CORE										
5,900	ISHARES RUSSELL MIDCAP INDEX	781,573	132.47	160.18	945,062	3.51	20,726	2.1	1.5	
6,800	ISHARES S&P MIDCAP 400 INDEX FUND	803,556	118.17	139.32	947,376	2.76	18,795	1.9	1.5	
152,846 321	JOHNSON OPPORTUNITY FUND	4,957,601	32.23	35.08	5,371,481	0.20	30,569	0.5	8.3	
	TOTAL MID CAPITALIZATION CORE	\$6,542,730			\$7,263,919		\$70,091		11.2 %	
SMALL CAPITALIZATION CORE										
1,100	ISHARES RUSSELL 2000 INDEX FUND	55,198	50.18	112.62	123,882	1.98	2,182	1.7	0.2	
	TOTAL SMALL CAPITALIZATION CORE	\$55,198			\$123,882		\$2,182		0.2 %	
SMALL CAPITALIZATION GROWTH										
30,000	VANGUARD INDEX FUNDS SMALL CAP VIPERS	2,924,507	97.48	110.64	3,319,200	0.63	18,780	0.5	5.1	
	TOTAL SMALL CAPITALIZATION GROWTH	\$2,924,507			\$3,319,200		\$18,780		5.1 %	
	TOTAL COMMON EQUITY	\$43,028,067			\$44,192,353		\$456,599		68.0 %	

INDUSTRY ANALYSIS

COVENANT FOUNDATION

DECEMBER 31, 2015

QUANTITY	ASSET DESCRIPTION	TOTAL COST	AVG. UNIT COST	MARKET PRICE	MARKET VALUE	UNIT INCOME	ANNUAL INCOME	CURRENT YIELD	% OF PORT.
OTHER INVESTMENTS									
LIFE INSURANCE POLICIES									
1	INSURANCE POLICY: LINCOLN NATIONAL LIFE POLICY #20 7016691, WHOLE LIFE POLICY DATED 2/6/1984	2,294	2,294.00	233.00	233	0.00	0	0.0	0.0
	TOTAL LIFE INSURANCE POLICIES	\$2,294			\$233		\$0		0.0 %
NOTES RECEIVABLE									
2,788,941.170	JOHNSON CRT NO. 2 PROMISSORY NOTE \$15,745,885.84, 5%, DUE 3/01/2016	2,788,941	1.00	1.00	2,788,941	0.00	0	0.0	4.3
383,346.850	UNIPAC V, LLC INVESTMENT AGMT DTD 05/15/2007, AMENDED 10/1/2011; 5.8% DUE 5/31/2016 5.800% DUE 05/15/16 DATED 05/15/07	383,347	1.00	1.00	383,347	0.06	22,234	0.0	0.6
	TOTAL NOTES RECEIVABLE	\$3,172,288			\$3,172,288		\$22,234		4.9 %
REALTY FUNDS									
361,849.874	JOHNSON REALTY FUND	5,191,895	14.35	15.03	5,438,604	0.36	130,266	2.3	8.4
	TOTAL REALTY FUNDS	\$5,191,895			\$5,438,604		\$130,266		8.4 %
CASH & EQUIVALENTS									
BANK MONEY MARKET FUNDS									
9,088,081.180	CASH AND EQUIVALENTS	9,088,081	1.00	1.00	9,088,081	0.00	0	0.0	14.0
	PORTFOLIO TOTAL	\$63,564,514			\$64,987,878		\$691,121	1.0 %	100.0 %
Wesleyan Investment Account									
		2,028,046			2,028,046				
	FOUNDATION TOTAL	\$ 65,592,560			\$ 67,015,924				