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

2011

For calendar year 2011 or tax year beginning SEP 1, 2011, and ending AUG 31, 2012

Name of foundation
RUDGE FOUNDATION
C/O NORTHERN TRUST BANK

A Employer identification number
51-0403419

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
14624 N. SCOTTSDALE ROAD, STE 100

B Telephone number
480-483-1170

City or town, state, and ZIP code
SCOTTSDALE, AZ 85254

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [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) ▶$ 1,481,455.

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))

		(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	453,104.		N/A	
	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	44,526.	44,526.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	383,946.			
	b Gross sales price for all assets on line 6a 956,015.				
	7 Capital gain net income (from Part IV, line 2)		383,946.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	881,576.	428,472.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	3,925.	3,925.		0.
	c Other professional fees STMT 3	10,521.	10,521.		0.
	17 Interest				
	18 Taxes STMT 4	9,571.	9,571.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,017.	24,017.		0.
	25 Contributions, gifts, grants paid	47,000.			47,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	71,017.	24,017.		47,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	810,559.			
	b **Net investment income** (if negative, enter -0-)		404,455.		
	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	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	23,839.	36,707.	36,707.
2 Savings and temporary cash investments			
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			
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 6	433,688.	626,607.	702,840.
c Investments - corporate bonds STMT 7	420,812.	549,684.	579,241.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 8	60,177.	154,756.	162,667.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ STATEMENT 9)	8.	0.	0.
16 **Total assets** (to be completed by all filers)	938,524.	1,367,754.	1,481,455.
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			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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	786,850.	786,850.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	151,674.	580,904.	
30 **Total net assets or fund balances**	938,524.	1,367,754.	
31 **Total liabilities and net assets/fund balances**	938,524.	1,367,754.	

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	938,524.
2 Enter amount from Part I, line 27a	2	810,559.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,749,083.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	381,329.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,367,754.

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	SEE ATTACHED	P	VARIOUS	08/31/12
b	SEE ATTACHED	P	VARIOUS	08/31/12
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	94,285.		97,098.	-2,813.
b	852,762.		474,971.	377,791.
c	8,968.			8,968.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-2,813.
b				377,791.
c				8,968.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 383,946.

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))
2010	54,937.	1,015,868.	.054079
2009	39,055.	728,747.	.053592
2008	50,257.	664,492.	.075632
2007	48,450.	883,671.	.054828
2006	41,541.	927,160.	.044805

2	**Total** of line 1, column (d)	2	.282936
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	.056587
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,238,055.
5	Multiply line 4 by line 3	5	70,058.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,045.
7	Add lines 5 and 6	7	74,103.
8	Enter qualifying distributions from Part XII, line 4	8	47,000.

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	8,089.
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	8,089.
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	8,089.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,000.		
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	5,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,089.
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 2012 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) ▶ AZ			
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 2011 or the taxable year beginning in 2011 (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)*

			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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ MANSPERGER PATTERSON & MCMULLIN, PL Telephone no. ▶ 480-831-9500
Located at ▶ 1222 E. BASELINE ROAD, SUITE 200, TEMPE, AZ ZIP+4 ▶ 85283

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	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

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
HOWARD J. RUDGE C/O NTB; 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	DIRECTOR 1.00	0.	0.	0.
LOIS I. RUDGE C/O NTB; 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	DIRECTOR 1.00	0.	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

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.

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	1,236,562.
b	Average of monthly cash balances	1b	20,347.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,256,909.
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	1,256,909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,854.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,238,055.
6	**Minimum investment return.** Enter 5% of line 5	6	61,903.

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	61,903.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 8,089.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	8,089.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	53,814.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	53,814.
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	53,814.

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	47,000.
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	47,000.
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	47,000.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				53,814.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			786.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 47,000.				
a Applied to 2010, but not more than line 2a			786.	
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 2011 distributable amount				46,214.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				7,600.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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).)

HOWARD J. RUDGE

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 ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BUCKNELL UNIVERSITY ONE DENT DRIVE LEWISBURG, PA 17837	NONE	UNIVERSITY	SCHOLARSHIP FUNDS	10,000.
HABITAT FOR HUMANITY 1920 HUTTON STREET WILMINGTON, DE 19802	NONE	501(C)(3)	GENERAL OPERATING	5,000.
GEORGE WASHINGTON UNIVERSITY 2121 EYE STREET WASHINGTON, DC, DC 20052	NONE	UNIVERSITY	SCHOLARSHIP FUNDS	5,000.
SNOWMASS CHAPEL 5307 OWL CREEK ROAD ASPEN, CO 81611	NONE	CHURCH	GENERAL OPERATING	13,000.
SNOWMASS WESTERN HERITAGE ASSOCIATION P.O. BOX 5745 SNOWMASS VILLAGE, CO 81615	NONE	501(C)(3)	GENERAL OPERATING	3,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	47,000.
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					
4 Dividends and interest from securities			14	44,526.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	383,946.	
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.		428,472.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 428,472.

(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).
ALL	SUPPORT EXEMPT PURPOSE

123621
12-02-11

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		

Sign Here

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

Howard L. Rudge 1/15/13 Director

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY C. MCMULLIN, CPA	JEFFREY C. MCMULL	12/27/12		P00165467

Firm's name ▶ MANSPERGER PATTERSON & MCMULLIN, PLC — Firm's EIN ▶ 86-0751928

Firm's address ▶ 1222 E. BASELINE ROAD, SUITE 200
TEMPE, AZ 85283 — Phone no. (480) 831-9500

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
RUDGE FOUNDATION C/O NORTHERN TRUST BANK	51-0403419

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	☒ 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

☒ 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, total 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 total 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 Part I, 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
RUDGE FOUNDATION C/O NORTHERN TRUST BANK	51-0403419

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOWARD RUDGE C/O NORTHERN TRUST BANK, 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	$ 45,690.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	HOWARD RUDGE C/O NORTHERN TRUST BANK, 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	$ 107,820.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	HOWARD RUDGE C/O NORTHERN TRUST BANK, 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	$ 158,250.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	HOWARD RUDGE C/O NORTHERN TRUST BANK, 14624 N. SCOTTSDALE ROAD SCOTTSDALE, AZ 85254	$ 141,344.	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
RUDGE FOUNDATION
C/O NORTHERN TRUST BANK

Employer identification number
51-0403419

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	CONOCO PHILLIPS STOCK, 1,500 SHARES	$ 45,690.	10/24/11
2	DUPONT STOCK, 1,000 SHARES	$ 107,820.	10/24/11
3	DUPONT STOCK, 3,000 SHARES	$ 158,250.	03/30/12
4	DUPONT STOCK, 2,800 SHARES	$ 141,344.	05/15/12
		$	
		$	

Name of organization

RUDGE FOUNDATION
C/O NORTHERN TRUST BANK

Employer identification number

51-0403419

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

RUDGE FOUNDATION 23-98687
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
44. JUNIPER NETWORKS INC	11/22/2010	09/22/2011	835.40	1,522.37	-686.97
50. JUNIPER NETWORKS INC	05/23/2011	09/22/2011	949.32	2,064.29	-1,114.97
26. JUNIPER NETWORKS INC	11/22/2010	09/23/2011	496.94	899.58	-402.64
241.64 MFB NORTHERN FDS FIXED	10/19/2011	10/19/2011	2,520.31	2,444.40	75.91
46. MCKESSON HBOC INC	01/17/2012	01/23/2012	3,535.67	3,591.22	-55.55
85. ADR NOVARTIS AG SPONSORED					
ADR ISIN #US66987V1098	01/17/2012	01/23/2012	4,708.09	4,784.65	-76.56
32. MCKESSON HBOC INC	01/17/2012	01/24/2012	2,443.21	2,498.24	-55.03
12. MCKESSON HBOC INC	01/17/2012	01/25/2012	922.41	936.84	-14.43
15. AMAZON COM INC	11/08/2011	01/26/2012	2,869.81	3,263.28	-393.47
10. AMAZON COM INC	01/17/2012	02/07/2012	1,833.80	1,804.20	29.60
10. AMAZON COM INC	11/08/2011	02/07/2012	1,833.80	2,175.52	-341.72
5. THE TRAVELERS COMPANIES	01/17/2012	03/12/2012	288.46	298.90	-10.44
15. THE TRAVELERS COMPANIES	01/17/2012	03/13/2012	863.92	896.70	-32.78
5. ALTERA CORP COM	01/17/2012	03/26/2012	195.59	189.60	5.99
10. AMERICAN EXPRESS CO	07/06/2011	03/26/2012	577.29	525.56	51.73
5. AMERICAN WTR WKS CO INC					
NEW COM	01/31/2012-	03/26/2012	168.60	168.21	0.39
10. AMGEN INC	01/25/2012	03/26/2012	672.59	683.06	-10.47
5. AUTODESK, INC	05/23/2011	03/26/2012	205.44	208.90	-3.46
5. AUTOMATIC DATA PROCESSING	01/18/2012	03/26/2012	277.05	280.90	-3.85
15. BRISTOL MYERS SQUIBB CO	11/08/2011	03/26/2012	496.49	473.12	23.37
5. CITRIX SYS INC	04/11/2011	03/26/2012	392.59	373.49	19.10
10. COCA COLA CO	08/30/2011	03/26/2012	717.19	698.90	18.29
10. DOMINION RES INC VA NEW	01/17/2012	03/26/2012	505.09	510.00	-4.91
25. EMC CORP MASS	01/17/2012	03/26/2012	732.24	560.75	171.49
1. EATON CORP COM W/RTS EXP	04/01/2011	03/26/2012	49.98	56.03	-6.05
5. EXPRESS SCRIPTS INC CL A	01/25/2012	03/26/2012	264.70	259.67	5.03
5. FRANKLIN RESOURCES INC	07/07/2011	03/26/2012	620.93	684.45	-63.52
10. H J HEINZ CO	01/17/2012	03/26/2012	529.28	531.80	-2.52
15. HOME DEPOT INC	02/07/2012	03/26/2012	747.29	680.09	67.20
10. JOHNSON CONTROLS INC	01/17/2012	03/26/2012	323.89	355.60	-31.71
5. MCDONALDS CORP	01/17/2012	03/26/2012	481.19	502.15	-20.96
5. NORFOLK SOUTHN CORP COM	01/17/2012	03/26/2012	326.69	385.75	-59.06
5. NUCOR CORP	02/07/2012	03/26/2012	217.59	225.64	-8.05
Totals					

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RUDGE FOUNDATION 23-98687
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
15. QUALCOMM INC	01/17/2012	03/26/2012	1,009.78	859.58	150.20
10. UNITEDHEALTH GROUP INC	01/17/2012	03/26/2012	538.39	530.20	8.19
5. V F CORP	01/17/2012	03/26/2012	740.94	665.00	75.94
5. VERIZON COMMUNICATIONS	01/17/2012	03/26/2012	197.45	196.40	1.05
5. COVIDIEN PLC USD0.20(POST					
CONSLDTN)	01/17/2012	03/26/2012	271.55	230.45	41.10
100. MFC ISHARES IBOXX INVT					
GRADE GROUP BD FDCORP BD	04/09/2012	04/17/2012	11,592.74	11,568.00	24.74
7. W W GRAINGER INC	04/09/2012	04/26/2012	1,452.76	1,466.43	-13.67
11. UNITEDHEALTH GROUP INC	04/09/2012	04/26/2012	635.78	642.51	-6.73
3. W W GRAINGER INC	01/17/2012	04/27/2012	631.60	595.17	36.43
4. UNITEDHEALTH GROUP INC	04/09/2012	04/27/2012	231.47	233.64	-2.17
62. ALTERA CORP COM	01/17/2012	05/07/2012	2,079.43	2,351.04	-271.61
38. ALTERA CORP COM	04/09/2012	05/08/2012	1,260.22	1,437.56	-177.34
7.5 PHILLIPS 66 COM	04/09/2012	05/08/2012	218.27	268.90	-50.63
1130.83 MFB NORTHN FDS					
MULTI-MANAGER GLOBAL REALE	04/17/2012	05/25/2012	18,647.41	19,096.65	-449.24
56. PRINCIPAL FINANCIAL GROUP	04/09/2012	06/06/2012	1,345.81	1,570.08	-224.27
59. PRINCIPAL FINANCIAL GROUP	05/25/2012	06/07/2012	1,448.74	1,515.47	-66.73
43. UNITEDHEALTH GROUP INC	05/25/2012	06/20/2012	2,563.70	2,399.96	163.74
12. UNITEDHEALTH GROUP INC	01/17/2012	06/21/2012	715.15	636.24	78.91
5. AMERICAN WTR WKS CO INC					
NEW COM	05/25/2012	07/31/2012	181.05	171.35	9.70
5. AMGEN INC	05/25/2012	07/31/2012	414.14	344.90	69.24
5. CVS CORP	05/25/2012	07/31/2012	226.51	226.00	0.51
5. COCA COLA CO	05/25/2012	07/31/2012	404.40	378.15	26.25
80.87 MFO DFA INVT DIMENSIONS					
GROUP INC EMERGING MKTS CO	05/25/2012	07/31/2012	1,458.00	1,392.58	65.42
32.21 MFO DIMENSIONAL FD					
ADVISORS INTL VALUE PORTFO	05/25/2012	07/31/2012	466.00	451.90	14.10
5. DOMINION RES INC VA NEW	05/25/2012	07/31/2012	273.04	262.75	10.29
15. EMC CORP MASS	04/09/2012	07/31/2012	392.55	427.65	-35.10
5. EXPRESS SCRIPTS HLDG CO	04/09/2012	07/31/2012	288.45	280.95	7.50
5. H J HEINZ CO	01/17/2012	07/31/2012	276.04	265.90	10.14
10. HOME DEPOT INC	04/09/2012	07/31/2012	521.89	499.30	22.59
Totals					

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RUDGE FOUNDATION 23-98687
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
10. INTEL CORP COM	05/07/2012	07/31/2012	257.09	278.73	-21.64
5. JOHNSON CONTROLS INC	01/17/2012	07/31/2012	124.05	177.80	-53.75
5. NORFOLK SOUTHN CORP COM	01/17/2012	07/31/2012	370.84	385.75	-14.91
5. NUCOR CORP	02/07/2012	07/31/2012	195.60	225.64	-30.04
5. UNITEDHEALTH GROUP INC	01/17/2012	07/31/2012	257.84	265.10	-7.26
5. VERIZON COMMUNICATIONS	05/25/2012	07/31/2012	225.94	207.35	18.59
5. COVIDIEN PLC USD0.20(POST CONSLDTN)	05/25/2012	07/31/2012	282.29	267.85	14.44
35. WAL MART STORES INC	05/25/2012	08/01/2012	2,594.27	2,151.80	442.47
48. H J HEINZ CO	01/17/2012	08/08/2012	2,650.99	2,552.64	98.35
27. H J HEINZ CO	01/17/2012	08/09/2012	1,488.15	1,435.86	52.29
25. H J HEINZ CO	05/25/2012	08/10/2012	1,373.86	1,328.30	45.56
21. H J HEINZ CO	04/09/2012	08/13/2012	1,156.41	1,110.69	45.72
4. H J HEINZ CO	04/09/2012	08/14/2012	221.20	211.56	9.64
Totals			94,285.00	97,098.00	-2,813.00

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RUDGE FOUNDATION 23-98687
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
35. THE TRAVELERS COMPANIES	06/21/2010	09/22/2011	1,649.57	1,816.85	-167.28
46. SUNCOR ENERGY INC NEW COM	06/22/2009	09/28/2011	1,258.81	1,295.36	-36.55
54. SUNCOR ENERGY INC NEW COM	06/22/2009	09/29/2011	1,422.30	1,520.64	-98.34
500. MFC ISHARES TR BARCLAYS					
1-3 YR CR BD FD	09/28/2010	10/19/2011	52,100.19	52,283.00	-182.81
7536.91 MFB NORTHERN FDS FIXED	10/07/2010	10/19/2011	78,609.84	79,999.00	-1,389.16
35. CUMMINS ENGINE INC	06/21/2010	10/21/2011	3,261.98	2,661.05	600.93
545. CONOCOPHILLIPS	08/13/1999	11/02/2011	37,462.58	5,147.71	32,314.87
260. E I DU PONT DE NEMOURS &	01/19/1999	11/02/2011	12,292.56	2,363.40	9,929.16
1349.32 MFB NORTHN MULTI-MANAGER					
INTL EQTY FD FD	10/07/2010	11/02/2011	11,847.00	12,899.49	-1,052.49
65. CONOCOPHILLIPS	08/13/1999	11/08/2011	4,659.76	379.34	4,280.42
50. E I DU PONT DE NEMOURS &	01/19/1999	11/08/2011	2,451.45	454.50	1,996.95
50. GENERAL ELEC CO COM	01/31/2001	11/08/2011	817.72	2,348.67	-1,530.95
35. ABBOTT LABORATORIES	03/16/2009	01/17/2012	1,958.21	1,663.90	294.31
25000. BELLSOUTH CORP 4.75% DUE	03/19/2008	01/17/2012	25,816.00	25,552.75	263.25
875. CONOCOPHILLIPS	11/22/2010	01/17/2012	62,202.55	7,622.18	54,580.37
700. E I DU PONT DE NEMOURS &	01/19/1999	01/17/2012	34,187.33	6,363.00	27,824.33
60. INTL BUSINESS MACHINES	01/29/2007	01/17/2012	10,808.41	5,904.00	4,904.41
55. JOHNSON & JOHNSON	12/05/2000	01/17/2012	3,600.78	2,703.49	897.29
100. KELLOGG CO	03/16/2009	01/17/2012	5,102.90	3,735.00	1,367.90
25000. MCDONALDS CORP MED TRM NTS					
BOOK TRANCHE # TR 00100 4.	03/19/2008	01/17/2012	26,115.25	25,456.50	658.75
100. MEDCO HEALTH SOLUTIONS INC	04/02/2007	01/17/2012	6,097.88	3,682.80	2,415.08
249.71 MFB NORTHN MID CAP INDEX					
FD FD	09/28/2010	01/17/2012	2,999.00	2,651.95	347.05
378.96 MFB NORTHN FDS					
MULTI-MANAGER GLOBAL REALE	10/07/2010	01/17/2012	5,999.00	7,154.78	-1,155.78
586.85 MFB NORTHN MULTI-MANAGER					
INTL EQTY FD FD	10/07/2010	01/17/2012	5,000.00	5,610.28	-610.28
237.25 MFB NORTHN FDS SMALL CAP					
INDEX FD	09/28/2010	01/17/2012	2,000.00	1,769.88	230.12
Totals					

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RUDGE FOUNDATION 23-98687

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
100. PG&E CORP	12/04/2008	01/17/2012	4,201.91	3,594.00	607.91
30. SALESFORCE COM INC COM STK	06/21/2010	01/17/2012	3,135.31	2,923.50	211.81
45. UNITED TECHNOLOGIES CORP	06/22/2009	01/17/2012	3,481.13	2,381.40	1,099.73
70. E I DU PONT DE NEMOURS &	01/19/1999	02/07/2012	3,606.93	604.95	3,001.98
37. SPECTRA ENERGY CORP COM	06/21/2010	03/01/2012	1,164.67	816.59	348.08
31. SPECTRA ENERGY CORP COM	06/21/2010	03/02/2012	973.34	684.17	289.17
20. SPECTRA ENERGY CORP COM	06/21/2010	03/05/2012	623.78	441.40	182.38
27. SPECTRA ENERGY CORP COM	06/21/2010	03/06/2012	836.64	595.89	240.75
45. THE TRAVELERS COMPANIES	06/21/2010	03/12/2012	2,596.18	2,335.95	260.23
5. ABBOTT LABORATORIES	03/16/2009	03/26/2012	302.94	237.70	65.24
5. BHP LTD SPONSORED ADR	06/22/2009	03/26/2012	361.20	267.95	93.25
5. CHEVRONTEXACO CORP COM	12/05/2000	03/26/2012	536.49	207.03	329.46
5. CONOCOPHILLIPS	08/13/1999	03/26/2012	384.89	29.18	355.71
5. COSTCO WHSL CORP NEW	02/02/2011	03/26/2012	453.04	359.56	93.48
15. DANAHER CORP	06/22/2009	03/26/2012	820.19	449.39	370.80
10. WALT DISNEY CO	09/17/2007	03/26/2012	439.79	333.50	106.29
5. E I DU PONT DE NEMOURS &	01/27/1993	03/26/2012	264.90	42.60	222.30
9. EATON CORP COM W/RTS EXP	03/25/2011	03/26/2012	449.81	486.49	-36.68
10. EXXON MOBIL CORP COM	05/06/1981	03/26/2012	861.68	21.88	839.80
25. GENERAL ELEC CO COM	01/31/2001	03/26/2012	499.49	1,174.33	-674.84
5. INTL BUSINESS MACHINES	01/29/2007	03/26/2012	1,032.13	492.00	540.13
20. J P MORGAN CHASE & CO	06/22/2009	03/26/2012	910.18	669.20	240.98
5. JOHNSON & JOHNSON	12/05/2000	03/26/2012	324.64	245.77	78.87
5. NATIONAL-OILWELL INC	03/16/2009	03/26/2012	407.39	144.75	262.64
5. NIKE INC CLASS B	06/21/2010	03/26/2012	539.89	377.55	162.34
1069.52 MFB NORTHN MULTI-MANAGER					
INTL EQTY FD FD	02/11/2011	03/26/2012	10,000.00	10,759.35	-759.35
10. OMNICOM GRP INC COM	12/23/2010	03/26/2012	504.58	463.22	41.36
20. ORACLE CORPORATION	10/04/2010	03/26/2012	575.19	544.66	30.53
15. PRINCIPAL FINANCIAL GROUP	12/06/2010	03/26/2012	441.14	450.26	-9.12
10. PROCTER & GAMBLE CO	03/16/2009	03/26/2012	675.09	476.50	198.59
5. SCHLUMBERGER LTD ISIN					
#AN8068571086	02/28/2011	03/26/2012	367.84	463.40	-95.56
5. SIMON PPTY GROUP INC NEW	11/03/2010	03/26/2012	724.69	501.85	222.84
15. SPECTRA ENERGY CORP COM	06/21/2010	03/26/2012	475.79	331.05	144.74
Totals					

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RUDGE FOUNDATION 23-98687
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15. US BANCORP DEL NEW	12/23/2010	03/26/2012	479.69	406.09	73.60
5. UNITED TECHNOLOGIES CORP	06/22/2009	03/26/2012	413.29	264.60	148.69
5. WAL MART STORES INC	03/16/2009	03/26/2012	304.34	247.20	57.14
25. WELLS FARGO & CO NEW	12/04/2008	03/26/2012	847.48	694.00	153.48
10. WHOLE FOODS MKT INC	02/02/2011	03/26/2012	842.68	519.21	323.47
2980. E I DU PONT DE NEMOURS &	01/19/1999	04/09/2012	154,241.34	27,088.20	127,153.14
2378.68 MFB NORTHERN FUNDS BD					
INDEX FD	10/07/2010	04/17/2012	25,999.00	25,880.07	118.93
23. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	1,907.39	1,194.18	713.21
17. WHOLE FOODS MKT INC	02/02/2011	04/27/2012	1,417.39	882.65	534.74
40. CITRIX SYS INC	04/11/2011	05/07/2012	3,331.79	2,987.92	343.87
27.5 PHILLIPS 66 COM	08/13/1999	05/08/2012	800.33	76.95	723.38
2790. E I DU PONT DE NEMOURS &	01/19/1999	05/25/2012	135,702.55	25,361.10	110,341.45
1820.62 MFB NORTHN FDS					
MULTI-MANAGER GLOBAL REALE	12/21/2010	05/25/2012	30,022.07	26,847.79	3,174.28
1227.69 MFB NORTHN FDS					
MULTI-MANAGER EMERGING MKT	12/21/2010	05/25/2012	19,999.00	29,121.03	-9,122.03
2211.53 PIMCO COMMODITY					
REALRETURN STRATEGY FUND	10/08/2010	05/25/2012	13,999.00	18,503.52	-4,504.52
20. PRINCIPAL FINANCIAL GROUP	07/15/2010	06/05/2012	467.56	498.58	-31.02
66. PRINCIPAL FINANCIAL GROUP	07/15/2010	06/05/2012	1,544.85	1,645.31	-100.46
34. PRINCIPAL FINANCIAL GROUP	07/15/2010	06/06/2012	817.10	847.59	-30.49
5. AMERICAN EXPRESS CO	07/06/2011	07/31/2012	287.14	262.78	24.36
5. AUTODESK, INC	05/23/2011	07/31/2012	169.20	208.90	-39.70
10. BRISTOL MYERS SQUIBB CO	06/27/2011	07/31/2012	356.09	285.15	70.94
5. CHEVRONTEXACO CORP COM	12/05/2000	07/31/2012	549.34	207.03	342.31
5. COSTCO WHSL CORP NEW	06/10/2008	07/31/2012	479.42	352.70	126.72
10. DANAHER CORP	06/22/2009	07/31/2012	527.49	299.59	227.90
5. WALT DISNEY CO	09/17/2007	07/31/2012	246.34	166.75	79.59
5. E I DU PONT DE NEMOURS &	01/19/1999	07/31/2012	248.09	45.45	202.64
5. EATON CORP COM W/RTS EXP	04/01/2011	07/31/2012	218.82	278.84	-60.02
5. EXXON MOBIL CORP COM	05/06/1981	07/31/2012	434.99	10.94	424.05
15. GENERAL ELEC CO COM	01/31/2001	07/31/2012	311.77	704.60	-392.83
10. J P MORGAN CHASE & CO	06/22/2009	07/31/2012	359.59	334.60	24.99
5. NATIONAL-OILWELL INC	03/16/2009	07/31/2012	361.81	144.75	217.06
Totals					

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RUDGE FOUNDATION 23-98687
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
59.35 MFB NORTHN MID CAP INDEX FD FD	09/28/2010	07/31/2012	743.00	630.30	112.70
92.01 MFB NORTHN FDS MULTI-MANAGER EMERGING MKT	12/21/2010	07/31/2012	1,589.00	2,072.13	-483.13
353.87 MFB NORTHN MULTI-MANAGER INTL EQTY FD FD	02/11/2011	07/31/2012	3,061.00	3,559.92	-498.92
86.35 MFB NORTHN FDS SMALL CAP INDEX FD	09/28/2010	07/31/2012	753.00	644.17	108.83
5. OMNICOM GRP INC COM	12/23/2010	07/31/2012	251.51	231.61	19.90
10. ORACLE CORPORATION	10/04/2010	07/31/2012	303.80	272.33	31.47
5. PROCTER & GAMBLE CO	03/16/2009	07/31/2012	323.30	238.25	85.05
5. QUALCOMM INC	07/15/2011	07/31/2012	297.44	274.35	23.09
5. SCHLUMBERGER LTD ISIN #AN8068571086	02/28/2011	07/31/2012	356.69	463.40	-106.71
5. SPECTRA ENERGY CORP COM	06/21/2010	07/31/2012	153.06	110.35	42.71
10. US BANCORP DEL NEW	12/23/2010	07/31/2012	335.39	270.73	64.66
15. WELLS FARGO & CO NEW	12/04/2008	07/31/2012	507.44	416.40	91.04
50. WAL MART STORES INC	03/16/2009	08/01/2012	3,706.10	2,472.00	1,234.10
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			852,762.00	474,971.00	377,791.00
Totals			852,762.00	474,971.00	377,791.00

Average Balances for
Form 990F, Part X, Lines 1a & 1b

	Average Cash Securities Account	Average Security Balances
	20,347	1,236,562
September-11	27,034	909,409
October-11	24,499	1,128,470
November-11	23,217	1,113,495
December-11	32,149	1,105,621
January-12	19,555	1,119,085
February-12	9,530	1,154,436
March-12	22,694	1,302,498
April-12	9,135	1,310,094
May-12	9,602	1,385,201
June-12	14,225	1,419,934
July-12	15,818	1,445,755
August-12	36,707	1,444,748

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LITERARY SOCIETY OF THE EAST VALLEY 2398 E. CAMELBACK ROAD, SUITE 400 PHOENIX, AZ 85016	NONE	501(C)(3)	GENERAL OPERATING	6,000.
KEOLAHOU CONGREGATIONAL HAWAIIAN CHURCH 177 S. KIHEI ROAD WAILEA, HI 96753	NONE	CHURCH	GENERAL OPERATING	5,000.
Total from continuation sheets				11,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	53,494.	8,968.	44,526.
TOTAL TO FM 990-PF, PART I, LN 4	53,494.	8,968.	44,526.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	3,925.	3,925.		0.
TO FORM 990-PF, PG 1, LN 16B	3,925.	3,925.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST FEES	10,346.	10,346.		0.
OTHER FEES	175.	175.		0.
TO FORM 990-PF, PG 1, LN 16C	10,521.	10,521.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	9,181.	9,181.		0.
FOREIGN TAXES	390.	390.		0.
TO FORM 990-PF, PG 1, LN 18	9,571.	9,571.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 5

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN FMV AND COST BASIS FOR STOCK CONTRIBUTED	381,329.
TOTAL TO FORM 990-PF, PART III, LINE 5	381,329.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS HELD AT NORTHERN TRUST	626,607.	702,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	626,607.	702,840.

FORM 990-PF	CORPORATE BONDS	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS & BOND FUNDS HELD AT NORTHERN TRUST	549,684.	579,241.
TOTAL TO FORM 990-PF, PART II, LINE 10C	549,684.	579,241.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE FUNDS HELD AT NORTHERN TRUST	COST	52,000.	57,054.
COMMODITIES HELD AT NORTHERN TRUST	COST	102,756.	105,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		154,756.	162,667.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
NET UNSETTLED SALES AND PURCHASES	8.	0.	0.
TO FORM 990-PF, PART II, LINE 15	8.	0.	0.