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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning February 1, 2015, and ending January 31, 2016

Name of foundation <u>Civic Foundation, Inc</u>		A Employer identification number <u>39-1299224</u>
Number and street (or P O box number if mail is not delivered to street address) <u>4729 E. Clearwater Pkwy.</u>	Room/suite	B Telephone number (see instructions) <u>480-948-2454</u>
City or town, state or province, country, and ZIP or foreign postal code <u>Paradise Valley, AZ 85253</u>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ <u>\$102,819</u>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	<u>50-</u>			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	<u>76</u>	<u>76</u>	<u>N/A</u>	
4	Dividends and interest from securities	<u>30129</u>	<u>30129</u>		
5a	Gross rents	<u>-0-</u>	<u>-0-</u>		
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<u>-0-</u>			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		<u>-0-</u>		
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)	<u>-0-</u>			
11	Other income (attach schedule)	<u>-0-</u>	<u>-0-</u>		
12	Total. Add lines 1 through 11	<u>30205</u>	<u>30205</u>		
13	Compensation of officers, directors, trustees, etc.	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
14	Other employee salaries and wages	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
15	Pension plans, employee benefits	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
16a	Legal fees (attach schedule)	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
b	Accounting fees (attach schedule)	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
c	Other professional fees (attach schedule)	<u>6549</u>	<u>6549</u>		<u>-0-</u>
17	Interest	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
18	Taxes (attach schedule) (see instructions)	<u>427</u>	<u>427</u>		<u>-0-</u>
19	Depreciation (attach schedule) and depletion	<u>-0-</u>	<u>-0-</u>		
20	Occupancy	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
21	Travel, conferences, and meetings	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
22	Printing and publications	<u>-0-</u>	<u>-0-</u>		<u>-0-</u>
23	Other expenses (attach schedule)	<u>10</u>	<u>10</u>		<u>-0-</u>
24	Total operating and administrative expenses. Add lines 13 through 23	<u>6986</u>	<u>6986</u>		<u>-0-</u>
25	Contributions, gifts, grants paid	<u>39000</u>			<u>39000</u>
26	Total expenses and disbursements. Add lines 24 and 25	<u>45986</u>	<u>6986</u>		<u>39000</u>
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<u>(15781)</u>			
b	Net investment income (if negative, enter -0-)		<u>23219</u>		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	5317	5679	5679
	2 Savings and temporary cash investments	26 905	10 763	10 763
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	5 Grants receivable	-0-	-0-	-0-
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	-0-	-0-	-0-
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶	-0-	-0-	-0-
	8 Inventories for sale or use	-0-	-0-	-0-
	9 Prepaid expenses and deferred charges	-0-	-0-	-0-
	10a Investments—U S and state government obligations (attach schedule)	-0-	-0-	-0-
	b Investments—corporate stock (attach schedule)	268 755	268 755	1011 746
	c Investments—corporate bonds (attach schedule)	-0-	-0-	1028 188
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶	-0-	-0-	-0-
	12 Investments—mortgage loans	-0-	-0-	-0-
	13 Investments—other (attach schedule)	-0-	-0-	-0-
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	-0-	-0-	-0-
	15 Other assets (describe ▶)	-0-	-0-	-0-
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	300 977	285 197	1028 188
	17 Accounts payable and accrued expenses	-0-	-0-	
Net Assets or Fund Balances	18 Grants payable	-0-	-0-	
	19 Deferred revenue	-0-	-0-	
	20 Loans from officers, directors, trustees, and other disqualified persons	-0-	-0-	
	21 Mortgages and other notes payable (attach schedule)	-0-	-0-	
	22 Other liabilities (describe ▶)	-0-	-0-	
	23 Total liabilities (add lines 17 through 22)	-0-	-0-	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>	24 Unrestricted	-0-	-0-	
	25 Temporarily restricted	-0-	-0-	
	26 Permanently restricted	-0-	-0-	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	300 977	285 197	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	-0-	-0-	
	29 Retained earnings, accumulated income, endowment, or other funds	-0-	-0-	
	30 Total net assets or fund balances (see instructions)	300 977		
	31 Total liabilities and net assets/fund balances (see instructions)	300 977	285 197	

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	300 977
2 Enter amount from Part I, line 27a	2	(157 819)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	285 196
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	285 197

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	N/A			
b				
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }			3 -0-

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	41500	1033830	.04
2013	45800	933700	.05
2012	40800	776221	.05
2011	51468	769007	.07
2010	56301	776219	.08
2	Total of line 1, column (d)		2 .29
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 .06
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4 1094961
5	Multiply line 4 by line 3		5 65698
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 232
7	Add lines 5 and 6		7 65930
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 39000

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. _____			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	464	
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	464	
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	464	
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	-0-	
b	Exempt foreign organizations—tax withheld at source	6b	-0-	
c	Tax paid with application for extension of time to file (Form 8868)	6c	-0-	
d	Backup withholding erroneously withheld	6d	-0-	
7	Total credits and payments. Add lines 6a through 6d	7	-0-	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	-0-	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	464	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10		
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax ▶ Refunded ▶	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ <u>MA</u> (2) On foundation managers. ▶ \$ <u>MA</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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?		MA
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>		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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>Wisconsin and Arizona</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		
Website address ▶ N/A		
14 The books are in care of ▶ Miriam Lowe Telephone no. ▶ 480-948-2454		
Located at ▶ 4729 E. Clearwater Pkwy. Paradise Valley, AZ ZIP+4 ▶ 85253-2966		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A		
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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ N/A	16	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)? <input type="checkbox"/> <input checked="" type="checkbox"/> No	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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	N/A
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

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 ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	0

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1072333
b	Average of monthly cash balances	1b	39303
c	Fair market value of all other assets (see instructions)	1c	-0-
d	Total (add lines 1a, b, and c)	1d	1111636
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	1111636
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	16675
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1094961
6	Minimum investment return. Enter 5% of line 5	6	54748

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	54748
2a	Tax on investment income for 2015 from Part VI, line 5	2a	464
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	-0-
c	Add lines 2a and 2b	2c	464
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54284
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	54284
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	54284

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	39000
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	39000
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	39000

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				54284
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			-0-	
b Total for prior years: 20____, 20____, 20____		-0-		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				-0-
b From 2011				-0-
c From 2012				2727
d From 2013				16379
e From 2014				-0-
f Total of lines 3a through e	19106			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ <u>39000</u>				
a Applied to 2014, 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 2015 distributable amount				39000
e Remaining amount distributed out of corpus	-0-			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	15284			15284
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3822			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			-0-	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				-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 2010 not applied on line 5 or line 7 (see instructions)	-0-			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	3822			
10 Analysis of line 9:				
a Excess from 2011				-0-
b Excess from 2012				-0-
c Excess from 2013				3822
d Excess from 2014				-0-
e Excess from 2015				-0-

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).) **NONE**

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. **NONE**

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

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

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

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

c Any submission deadlines: **N/A**

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Schedule B attached				
Total			▶	3a 39000
b Approved for future payment				
NONE				
Total			▶	3b -0-

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?

(1) Cash	
(2) Other assets	

[illegible]

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

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

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

Signature of officer or trustee

4/5/16
Date

Secretary

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

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

CIVIC FOUNDATION.INC.
#39-1299224
February 1,2014-January 31.2016

990PF Part VIII- Information about Officers and Directors

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

~~Paradise Valley,Az.~~

Civic Foundation, Inc.

#39-1299224

February 1, 2015 - January 31, 2016

Prepared By	Initials	Date
Approved By		

		1	2	3	4	5	6	
Average Monthly Fair Market Value of Securities				Schwab	Wells Fargo	Wells Fargo	Total	
990 PF-Part X, Line 1a				Weinstein	Bernbaum			
1	2/28/15			107123500	1207611	468118	108499229	1
2	3/31			106767100	1180093	503266	108450459	2
3	4/30			106613800	1214860	501120	108329780	3
4	5/31			107663100	1233526	505412	109402038	4
5	6/30			105325400	1236946	575552	107038198	5
6	7/31			110792000	1256763	522406	112571189	6
7	8/31			102727900	1166840	484880	104379620	7
8	9/30			100735700	1155664	469568	102360932	8
9	10/31			105727300	1205142	501004	107433446	9
10	11/30			10760500	1252532	495784	109348816	10
11	12/31			105674700	1229169	506978	107410847	11
12	1/31/16			99643100	1114683	416846	101174629	12
13				1266394100	14453829	5951234	1286799143	13
14								14
15				12,867,991.63 ÷ 12 = 1,072,332.64				15
16								16
17								17
18								18
19	990 PF-Part X-Line 1b							19
20	Average Monthly							20
21	Cash Balances			Wells Fargo	Wells Fargo	Schwab		21
22		Enterprise	Northern	Weinstein	Bernbaum	Fort. M.F.	Total	22
23	2/28/15	2307406	531716	135629	104396	476903	3556050	23
24	3/31	2307602	531718	135630	104398	665850	3745198	24
25	4/30	3008178	543835	142231	104399	472050	4270693	25
26	5/31	3358962	542837	142232	104400	57550	4205981	26
27	6/30	3309784	517839	142233	104401	291200	4365457	27
28	7/31	3480632	517842	149134	104402	162348	4414358	28
29	8/31	3481519	517844	149135	104403	231848	4485749	29
30	9/30	3482377	517846	149136	104404	552195	4805958	30
31	10/31	3483264	517848	156037	104405	721295	4982849	31
32	11/30	3484123	517850	156038	104406	665895	4928312	32
33	12/31	434764	567857	159339	104407	360431	1626798	33
34	1/31/16	434801	567863	162940	104408	506231	1776243	34
35		32573412	6392895	1779714	1252829	5164796	47163646	35
36								36
37				471,636.46 ÷ 12 = 39,303.04				37
38								38
39								39
40								40

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2015 - January 31, 2016

SCHEDULE A

990PF-Part 1- line 3

Interest on savings & temporary investments

Wells Fargo, as nominee
32241-9634
2112-8344

.12

.12

.24

75.72

Enterprise Bank & Trust
Northern Trust Bank

.35

76.31

990PF-Part 1- line 4 - Dividends

Wells Fargo, as nominee
Charles Schwab, as nominee
#1166-9044

273.00

29,856.05

30,129.05

990PF-Part 1-line 16c

Investment Fee- L.Roy Papp

6,549.00

990P F-Part 1-line 18 taxes

Foreign Tax Withheld
Excise Tax for 2014

47.77

378.86

426.63

990PF-Part 1-Line 23- Other expenses

Secretary of State filing fee

10.00

CIVIC FOUNDATION, INC.
#39-1299224
February 1, 2015 - January 31, 2016

Schedule B

990PF-Part 1-Line 25

Arden Theater	
40 N>2nd St.,Philadelphia,Pa/.19106	5,000.00
Berkeley Community Fund	
2111 Martin Luther King Way,Berkeley, Ca.,94704	1,000.00
Berkeley Repertory Theater	
2025 Addison, Berkeley, Ca.,97047	2,000.00
Brandeis University	
415 South St.,Waltham, Mass.,02454	10,000.00
Chamber Orchestra of Philadelphia	
1520 Locust St. #500, Philadelphia, Pa.,19102	1,000.00
Midrasha	
1301 Oxford St, Berkeley, Ca.,97409	5,000.00
Philadelphia Theater	
230 S.Broad St.#1105, Philadelphia,Pa.,19102	5,000.00
Temple University	
1243 Anderson Hall,1114 W.Berks,Philadelphia,Pa.19122	5,000.00
Tide Center/Shalom Bayit	
P.O.Box10102,Oakland, Ca.,94610	5,000.00
	<u>39,000.00</u>

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

Civic Foundation Inc.

Schedule C

39-1299224

Exemption 1, 2015 - 2016 31, 2016

Cost MKT. Value = MKT. Increase
2/1/15 or Value (Decrease)
Cost 1/31/16

<u>Chas. Schwab #1166-9044</u>				
200 Canadian Nat'l Railway	486350	1319600	1069800	(249800)
500 Clorox	2165775	5335500	6452500	1117000
1300 Coca Cola	3160926	5352100	5579600	227500
800 Costco	2307950	11439200	12089600	650400
200 Exxon Mobil	1679850	1748400	1557000	(191400)
600 Johnson - Johnson	1767800	6008400	6266400	258000
400 Microsoft	1128300	1616000	2203600	587600
1900 Northern Trust Corp.	3562720	12422200	11795200	(627000)
1900 Rowe T. Price	3195225	14956800	13480500	(1476300)
1700 State Street	2227677	12156700	9474100	(2682600)
400 Wal-Mart	2068700	3399200	2654400	(744800)
3200 Walgreens Boots Alliance	1845260	2360000	25510400	1910400
100 3M	801200	1623000	1510000	(113000)

<u>Wells Fargo #2112-8244</u>				
100 Coca Cola	243149	411700	429200	17500
9 Express Scripts	6103	72639	64683	(7956)
100 Northern Trust Corp.	187512	653200	620800	(33000)

<u>Wells Fargo #2241-9634</u>				
58 Express Scripts	39411	468118	416846	(51272)

Total:

Cost	26876108			
MKT. Value 2/1/15		102583357		
MKT. Value 1/31/16				
Increase (Decrease) MKT. Value			101174629	(1408728)