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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

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: ARTHUR N. RUPE FOUNDATION

A Employer identification number: 77-0278838

Number and street (or P O box number if mail is not delivered to street address): 3887 STATE STREET — Room/suite: 22

B Telephone number: 805-687-8586

City or town, state, and ZIP code: SANTA BARBARA, CA 93105-3196

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 ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 53,396,023.

J Accounting method: [X] Cash ☐ Accrual ☐ 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 ▶ ☐

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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	24,400,046.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4,425.	4,425.		STATEMENT 1
	4 Dividends and interest from securities	480,496.	480,496.		STATEMENT 2
	5a Gross rents	543,617.	543,617.		STATEMENT 3
	b Net rental income or (loss) 438,590.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	3,496,334.			
	b Gross sales price for all assets on line 6a 32,356,601.				
	7 Capital gain net income (from Part IV, line 2)		3,496,334.		
	8 Net short-term capital gain				
	9 Income modifications			RECEIVED	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold			NOV 12 2010	
	c Gross profit or (loss)				
	11 Other income	1,843,098.	1,843,098.		STATEMENT 5
	12 **Total.** Add lines 1 through 11	30,768,016.	6,367,970.	OGDEN, UT	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	136,691.	22,175.		114,516.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,884.	2,754.		4,130.
	16a Legal fees STMT 6	4,250.	606.		3,644.
	b Accounting fees STMT 7	9,125.	0.		9,125.
	c Other professional fees STMT 8	47,977.	0.		47,977.
	17 Interest	99.	99.		0.
	18 Taxes STMT 9	77,075.	6,381.		2,422.
	19 Depreciation and depletion	380,986.	104,521.		
	20 Occupancy				
	21 Travel, conferences, and meetings	15,213.	0.		15,213.
	22 Printing and publications				
	23 Other expenses STMT 10	13,071.	4,031.		9,040.
	24 **Total operating and administrative expenses** Add lines 13 through 23	691,371.	140,567.		206,067.
	25 Contributions, gifts, grants paid	986,960.			986,960.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,678,331.	140,567.		1,193,027.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	29,089,685.			
	b **Net investment income** (if negative, enter -0-)		6,227,403.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	40,301.	21,157.	21,157.
	2	Savings and temporary cash investments	118,966.	1,593,929.	1,593,929.
	3	Accounts receivable ▶ 1,456.			
		Less allowance for doubtful accounts ▶		1,456.	1,456.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 11	17,048,641.	20,660,970.	20,496,212.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 8,138,543.			
		Less accumulated depreciation STMT 12 ▶ 928,829.	7,314,235.	7,209,714.	6,340,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	660,550.	24,784,131.	24,943,269.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	25,182,693.	54,271,357.	53,396,023.
Liabilities	17	Accounts payable and accrued expenses	1,559.	538.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	1,559.	538.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	25,181,134.	54,270,819.	
	30	**Total net assets or fund balances**	25,181,134.	54,270,819.	
	31	**Total liabilities and net assets/fund balances**	25,182,693.	54,271,357.	

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	25,181,134.
2	Enter amount from Part I, line 27a	2	29,089,685.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	54,270,819.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,270,819.

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	CLASS ACTION PROCEEDS	P		VARIOUS
b	SECURITY TRANSACTIONS-STMT 17-SHORT TERM	P		
c	SECURITY TRANSACTIONS-STMT 17-LONG TERM	P		
d	CAPITAL GAINS DIVIDENDS			
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	305.			305.
b	28,423,845.		25,745,452.	2,678,393.
c	3,895,796.		3,114,815.	780,981.
d	36,655.			36,655.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				305.
b				2,678,393.
c				780,981.
d				36,655.
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** 3,496,334.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,992,773.	28,060,888.	.071016
2007	1,538,224.	36,862,045.	.041729
2006	1,001,225.	34,080,643.	.029378
2005	718,185.	19,733,539.	.036394
2004	604,096.	14,547,947.	.041524

2	**Total** of line 1, column (d)	2	.220041
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	.044008
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,610,141.
5	Multiply line 4 by line 3	5	1,787,171.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	62,274.
7	Add lines 5 and 6	7	1,849,445.
8	Enter qualifying distributions from Part XII, line 4	8	1,193,027.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	124,548.
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	124,548.
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	124,548.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 100,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	100,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	490.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	25,038.
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** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
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*	8b	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	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)	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 ▶ N/A

14 The books are in care of ▶ ARTHUR N. RUPE FOUNDATION Telephone no ▶805/687-8586

Located at ▶ 3887 STATE STREET, SUITE 22, SANTA BARBARA, CA ZIP+4 ▶93105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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? N/A ☐ 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? | 6b | | X (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? N/A | 7b |

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.

(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 14		136,691.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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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	21,278,233.
b	Average of monthly cash balances	1b	739,313.
c	Fair market value of all other assets	1c	19,211,024.
d	Total (add lines 1a, b, and c)	1d	41,228,570.
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	41,228,570.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	618,429.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	40,610,141.
6	**Minimum investment return.** Enter 5% of line 5	6	2,030,507.

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	2,030,507.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 124,548.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	124,548.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,905,959.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,905,959.
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	1,905,959.

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	1,193,027.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,193,027.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,193,027.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,905,959.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,110,979.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,193,027.				
a Applied to 2008, but not more than line 2a			1,110,979.	
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 2009 distributable amount				82,048.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,823,911.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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))

ARTHUR N RUPE

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 of the person to whom applications should be addressed

SEE STATEMENT 16

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

SEE STATEMENT 16

c Any submission deadlines

SEE STATEMENT 16

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

SEE STATEMENT 16

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 15				
Total			▶ 3a	986,960.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,425.	
4 Dividends and interest from securities			14	480,496.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	438,590.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	1,843,098.	
8 Gain or (loss) from sales of assets other than inventory			18	3,496,334.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		6,262,943.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,262,943.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Sign Here

X Arthur N. Rupe X 11-8-10 CHAIRMAN

Signature of officer or trustee Date Title

Paid Preparer's Use Only			
Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization

ARTHUR N. RUPE FOUNDATION

Employer identification number

77-0278838

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[X] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
ARTHUR N. RUPE FOUNDATION	77-0278838

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARLOMA CORPORATION 3887 STATE STREET #22 SANTA BARBARA, CA 93105	$ 24,400,046.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization: ARTHUR N. RUPE FOUNDATION

Employer identification number: 77-0278838

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	OIL AND GAS ROYALTIES	$ 24,400,046.	01/01/10
		$	
		$	
		$	
		$	
		$	

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT 1

SOURCE	AMOUNT
INTEREST	4,425.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,425.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	500,137.	36,655.	463,482.
SHORT TERM CAPITAL GAIN DIV	17,014.	0.	17,014.
TOTAL TO FM 990-PF, PART I, LN 4	517,151.	36,655.	480,496.

FORM 990-PF	RENTAL INCOME	STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
JONESBORO PROPERTY	2	346,615.
LAKELAND PROPERTY	3	0.
LUBBOCK PROPERTY	5	197,002.
TOTAL TO FORM 990-PF, PART I, LINE 5A		543,617.

FORM 990-PF	RENTAL EXPENSES	STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		41,447.	
- SUBTOTAL -	2		41,447.
DEPRECIATION		63,074.	
LEGAL-RENTAL		506.	
- SUBTOTAL -	5		63,580.
TOTAL RENTAL EXPENSES			105,027.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			438,590.

FORM 990-PF — OTHER INCOME — STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	1,843,098.	1,843,098.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,843,098.	1,843,098.	

FORM 990-PF — LEGAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,744.	100.		3,644.
LEGAL-RENTAL	506.	506.		0.
TO FM 990-PF, PG 1, LN 16A	4,250.	606.		3,644.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	9,125.	0.		9,125.
TO FORM 990-PF, PG 1, LN 16B	9,125.	0.		9,125.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	47,977.	0.		47,977.
TO FORM 990-PF, PG 1, LN 16C	47,977.	0.		47,977.

FORM 990-PF — TAXES — STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	4,036.	1,614.		2,422.
PROPERTY TAX	4,767.	4,767.		0.
FEDERAL EXCISE TAX	68,272.	0.		0.
TO FORM 990-PF, PG 1, LN 18	77,075.	6,381.		2,422.

FORM 990-PF — OTHER EXPENSES — STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	1,528.	550.		978.
DUES AND SUBSCRIPTIONS	973.	129.		844.
OFFICE SUPPLIES	1,816.	0.		1,816.
INSURANCE	1,436.	284.		1,152.
APPRAISAL FEES	4,250.	0.		4,250.
CASH/ACCRUAL ROYALTY DIFFERENCE	3,068.	3,068.		0.
TO FORM 990-PF, PG 1, LN 23	13,071.	4,031.		9,040.

FORM 990-PF — CORPORATE STOCK — STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES-STATEMENT 18	20,660,970.	20,496,212.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,660,970.	20,496,212.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING-GA	1,599,639.	603,277.	996,362.
LAND-GA	752,771.	0.	752,771.
BOOK/TAX BASIS DIFFERENCE-GA	2,062,562.	0.	2,062,562.
BUILDING-GA	16,813.	2,208.	14,605.
LAND-GA	7,912.	0.	7,912.
UNIMPROVED LAND-LAKELAND	165,578.	0.	165,578.
BOOK/TAX BASIS DIFFERENCE-LAKELAND	84,422.	0.	84,422.
BUILDING-TX	2,460,000.	323,344.	2,136,656.
LAND-TX	820,000.	0.	820,000.
BOOK/TAX BASIS DIFFERENCE-TX	168,846.	0.	168,846.
TOTAL TO FM 990-PF, PART II, LN 11	8,138,543.	928,829.	7,209,714.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYALTIES-NET OF DEPLETION	COST	24,784,131.	24,943,269.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,784,131.	24,943,269.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR N RUPE 3887 STATE ST, #22 SANTA BARBARA, CA 93105	CHAIRMAN OF BOARD 40.00	0.	0.	0.
SUSAN VAN AACKEN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	SECRETARY 35.00	49,187.	0.	0.
RICHARD L HUNT 3887 STATE ST, #22 SANTA BARBARA, CA 93105	CFO AND DIRECTOR 5.00	0.	0.	0.
BEVERLY M RUPE 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
ALAN O EBENSTEIN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
JEFFREY J CAIN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	PRESIDENT AND DIRECTOR 10.00	50,004.	0.	0.
JOHN J MILLER 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 20.00	37,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		136,691.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
FOUNDATION FOR SANTA BARBARA CITY COLLEGE	NONE EDUCATIONAL NURSING FILM SUPPORT	PUBLIC CHARITY	9,960.
FUND FOR AMERICAN STUDIES	NONE GENERAL	PUBLIC CHARITY	1,000.
HERITAGE FOUNDATION	NONE GENERAL	PUBLIC CHARITY	5,000.
INSTITUTE FOR AMERICAN VALUES	NONE GENERAL	PUBLIC CHARITY	5,000.
INSTITUTE FOR JUSTICE	NONE GENERAL	PUBLIC CHARITY	10,000.
PACIFIC LEGAL FOUNDATION	NONE GENERAL	PUBLIC CHARITY	5,000.
THE HEARTLAND INSTITUTE	NONE BOOK DISTRIBUTION-REDISCOVE BLACK CONSERVATISM	PUBLIC CHARITY	44,000.
MEDIA RESEARCH CENTER	NONE GENERAL	PUBLIC CHARITY	1,000.

WASHINGTON LEGAL FOUNDATION	NONE MEDIA BRIEFINGS	PUBLIC CHARITY	15,000.
CALIFORNIA ASSOCIATION OF SCHOLARS	NONE POLITICALIZATION IN THE CLASSROOM PROJECT	PUBLIC CHARITY	15,000.
EVERGREEN FREEDOM FOUNDATION	NONE IMAGINE CAMPAIGN	PUBLIC CHARITY	25,000.
HOSPICE OF SAN LUIS OBISPO COUNTY	NONE GENERAL	PUBLIC CHARITY	1,000.
FIDELITY CHARITABLE GIFT FUND	NONE DESIGNATED CONTRIBUTIONS	PUBLIC CHARITY	850,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			986,960.

ATTACHMENT TO FORM 990-PF

Part XV - Item 2:

a. Applications should be addressed to:

3887 State Street, Suite 22
Santa Barbara, CA 93105

Attention: Mr. Jeff Cain

Telephone: (805) 687-8586
Fax: (805) 682-5955

b.

1. We accept applications primarily from applicants solicited by us. Applications must be in letter form and be accompanied by photocopies of the most current Federal and State ruling letters showing the applicant to be an organization declared to be a public charity under Internal Revenue Section 509(a)(1), (2) or (3). The application should also be accompanied by a certificate signed by an officer of the applying organization that the status of the applicant has not changed since the issuance of the exempt ruling letters; and that receipt of a grant from the Arthur N. Rupe Foundation will not change the applicant's status as a public charity.

2. Applicant should state in detail the reason for the grant request, and the proposed uses of grant funds.

c. None

d. Awards are made in the sole and absolute discretion of Arthur N. Rupe Foundation directors. Donations are generally made to public charities which promote and/or provide aid, research, and services in the furtherance of selected educational, medical, and social studies programs. A major area of focus is the support of qualified organizations that research, publish, conduct seminars, etc., exploring the various aspects of the media and its impact on shaping our cultural, social, political, and attitudinal behaviors.

Arthur N. Rupe Foundation
Capital Gain and Loss Schedule
June 30, 2010

Security	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Realized Gain/Loss
Short Term Activity:						
Hussman Strategic Growth	04/07/09	07/06/09	77,328	1,009,917	1,007,546	(2,371)
Permanent Portfolio Fund	03/06/09	07/06/09	10,359	310,250	345,628	35,378
TRowe Price Growth Stock	04/06/09	07/06/09	50,219	1,009,917	1,085,713	75,796
Fidelity Adv Fd AMI	03/06/09	08/05/09	31,434	310,300	359,237	48,937
Fidelity Adv Fd AMI	04/06/09	08/05/09	100	1,037	1,147	109
Fidelity Adv Fd AMI	05/05/09	08/05/09	59	631	677	46
Fidelity Adv Fd AMI	06/08/09	08/05/09	101	1,106	1,149	43
Fidelity Adv Fd AMI	07/13/09	08/05/09	92	1,014	1,053	39
Subtotal for 5 positions			31,786	314,088	363,262	49,174
T Rowe Pr Bl Chp	04/06/09	08/05/09	42,291	1,009,917	1,224,719	214,802
Ish MSCI Emerging Markets	06/08/09	09/01/09	11,256	370,441	391,356	20,916
IShrs MSCI EAFE Idx	06/08/09	09/01/09	7,898	370,343	406,255	35,912
Powershares QQQ	02/11/09	09/01/09	24,625	736,296	969,353	233,058
Powershares QQQ	04/06/09	09/01/09	21,295	683,365	838,269	154,905
Powershares QQQ	05/18/09	09/01/09	2,625	89,172	103,332	14,160
Subtotal for 3 positions			48,545	1,508,832	1,910,955	402,122
Vanguard Idx Sml Cp	06/08/09	09/01/09	8,040	376,116	410,746	34,630
Vanguard Smallcap Growth	06/08/09	09/01/09	7,746	376,373	406,468	30,095
Vanguard Emerging Mkts-ETF	05/18/09	09/01/09	34,944	1,079,821	1,207,012	127,191
Janus Invt Bal Fd	03/06/09	09/08/09	16,725	310,250	388,189	77,939
Janus Invt Bal Fd	04/01/09	09/08/09	26	502	592	90
Janus Invt Bal Fd	06/25/09	09/08/09	64	1,363	1,491	128
Subtotal for 3 positions			16,815	312,114	390,272	78,158
Powershares QQQ	05/18/09	09/08/09	13,427	456,120	545,651	89,531
SPDR ST S&P Semicn	09/09/09	11/04/09	8,910	375,191	337,318	(37,874)
FMI Common Stck Fnd	05/08/09	12/07/09	74,873	1,326,017	1,577,573	251,556
FMI Common Stck Fnd	10/29/09	12/07/09	27	552	560	8
Subtotal for 2 positions			74,900	1,326,569	1,578,133	251,564

Arthur N. Rupe Foundation
Capital Gain and Loss Schedule
June 30, 2010

Security	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Realized Gain/Loss
TRowe Price Special Fund	03/06/09	12/07/09	32,351	310,300	383,639	73,339
TRowe Price Special Fund	04/02/09	12/07/09	131	1,315	1,556	241
TRowe Price Special Fund	05/04/09	12/07/09	124	1,303	1,476	173
TRowe Price Special Fund	06/02/09	12/07/09	124	1,336	1,467	131
TRowe Price Special Fund	07/02/09	12/07/09	150	1,635	1,782	147
TRowe Price Special Fund	08/04/09	12/07/09	126	1,424	1,496	72
Subtotal for 6 positions			33,007	317,314	391,416	74,103
FBR Sm Cap Fin Fund	09/08/09	12/09/09	26,807	460,277	447,142	(13,135)
Buffalo Mid Cap	09/08/09	01/06/10	35,233	443,230	485,862	42,632
Matthews Asia Pac F	09/08/09	01/06/10	24,028	323,916	353,694	29,778
Spdr Gold Trust	11/04/09	01/06/10	3,160	337,378	352,615	15,236
IShrs MSCI EAFE Idx	06/08/09	01/11/10	3,385	158,725	194,774	36,049
IShrs MSCI EAFE Val	09/08/09	01/11/10	10,892	545,861	574,789	28,928
Powershares QQQ	05/18/09	02/08/10	5,557	188,773	238,444	49,671
Fidelity Str Inc Fd	07/07/09	03/03/10	35,048	345,625	381,275	35,650
Fidelity Str Inc Fd	08/03/09	03/03/10	110	1,128	1,200	73
Fidelity Str Inc Fd	12/21/09	03/03/10	260	2,813	2,825	13
Fidelity Str Inc Fd	02/01/10	03/03/10	33	354	359	5
Subtotal for 4 positions			35,451	349,920	385,660	35,740
Heartland Value Plu	03/04/10	04/05/10	15,451	385,650	408,313	22,663
Ish MSCI Emrg Mkts	09/09/09	04/05/10	13,215	494,116	577,349	83,233
Ish MSCI Emrg Mkts	01/06/10	04/05/10	8,167	352,980	356,808	3,828
Subtotal for 2 positions			21,382	847,096	934,157	87,061
Matthews China Fund	09/08/09	04/05/10	11,245	255,727	302,489	46,762
Northern Fds Inc Eq	12/08/09	04/05/10	37,313	391,416	421,217	29,801
SPDR ST S&P Semicn	01/06/10	04/05/10	7,352	353,270	362,078	8,809
TCW Div Focused	09/09/09	04/05/10	46,045	390,000	449,398	59,398
Fidelity Adv Rd Int	08/06/09	04/06/10	13,108	363,275	407,611	44,337
Fidelity Adv Rd Int	12/07/09	04/06/10	17	524	534	10
Subtotal for 2 positions			13,125	363,799	408,145	44,346
Fidelity Advisors	06/08/09	04/06/10	17,847	320,400	420,243	99,843
Fidelity Advisors	07/13/09	04/06/10	226	3,873	5,314	1,442
Subtotal for 2 positions			18,072	324,273	425,557	101,284
Ish MSCI Emrg Mkts	06/08/09	04/12/10	4,824	158,760	210,332	51,572

Arthur N. Rupe Foundation
Capital Gain and Loss Schedule
June 30, 2010

Security	Acquisition Date	Sale Date	Quantity	Cost	Proceeds	Realized Gain/Loss
Dodge & Cox Intl St	08/06/09	05/05/10	42,541	1,224,767	1,314,920	90,153
Dodge & Cox Intl St	12/21/09	05/05/10	593	18,548	18,334	(214)
Subtotal for 2 positions			43,134	1,243,315	1,333,254	89,939
Parnassus Fund	09/08/09	05/05/10	16,596	545,531	635,465	89,934
Yacktman Focused Fd	09/08/09	05/05/10	43,025	630,750	731,429	100,679
Yacktman Focused Fd	12/30/09	05/05/10	124	2,020	2,111	91
Subtotal for 2 positions			43,149	632,770	733,540	100,770
Claymore BNY/BRIC	12/09/09	05/06/10	10,558	447,864	419,794	(28,070)
Vanguard Emerging Mkts-ETF	09/09/09	05/06/10	10,559	392,063	419,993	27,930
American Beacon Fund Ba	04/06/10	06/03/10	36,127	426,300	406,741	(19,559)
Claymore/Zacks Yield	07/07/09	06/03/10	74,558	1,056,440	1,326,894	270,455
Dodge & Cox Balanced Fund	04/06/10	06/03/10	6,269	426,350	400,547	(25,803)
Fidelity Adv Asset	04/06/10	06/03/10	28,149	425,607	401,349	(24,258)
Fidelity Large Cap Stock	06/15/09	06/03/10	364	4,431	5,533	1,102
Neuberg B Partners	12/08/09	06/03/10	67,848	1,578,133	1,604,594	26,461
Neuberg B Partners	12/16/09	06/03/10	369	8,834	8,727	(107)
Subtotal for 2 positions			68,217	1,586,967	1,613,320	26,354
Pimco Intl Stock Pl	07/07/09	06/03/10	130,000	1,037,400	1,116,700	79,300
Pimco Intl Stock Pl	12/09/09	06/03/10	3,677	36,104	31,581	(4,522)
Subtotal for 2 positions			133,677	1,073,504	1,148,281	74,778
TRowe Capital Appreciation	04/06/10	06/03/10	21,952	426,350	408,250	(18,100)
IShares MSCI Pacific	01/13/10	06/07/10	6,007	256,566	213,768	(42,798)
	Total Short Term			**25,745,452**	**28,423,845**	**2,678,393**
Long Term Activity:						
Fidelity Large Cap Stock	05/08/09	06/03/10	110,777	1,326,017	1,684,900	358,883
Oakmark Intl Fund	05/08/09	06/03/10	102,000	1,326,017	1,651,380	325,363
Vanguard Emerging Mkts-ETF	05/18/09	06/07/10	14,976	462,781	559,516	96,735
	Total Long Term			**3,114,815**	**3,895,796**	**780,981**

Arthur N. Rupe Foundation
Investment in Securities
June 30, 2010

Type/Security	Quantity	Total Cost	Market Value
Exchange Traded Funds			
Ishares Russ MidCap	39,230	1,486,183	1,429,541
Ishrs Russ Micro Cap	10,602	461,482	414,962
Powershares QQQ	6,633	293,069	283,295
Rydes S&P Equal Weight	37,474	1,487,674	1,416,517
Rydex S&P400 Pur Gr	13,975	927,385	794,199
SPDR DJ Small Cap Value	14,815	929,337	825,788
Spdr DJ Wilshire Small Cap	4,831	257,314	249,425
SPDR Mid Cap	10,979	1,487,437	1,418,048
Vanguard Idx Small Cap	3,445	161,159	194,987
Vanguard Md Cp Vper	4,150	238,632	243,522
Vanguard Small Cap Value	12,383	717,612	667,444
Vanguard Smallcap Growth	3,319	161,268	195,390
Vanguard REIT Index Viper	9,893	466,835	459,926
		9,075,388	8,593,043
Mutual Funds			
Ariel Apprec Fund	25,623	859,842	834,018
Ariel Fund	46,674	1,326,000	1,685,388
FBR Sm Cap Fin Fund	8,716	177,103	156,795
Fidelity FDS Bal Fund	24,890	404,271	398,247
Fidelity FDS Puritan	24,111	408,195	376,851
Fidelity Lev Stock Fund	11,590	283,381	252,072
Fidelity Value Fund	17,939	1,098,038	977,115
Heartland Value Plus	42,428	1,098,038	1,008,091
Neubrgr Berman Rg Trs	138,496	1,486,065	1,434,821
Oakmark Fund CL I	40,581	1,486,065	1,419,513
Pimco FDS All Asset	34,373	404,221	403,877
Skyline Sp Eq Portfolio	27,828	460,277	480,592
Vanguard Asset Allocation	18,740	404,271	393,539
Vanguard Wellesley Income Fund	19,844	404,271	403,427
	115,304	1,285,544	1,678,822
		11,585,582	11,903,168
Totals:		20,660,970	20,496,212