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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0052

**2009**

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS  
label.  
Otherwise,  
print  
or type.  
See Specific  
Instructions.

Name of foundation

LUPKE FOUNDATION INC  
PNC BANK NA

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P O BOX 94651

City or town, state, and ZIP code

CLEVELAND, OH 44101-4651

A Employer identification number

35-6017808

B Telephone number (see page 10 of the instructions)

(216) 257-4699

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) \_\_\_\_\_

16) \$ 1,242,714.

(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 page 11 of the 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)

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT. 1

c Other professional fees (attach schedule) STMT. 2

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT. 4

24 Total operating and administrative expenses

Add lines 13 through 23

25 Contributions, gifts, grants paid

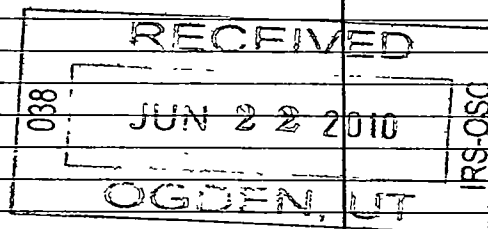
26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)



Revenue

Operating and Administrative Expenses

7614

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 . . . . .		183,032.	16,057.	16,057.
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less: allowance for doubtful accounts ▶ . . . . .	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	NONE			
	b	Investments - corporate stock (attach schedule) . . . . .	541,707.	577,725.	754,252.	
	c	Investments - corporate bonds (attach schedule) . . . . .	341,585.	421,261.	472,405.	
	11	Investments - land, buildings, and equipment: basis ▶ . . . . .				
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment: basis ▶ . . . . .					
	Less: accumulated depreciation ▶ (attach schedule) . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		1,066,324.	1,015,043.	1,242,714.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .	1,066,324.	1,015,043.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,066,324.	1,015,043.		
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,066,324.	1,015,043.		

### 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	1,066,324.
2	Enter amount from Part I, line 27a . . . . .	2	78,280.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .	3	4,106.
4	Add lines 1, 2, and 3 . . . . .	4	1,148,710.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	5	133,667.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,015,043.

**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.)
<b>1a SEE PART IV DETAIL</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69</b>			<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))</b>		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss) . . . . .</b> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			<b>2</b>	<b>109,144.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . .			<b>3</b>		

**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 page 18 of 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))
2008	41,625.	1,310,947.	0.03175185572
2007	82,196.	1,448,265.	0.05675480661
2006	60,325.	1,407,456.	0.04286102017
2005	65,126.	1,368,477.	0.04759013122
2004	68,765.	1,335,151.	0.05150353780
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2 0.23046135152</b>
<b>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 . . . . .</b>			<b>3 0.04609227030</b>
<b>4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .</b>			<b>4 1,140,728.</b>
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5 52,579.</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6 1,267.</b>
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7 53,846.</b>
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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 on page 18.			<b>8 48,076.</b>

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	2,534.
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			
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	2,534.
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	2,534.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 758.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 1,776.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,534.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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 ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 page 19 of the instructions) ▶ STMT 7		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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

Form 990-PF (2009)

**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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>PNC BANK NA</u> Telephone no <u>(216) 257-4699</u>			
Located at <u>P O BOX 94651, CLEVELAND, OH</u> ZIP + 4 <u>44101-4651</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

**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 page 20 of the instructions)? <input type="checkbox"/> 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 2009? <input type="checkbox"/>	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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 page 20 of the instructions) <input type="checkbox"/>	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 <u></u>		
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 2009 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 2009) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2009? <input type="checkbox"/>	4b	X

Form 990-PF (2009)

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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

5b

6b

7b

X

**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 page 22 of the 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 STATEMENT 8		-0-	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

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

Form 990-PF (2009)

**Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE****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	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

Form 990-PF (2009)



**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,158,099.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,158,099.
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	1,158,099.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	17,371.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,140,728.
6	Minimum investment return. Enter 5% of line 5	6	57,036.

**Part XI** Distributable Amount (see page 25 of the 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	57,036.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,534.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,534.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,502.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	55,502.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,502.

**Part XII** Qualifying Distributions (see page 25 of the 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	48,076.
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	48,076.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,076.

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				55,502.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .			34,011.	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 . . . . .	NONE			
b From 2005 . . . . .	NONE			
c From 2006 . . . . .	NONE			
d From 2007 . . . . .	NONE			
e From 2008 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: \$ 48,076.				
a Applied to 2008, but not more than line 2a . . .			34,011.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .	NONE			
d Applied to 2009 distributable amount . . . . .				14,065.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2009 . (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 page 27 of the instructions . . . . .		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				41,437.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2005 . . . . .	NONE			
b Excess from 2006 . . . . .	NONE			
c Excess from 2007 . . . . .	NONE			
d Excess from 2008 . . . . .	NONE			
e Excess from 2009 . . . . .	NONE			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE STATEMENT 15</div>				
<div>Total . . . . .</div>			<div>3a</div>	<div>44,483.</div>
<div>b Approved for future payment</div>				
<div>Total . . . . .</div>			<div>3b</div>	

## Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
--------------	--

Form **990-PF** (2009)



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,088.	
20,910.00		1800. APPLIED MATERIALS INC. PROPERTY TYPE: SECURITIES 35,085.00					VAR -14,175.00	04/24/2009
8,963.00		225. STRYKER CORP PROPERTY TYPE: SECURITIES 9,213.00					10/20/2005 -250.00	05/05/2009
26,081.00		1800. COMCAST CORP-SPECIAL CL A PROPERTY TYPE: SECURITIES 28,128.00					VAR -2,047.00	05/11/2009
43,588.00		1600. SMITH INTL INC COM PROPERTY TYPE: SECURITIES 21,840.00					12/28/2001 21,748.00	09/14/2009
18,050.00		340. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES 6,779.00					12/17/1987 11,271.00	09/24/2009
23,299.00		1000. XILINX INC PROPERTY TYPE: SECURITIES 938.00					10/04/1990 22,361.00	09/24/2009
50,000.00		50000. U S TREASURY NOTE 3.375% 10/15 PROPERTY TYPE: SECURITIES 50,000.00					02/07/2005	10/15/2009
392.00		392.25 BLACKROCK LIQUIDITY FDS FEDFD PROPERTY TYPE: SECURITIES 392.00					10/09/2009	10/20/2009
54,079.00		54079.08 BLACKROCK LIQUIDITY FDS FEDFD PROPERTY TYPE: SECURITIES 54,079.00					VAR	10/22/2009
12,109.00		260. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES 9,974.00					10/20/2005 2,135.00	11/19/2009

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,913.00		1035. INTEL CORP PROPERTY TYPE: SECURITIES 10,128.00					VAR 9,785.00	11/19/2009
390.00		389.58 BLACKROCK LIQUIDITY FDS FEDFD PROPERTY TYPE: SECURITIES 390.00					10/15/2009	11/20/2009
25,340.00		25340.33 BLACKROCK LIQUIDITY FDS FEDFD PROPERTY TYPE: SECURITIES 25,340.00					10/15/2009	11/24/2009
26,731.00		26730.77 BLACKROCK LIQUIDITY FDS FEDFD PROPERTY TYPE: SECURITIES 26,731.00					VAR	12/21/2009
14,634.00		150. W.W. GRAINGER INC PROPERTY TYPE: SECURITIES 4,753.00					10/25/1995 9,881.00	12/23/2009
9,929.00		420. STARBUCKS CORP PROPERTY TYPE: SECURITIES 912.00					02/09/1996 9,017.00	12/23/2009
8,114.00		140. BP AMOCO PLC-SPONS ADR PROPERTY TYPE: SECURITIES 2,791.00					12/17/1987 5,323.00	12/29/2009
10,208.00		190. CIMAREX ENERGY CO PROPERTY TYPE: SECURITIES 7,289.00					10/20/2005 2,919.00	12/29/2009
19,637.00		965. INTEL CORP PROPERTY TYPE: SECURITIES 6,996.00					02/09/1996 12,641.00	12/29/2009
20,134.00		310. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 19,042.00					VAR 1,092.00	12/29/2009
11,099.00		180. PROCTER AND GAMBLE COMPANY PROPERTY TYPE: SECURITIES 9,685.00					06/17/2005 1,414.00	12/29/2009



**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price, less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,285.00		525. STARBUCKS CORP PROPERTY TYPE: SECURITIES 1,140.00					02/09/1996 11,145.00	12/29/2009
10,441.00		205. STRYKER CORP PROPERTY TYPE: SECURITIES 8,394.00					10/20/2005 2,047.00	12/29/2009
12,525.00		300. ACCENTURE PLC CL A PROPERTY TYPE: SECURITIES 10,776.00					02/14/2008 1,749.00	12/29/2009
TOTAL GAIN(LOSS) .....		.....					----- 109,144. =====	

## FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
PNC BANK, NA	850.			850.
TOTALS	850.	NONE	NONE	850.
	=====	=====	=====	=====

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMEN WILLIAM BLAIR & CO -	4,436. 11,744.	2,218. 11,744.	2,218.
TOTALS	16,180. =====	13,962. =====	2,218. =====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	72.	72.
FEDERAL ESTIMATES - INCOME	320.	
	-----	-----
TOTALS	392.	72.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
INSURANCE PREMIUM	525.	525.
TOTALS	525.	525.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

POSTED CURR YR FOR PRIOR YR	181.
RECOVERY OF PRIOR YEAR DISTRIBUTION	1,000.
ACCRUED INT PURCHASED IN PR YR FOR CUR	2,924.
ROUNDING	1.

TOTAL

-----  
4,106.  
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

POSTED SUBSEQ YR FOR CURR YR	
ADJ. TRADE/SETTLE DATE CURR YR	38,330.
ADJ. TRADE/SETTLE DATE PRIOR YR	95,075.
ACCRUED INT PURCHASED CURR YR	262.

TOTAL

-----  
133,667.  
=====

-----  
STATE(S) WHERE THE FOUNDATION IS REGISTERED  
=====

IN



FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

DUANE E LUPKE

ADDRESS:

1407 HAWTHORNE ROAD

FT WAYNE, IN 46802

TITLE:

PRESIDENT

RECIPIENT NAME:

WILLIAM TUTWILER, PNC BANK, NA

ADDRESS:

P.O. BOX 110

FORT WAYNE, IN 46801

RECIPIENT'S PHONE NUMBER: 260-461-7127

FORM, INFORMATION AND MATERIALS:

WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE FOR WHICH THE GRANT WILL BE  
USED AND A COPY OF THE ORGANIZATION'S IRS EXEMPTION LETTER.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

=====

## RECIPIENT NAME:

LEGACY OF FAITH

DIOCESE OF FORT WAYNE

## ADDRESS:

PO BOX 390

FORT WAYNE, IN 46802

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 4,959.

## RECIPIENT NAME:

EMMANUEL LUTHERAN CHURCH

## ADDRESS:

917 W JEFFERSON BLVD

FORT WAYNE, IN 46802

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 4,674.

## RECIPIENT NAME:

ACRES LAND TRUST

## ADDRESS:

1802 CHAPMAN RD

HUNTERSTOWN, IN 46748

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

FORT WAYNE MUSEUM OF ART  
C/O CHARLES A. SHEPARD, III

ADDRESS:

311 E MAIN ST  
FORT WAYNE, IN 46802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

ARTLINK

ADDRESS:

437 E BERRY ST., SUITE 302  
FORT WAYNE, IN 46802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

FORT WAYNE PHILHARMONIC  
PRESCHOOL PROGRAM

ADDRESS:

2340 FAIRFIELD AVE  
FORT WAYNE, IN 46807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 3,500.

=====

## RECIPIENT NAME:

CONCORDIA HIGH SCHOOL

## ADDRESS:

1601 ST JOE RIVER DRIVE  
FORT WAYNE, IN 46805

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

FRANCIS & WALTER LUPKE MEMORIAL  
SCHOLARSHIP

## ADDRESS:

6104 MIDWOOD DR  
FORT WAYNE, IN 46807

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

NATURE CONSERVANCY  
EAGLE MARSH PROJECT

## ADDRESS:

1505 N DELAWARE ST  
INDIANAPOLIS, IN 46202

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

ST. MARY'S SOUP KITCHEN

ADDRESS:

442 E JEFFERSON BLVD

FORT WAYNE, IN 46802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

VINCENT HOUSE

ADDRESS:

2827 HOLTON AVE

FORT WAYNE, IN 46802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

YWCA--2001 WOMEN'S SHELTER

ADDRESS:

2000 1610 SPY RUN AVE

FORT WAYNE, IN 46802

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

GREATER FORT WAYNE AVIATION MUSEUM  
C/O ROGER MYERS

ADDRESS:

PO BOX 9573  
FORT WAYNE, IN 46899

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 200.

RECIPIENT NAME:

BOY & GIRLS CLUB OF FORT WAYNE

ADDRESS:

2609 FAIRFIELD AVE  
FORT WAYNE, IN 46807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 650.

RECIPIENT NAME:

FORT WAYNE BALLET RESOURCE CENTER

ADDRESS:

324 PENN AVE  
FORT WAYNE, IN 46807

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 500.

=====

## RECIPIENT NAME:

UNIVERSITY OF ST FRANCIS

LUPKE GALLERY

## ADDRESS:

2701 SPRING ST

FORT WAYNE, IN 46808

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

CATHEDRAL OF THE IMMACULATE CONCEPT

C/O MSGR. ROBERT C. SCHULTZE

## ADDRESS:

1122 S CLINTON ST

FORT WAYNE, IN 46802

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID:

44,483.

=====





PRIVATE  
CLIENT  
GROUP

NATIONAL CITY BANK  
110 WEST BERRY STREET  
FORT WAYNE, IN 46802  
NationalCity.com/PrivateClientGroup

## ACCOUNT STATEMENT

LUPKE FOUNDATION INC AGENCY

Statement Period 12/01/2009 through 12/31/2009  
Account Number 20 H0-2421-00-8

### STATEMENT OF INVESTMENT POSITION

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
<b>EQUITIES</b>									
<b>DOMESTIC COMMON EQUITY</b>									
<b>ENERGY</b>									
SCHLUMBERGER LTD COM									
09/09 - 09/09				SLB					
	720 000	\$44,402.54	\$46,864.80	\$65.09	\$2,462.26	6.21%	3.77%	\$605	1.29%
BP PLC SPONSORED ADR									
COM				BP					
SEDOL #0798059									
12/87 - 12/87									
	460 000	\$9,171.25	\$26,666.20	\$57.97	\$17,494.95	3.54%	2.15%	\$1,546	5.80%
CIMAREX ENERGY CO									
COM				XEC					
10/05 - 10/05									
	540 000	\$20,714.94	\$28,603.80	\$52.97	\$7,888.86	3.79%	2.30%	\$130	0.45%
SUCOR ENERGY INC NEW									
06/03 - 06/03				SU					
	1,400 000	\$13,098.26	\$49,434.00	\$35.31	\$36,335.74	6.55%	3.98%		
<b>TOTAL ENERGY</b>									
		<b>\$87,386.99</b>	<b>\$151,568.80</b>		<b>\$64,181.81</b>	<b>20.10%</b>	<b>12.20%</b>	<b>\$2,281</b>	<b>1.50%</b>
<b>INDUSTRIALS</b>									
VESTAS WIND SYS A/S UTD KINGDOM									
UNSPONSORED ADR REPSTG 3 ORD SHS				VWDRY					
05/09 - 09/09									
	1,230 000	\$29,246.74	\$24,969.00	\$20.30	-\$4,277.74	3.31%	2.01%		
FASTENAL CO COM									
09/09 - 09/09				FAST					
	625 000	\$24,418.75	\$26,025.00	\$41.64	\$1,606.25	3.45%	2.09%	\$463	1.78%
GRAINGER W W INC COM									
10/95 - 10/95				GWW					
	250 000	\$7,921.87	\$24,207.50	\$96.83	\$16,285.63	3.21%	1.95%	\$460	1.90%
DEVRY INC DEL									
COM				DV					
05/09 - 05/09									
	400 000	\$17,707.84	\$22,692.00	\$56.73	\$4,984.16	3.01%	1.83%	\$80	0.35%



PRIVATE  
CLIENT  
GROUP

NATIONAL CITY BANK  
110 WEST BERRY STREET  
FORT WAYNE, IN 46802  
NationalCity.com/PrivateClientGroup

## ACCOUNT STATEMENT

LUPKE FOUNDATION INC AGENCY

Statement Period  
Account Number

12/01/2009 through 12/31/2009  
20 H0-2421-00-8

### STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
KNIGHT TRANSN INC COM 09/09 - 11/09									
	1,105 000	\$18,693 60	\$21,315 45	\$19 29	\$2,621 85	2 83%	1 72%	\$221	1 04%
<b>TOTAL INDUSTRIALS</b>					<b>\$21,220.15</b>	<b>15.80%</b>	<b>9.59%</b>	<b>\$1,224</b>	<b>1.03%</b>
<b>CONSUMER DISCRETIONARY</b>									
STARBUCKS CORP COM 02/96 - 02/96									
	1,580 000	\$3,431 56	\$36,434 80	\$23.06	\$33,003 24	4 83%	2 93%		
KOHL'S CORP COM 09/09 - 09/09									
	455 000	\$24,852 10	\$24,538.15	\$53 93	-\$313 95	3.25%	1.97%		
<b>TOTAL CONSUMER DISCRETIONARY</b>					<b>\$32,689.29</b>	<b>8.08%</b>	<b>4.91%</b>		
<b>CONSUMER STAPLES</b>									
WAL MART STORES INC COM 11/09 - 11/09									
	240 000	\$13,060.80	\$12,828.00	\$53 45	-\$232 80	1 70%	1 03%	\$262	2.04%
WALGREEN CO COM 12/01 - 12/01									
	800 000	\$27,200 00	\$29,376 00	\$36 72	\$2,176.00	3 89%	2 36%	\$440	1 50%
PROCTER & GAMBLE CO COM 06/05 - 06/05									
	487 000	\$26,202 40	\$29,526 81	\$60 63	\$3,324.41	3 91%	2 38%	\$857	2 90%
<b>TOTAL CONSUMER STAPLES</b>					<b>\$5,267.61</b>	<b>9.51%</b>	<b>5.77%</b>	<b>\$1,559</b>	<b>2.17%</b>
<b>HEALTH CARE</b>									
NUVASIVE INC COM 04/05 - 04/05									
	1,000 000	\$12,635 20	\$31,980 00	\$31 98	\$19,344 80	4 24%	2 57%		
STRYKER CORP COM 10/05 - 10/05									
	575 000	\$23,544 93	\$28,962 75	\$50 37	\$5,417 82	3.84%	2 33%	\$345	1 19%
GILEAD SCIENCES INC COM 09/09 - 09/09									
	540 000	\$24,764 40	\$23,365 80	\$43 27	-\$1,398 60	3 10%	1 88%		

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NATIONAL CITY BANK  
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FORT WAYNE, IN 46802  
NationalCity.com/PrivateClientGroup

## ACCOUNT STATEMENT

LUPKE FOUNDATION INC AGENCY

Statement Period  
Account Number

12/01/2009 through 12/31/2009  
20 H0-2421-00-8

### STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
JOHNSON & JOHNSON COM 09/04 - 02/08									
	700 000	\$42,128 40	\$45,087.00	\$64 41 JNJ	\$2,958 60	5 98%	3.63%	\$1,372	3 04%
TEVA PHARMA INDS ADR 1 ADR REPRESENTS 10 SHS 09/09 - 09/09									
	490 000	\$24,936 10	\$27,528 20	\$56.18 TEVA	\$2,592.10	3.65%	2 22%	\$236	0 86%
<b>TOTAL HEALTH CARE</b>		<b>\$128,009.03</b>	<b>\$156,923.75</b>		<b>\$28,914.72</b>	<b>20.81%</b>	<b>12.63%</b>	<b>\$1,953</b>	<b>1.24%</b>
<b>FINANCIALS</b>									
AFFILIATED MANAGERS GROUP COM 11/09 - 11/09									
	185 000	\$12,429 65	\$12,459 75	\$67.35 AMG	\$30 10	1 65%	1 00%		
CHARLES SCHWAB CORP NEW 11/09 - 11/09									
	690 000	\$12,627 00	\$12,985 80	\$18 82 SCHW	\$358.80	1.72%	1 04%	\$166	1 27%
<b>TOTAL FINANCIALS</b>		<b>\$25,056.65</b>	<b>\$25,445.55</b>		<b>\$388.90</b>	<b>3.37%</b>	<b>2.05%</b>	<b>\$166</b>	<b>0.65%</b>
<b>INFORMATION TECHNOLOGY</b>									
ACCENTURE PLC CL A 02/08 - 02/08									
	900 000	\$32,063 38	\$37,350 00	\$41 50 ACN	\$5,286 62	4 95%	3 01%	\$675	1 81%
MICROSOFT CORP COM 02/02 - 02/02									
	1,400 000	\$41,347 95	\$42,672 00	\$30 48 MSFT	\$1,324 05	5 66%	3 43%	\$728	1 71%
QUALCOMM INC COM 11/09 - 11/09									
	285 000	\$12,884 85	\$13,184 10	\$46 26 QCOM	\$299.25	1.75%	1 06%	\$194	1.47%
HEWLETT PACKARD CO COM 02/09 - 02/09									
	455 000	\$16,536 98	\$23,437 05	\$51 51 HPQ	\$6,900 07	3 11%	1 89%	\$146	0 62%
SCANSOURCE INC COM 07/05 - 07/05									
	400 000	\$8,768 60	\$10,680 00	\$26 70 SCSC	\$1,911 40	1 42%	0 86%		

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## ACCOUNT STATEMENT

LUPKE FOUNDATION INC AGENCY

Statement Period  
Account Number

12/01/2009 through 12/31/2009  
20 H0-2421-00-8

### STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price INTC	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
INTEL CORP COM									
02/96 - 02/96									
	965 000	\$6,996 25	\$19,686 00	\$20 40	\$12,689 75	2 61%	1 58%	\$540	2.74%
LINEAR TECHNOLOGY CORP COM									
09/04 - 12/05				LLTC					
	700 000	\$25,938 90	\$21,392 00	\$30 56	-\$4,546 90	2 84%	1.72%	\$616	2 88%
<b>TOTAL INFORMATION TECHNOLOGY</b>									
		<b>\$144,536.91</b>	<b>\$168,401.15</b>		<b>\$23,864.24</b>	<b>22.33%</b>	<b>13.55%</b>	<b>\$2,899</b>	<b>1.72%</b>
<b>TOTAL DOMESTIC COMMON EQUITY</b>									
		<b>\$577,725.24</b>	<b>\$754,251.96</b>		<b>\$176,526.72</b>	<b>100.00%</b>	<b>60.70%</b>	<b>\$10,082</b>	<b>1.34%</b>
<b>TOTAL EQUITIES</b>									
		<b>\$577,725.24</b>	<b>\$754,251.96</b>		<b>\$176,526.72</b>	<b>100.00%</b>	<b>60.70%</b>	<b>\$10,082</b>	<b>1.34%</b>
<b>FIXED INCOME</b>									
<b>TAXABLE FIXED INCOME</b>									
<b>TAXABLE FIXED INCOME SECURITIES</b>									
<b>AGENCY</b>									
JPMORGAN CHASE & CO									
FDIC GTD TLGP									
DTD 12/22/08 2.125% DUE 6/22/12									
03/09 - 03/09									
	75,000 000	\$75,284 62	\$75,861 00	\$101.15	\$576.38	16.06%	6 10%	\$1,594	2.10%
<b>CORPORATE</b>									
CISCO SYSTEMS INC									
DTD 02-22-06 5 50% DUE 02-22-16									
10/08 - 10/08									
	100,000 000	\$93,089 00	\$109,790.00	\$109 79	\$16,701 00	23 24%	8 83%	\$5,500	5 01%
INTERNATIONAL BUSINESS MACHS CORP NT									
DTD 10/15/08 7 625% DUE 10/15/18									
10/08 - 10/08									
	100,000 000	\$104,023 00	\$122,114 00	\$122 11	\$18,091 00	25 85%	9 84%	\$7,625	6 24%
KIMBERLY CLARK CORP NT									
DTD 7/30/07 6 125% DUE 8/01/17									
10/08 - 10/08									
	100,000 000	\$95,047 00	\$110,857 00	\$110 86	\$15,810 00	23 47%	8 92%	\$6,125	5 52%



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## ACCOUNT STATEMENT

LUPKE FOUNDATION INC AGENCY

Statement Period 12/01/2009 through 12/31/2009  
Account Number 20 H0-2421-00-8

### STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
Range									
SBC COMMUNICATIONS INC GLOBAL NT									
DTD 11-03-04 5 10% DUE 09-15-14									
10/09 - 10/09									
50,000 000		\$53,817 00	\$53,783 00	\$107 57	-\$34 00	11.38%	4 33%	\$2,550	4 74%
<b>TOTAL CORPORATE</b>									
		\$345,976.00	\$396,544.00		\$50,568.00	83.94%	31.90%	\$21,800	5.50%
<b>TOTAL TAXABLE FIXED INCOME SECURITIES</b>									
		\$421,260.62	\$472,405.00		\$51,144.38	100.00%	38.01%	\$23,394	4.95%
<b>TOTAL TAXABLE FIXED INCOME</b>									
		\$421,260.62	\$472,405.00		\$51,144.38	100.00%	38.01%	\$23,394	4.95%
<b>TOTAL FIXED INCOME</b>									
		\$421,260.62	\$472,405.00		\$51,144.38	100.00%	38.01%	\$23,394	4.95%
<b>CASH AND CASH EQUIVALENTS</b>									
<b>CASH EQUIVALENTS - TAXABLE</b>									
BLACKROCK LIQUIDITY FDS									
FEDFD ADMIN SHS									
12/09 - 12/09									
16,057.410		\$16,057 41	\$16,057.41	\$1 00		100.00%	1 29%	\$32	0.20%
<b>TOTAL PORTFOLIO</b>									
		\$1,015,043.27	\$1,242,714.37		\$227,671.10	100.00%	100.00%	\$33,508	2.70%

### SUMMARY OF TRANSACTIONS

	Income Cash	Principal Cash	Asset Tax Cost Basis
<b>BEGINNING ACCOUNT BALANCES</b>			
EQUITIES	.00	.00	\$1,028,729.07
DISPOSITIONS		\$24,562 16	-\$5,665 32
DIVIDENDS	\$1,904.61		
FIXED INCOME			
INTEREST	\$796 88		
<b>CASH AND CASH EQUIVALENTS</b>			
ACQUISITIONS		-\$18,710 29	\$18,710 29
DISPOSITIONS		\$26,730 77	-\$26,730 77
INTEREST	\$0.52		
MISCELLANEOUS RECEIPT		\$1,000 00	
TAX EXPENSE	-\$35 35		
FEES AND EXPENSES	-\$399 30		
MISCELLANEOUS DISBURSEMENTS		-\$35,850 00	
TRANSFERS	-\$2,267 36	\$2,267 36	
<b>ENDING ACCOUNT BALANCES</b>	.00	.00	\$1,015,043.27

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Form

**8868**

(Rev. April 2009).

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **▶**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).  
**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **▶**

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>LUPKE FOUNDATION INC</b>	Employer identification number <b>35 6017808</b>	
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>PNC BANK, NA PO BOX 94651</b>		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CLEVELAND OH 44101-4651</b>		

**Check type of return to be filed** (file a separate application for each return):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

◦ The books are in the care of ▶ **PNC BANK NA PO BOX 94651, CLEVELAND OH 44101-4651**

Telephone No. ▶ ( **216** ) **257-4731** FAX No. ▶ ( **216** ) **257-5064**

- If the organization does not have an office or place of business in the United States, check this box ☐ **▶**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐ **▶**. If it is for part of the group, check this box ☐ **▶** and attach a list with the names and EINs of all members the extension will cover.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 20**09** or
- ▶ ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_.

- 2** If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>2534.</b>
<b>b</b> If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>758.</b>
<b>c Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>1776.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.