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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Shupe Family Foundation

% JEFFERY M SHUPE

Number and street (or P O box number if mail is not delivered to street address)
443 S Vine Street
Suite

Room/suite

City or town, state, and ZIP code
Hinsdale, IL 605214045

A Employer identification number
26-3615062

B Telephone number (see instructions)
(630) 908-7535

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

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

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

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,014,486

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1	1		
	4	Dividends and interest from securities.	35,303	35,509		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	602			
	b	Gross sales price for all assets on line 6a 382,774				
	7	Capital gain net income (from Part IV, line 2) . . .		602		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	93			
	12	**Total.** Add lines 1 through 11	35,999	36,112		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	223	111	0	112
	b	Accounting fees (attach schedule).	3,360	1,680	0	1,680
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,112	1,112		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,490	6,462		28
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,185	9,365	0	1,820
	25	Contributions, gifts, grants paid	76,836			76,836
	26	**Total expenses and disbursements.** Add lines 24 and 25	88,021	9,365	0	78,656
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-52,022			
	b	**Net investment income** (if negative, enter -0-)		26,747		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	58,768	111,992	111,992
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	359,025	444,796	480,618
	c	Investments—corporate bonds (attach schedule)	532,065	341,048	421,876
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	949,858	897,836	1,014,486
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	949,858	897,836	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	949,858	897,836	

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	949,858
2	Enter amount from Part I, line 27a	2	-52,022
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	897,836
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	897,836

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)
1 a	CREDIT SUISSE #4719 - ST - SEE ATTACHED	P	2012-01-01	2012-12-31
b	CREDIT SUISSE #4719 - LT - SEE ATTACHED	P	2010-01-01	2012-12-31
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	49,527		45,604	3,923
b	133,247		136,568	-3,321
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				3,923
b				-3,321
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	602
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	62,993	978,762	0 06436
2010	80,575	1,045,065	0 0771
2009	49,975	1,006,499	0 049652
2008	0	41,075	0 0
2007			

2	**Total** of line 1, column (d)	2	0 191112
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 047778
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	990,573
5	Multiply line 4 by line 3	5	47,328
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	267
7	Add lines 5 and 6	7	47,595
8	Enter qualifying distributions from Part XII, line 4	8	78,656

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 page 18 of the 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	267
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	267
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	267
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — **6a** 248		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 490		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	738
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	471
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 471 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶JEFFERY M SHUPE Telephone no ▶(630) 908-7535

Located at ▶443 S VINE STREET HINSDALE IL ZIP+4 ▶60521

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 | |

			Yes	No
16	At any time during calendar year 2012, 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		No

See 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 page 20 of the instructions)?	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ 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**		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?	**7b**		No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JEFFERY M SHUPE 443 S Vine Street Hinsdale, IL 605214045	GRANTOR/TRUSTEE 0	0		
SUSAN SHUPE 443 S Vine Street Hinsdale, IL 605214045	GRANTOR/TRUSTEE 0	0		
PATRICK JOHNSON 443 S Vine Street Hinsdale, IL 605214045	GRANTOR/TRUSTEE 0	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	914,864
b	Average of monthly cash balances	1b	90,794
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,005,658
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,005,658
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,085
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	990,573
6	**Minimum investment return.** Enter 5% of line 5	6	49,529

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	49,529
2a	Tax on investment income for 2012 from Part VI, line 5	2a	267		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	267
3	Distributable amount before adjustments Subtract line 2c from line 1			3	49,262
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	49,262
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	49,262

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	78,656
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	78,656
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	267
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,389

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				49,262
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. — 0				
c From 2009. — 341				
d From 2010. — 29,622				
e From 2011. — 14,539				
f **Total** of lines 3a through e.	44,502			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 78,656				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				49,262
e Remaining amount distributed out of corpus	29,394			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	73,896			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	73,896			
10 Analysis of line 9				
a Excess from 2008. — 0				
b Excess from 2009. — 341				
c Excess from 2010. — 29,622				
d Excess from 2011. — 14,539				
e Excess from 2012. — 29,394				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 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 organization 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))

JEFFERY SHUPE AND SUSAN SHUPE

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

NA

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				76,836
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1	
4 Dividends and interest from securities. . . .			14	35,303	
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	602	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FEDERAL TAX REFUND					93
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				35,906	93

13 Total. Add line 12, columns (b), (d), and (e). 13 35,999

(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) (See instructions)
11	FEDERAL TAX REFUND OF $93

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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-11-15 | ******

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
Steven W Scheibe	Steven W Scheibe			

Firm's name ▶	PricewaterhouseCoopers LLP	Firm's EIN ▶
Firm's address ▶	One North Wacker Drive Chicago, IL 60606	Phone no (312) 298-2000

Form 990PF Part XV Line 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*				
MIDWAY BAPTIST CHURCH 7517 Red Arrow Highway Watervliet, MI 49098	NONE		TO FURTHER THE MISSION OF THE DONEE	10,000
WORLD BYCICLE RELIEF 1333 N Kingsbury Ave 4th Floor Chicago, IL 60642	NONE		TO FURTHER THE MISSION OF THE DONEE	9,336
Evangelical Covenant Church of Hinsdale 412 South Garfield Street Hinsdale, IL 60521	NONE		TO FURTHER THE MISSION OF THE DONEE	10,000
PAW PAW LAKE FOUNDATION PO Box 341 Watervliet, MI 49098	NONE		TO FURTHER THE MISSION OF THE DONEE	2,000
HARBOR POINT MINISTRIES 4055 W Peterson Ave Suite 106 Chicago, IL 60646	NONE		TO FURTHER THE MISSION OF THE DONEE	5,000
AGAPE INTERNATIONAL PO Box 51 Ashland, MA 01721	NONE		TO FURTHER THE MISSION OF THE DONEE	10,000
FEED MY STARVING CHILDREN 401 93rd Avenue NW Coon Rapids, MN 55433	NONE		TO FURTHER THE MISSION OF THE DONEE	10,000
SHOW HOPE PO Box 647 Franklin, TN 37065	NONE		TO FURTHER THE MISSION OF THE DONEE	2,000
COVENANT POINT BIBLE CAMP 358 Hagerman Lake Rd Iron River, MI 49935	NONE		TO FURTHER THE MISSION OF THE DONEE	1,000
UNIVERSITY OF NOTRE DAME University of Notre Dame Notre Dame, IN 46556	NONE		TO FURTHER THE MISSION OF THE DONEE	5,000
LCMS NORTHWEST DISTRICT 1700 NE Knott Street Portland, OR 97212	NONE		TO FURTHER THE MISSION OF THE DONEE	10,000
HINSDALE CENTRAL HIGH SCHOOL 5500 S Grant St Hinsdale, IL 60521	NONE		TO FURTHER THE MISSION OF THE DONEE	1,000
RIGHT ANGLE NOBLE NETWORK OF CHARTER SCHOOLS 1 N State St Chicago, IL 60602	NONE		TO FURTHER THE MISSION OF THE DONEE	1,500
Total . . . . ▶ **3a**				76,836

TY 2012 Accounting Fees Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	3,360	1,680		1,680

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CREDIT SUISSE #4901 - LT - SEE ATTACHED	2010-01		2012-12		200,000	200,000				

TY 2012 Investments Corporate Bonds Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE #4901	341,048	421,876

TY 2012 Investments Corporate Stock Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE #4719	364,081	399,212
CREDIT SUISSE #4901	80,715	81,406

TY 2012 Land, Etc. Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

TY 2012 Legal Fees Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	223	111		112

TY 2012 Other Expenses Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IL CHARITY BUREAU FUND	15			15
IL SECRETARY OF STATE	13			13
CREDIT SUISSE #4719 FEES	5,755	5,755		
FOREIGN DIVIDEND EXPENSE	75	75		
CREDIT SUISSE #4901 FEES	632	632		

TY 2012 Other Income Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Federal Tax Refund	93		

TY 2012 Taxes Schedule

Name: Shupe Family Foundation

EIN: 26-3615062

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,112	1,112		

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 201-334901

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
As of 02/22/2013

[redacted]

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8). GENERAL ELEC CAP COR P MEDIUM TERM NTS ME D TERM NTS SER A 6					**CUSIP (Box 1d).** 36962GYY4			
100,000	REDEMPTION	FIRST IN FIRST OUT	01/12/2009	06/15/2012	100,000 00	100,000 00		0 00
Original Cost Basis 104,815 00								
Description (Box 8). GOLDMAN SACHS GROUP INC SR NT 5 700% 09 /01/12 B/E DTD 08/27					**CUSIP (Box 1d).** 38141GCG7			
100,000	REDEMPTION	FIRST IN FIRST OUT	01/12/2009	09/01/2012	100,000 00	100,000 00		0 00
Original Cost Basis. 100,505.00								
Long-Term Noncovered Total					**200,000.00**	**200,000.00**	**0.00**	**0.00**
Long-Term Total					**200,000.00**	**200,000.00**	**0.00**	**0.00**
Total					**200,000.00**	**200,000.00**	**0.00**	**0.00**

Important Cost Basis Information for 2012 Tax Reporting

Effective January 1, 2012, the cost basis reporting rules have been extended to mutual fund shares, stock in eligible dividend reinvestment plans (DRPs) and exchange-traded funds (ETFs) that are treated like mutual funds for tax purposes Additional phased-in rules for debt instruments (e g , bonds) and options will be implemented in 2014, or perhaps later The new tax rules require us to report the original or adjusted purchase price (cost basis) both to you and the Internal Revenue Service (IRS) when covered mutual fund shares, stock in DRPs and ETFs that are treated like mutual funds for tax purposes, in your taxable (non-retirement) account are disposed of by sale, exchange or redemption (The rules for reporting of covered securities [1] previously rolled out in 2011 continue to apply) As a result, you will see changes in your account statement, trade confirmations, Form 1099-B and other reporting documents [2]

<u>**Covered vs. Noncovered Mutual Funds**</u> Similar to 2011 changes for stock, the new tax rules make a distinction between "covered" and "noncovered" in taxable accounts For example, under the new rules, in general, if you own a mutual fund, but the shares were acquired *before* January 1, 2012, those shares may be considered noncovered, and their cost basis generally will not be reported to the IRS Mutual funds

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

	Amount
Advisory Fees	5,755.32

Advisory Fees Certain advisory fees charged to your account will be summarized in the "Summary of Transactions We Do Not Report to The IRS" section of the tax information statement This amount represents the total amount for advisory fees charged in 2012 Advisory fees are generally deductable to the extent they exceed 2% of your AGI on IRS Form 1040, Schedule A, line 23

[redacted]

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b)								
Description (Box 8). ACCENTURE PLC IRELAN D CLASS SHS ISIN#IE0 0B4BNMY34					**CUSIP (Box 1d).** G1151C101			
137	SELL	HIGH COST LONG TERM	01/19/2012	05/24/2012	8,100.39	7,502 82		597 57
Description (Box 8). EATON CORP COM MER E FF 11/30/12 1 OLD/1 CU G29183103 EATON C					**CUSIP (Box 1d).** 278058102			
166		HIGH COST LONG TERM	10/24/2012	12/03/2012	8,616 33	7,522 68		1,093 65
Description (Box 8). PG & E CORP					**CUSIP (Box 1d).** 69331C108			
21	SELL	HIGH COST LONG TERM	01/19/2012	05/24/2012	926 82	864 28		62 54
165	SELL	HIGH COST LONG TERM	01/19/2012	10/24/2012	6,931 10	6,790 81		140 29
	SECURITY TOTAL				7,857 92	7,655 09		202.83

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8). TELEFONICA S A ADR S PONS ADR ISIN#US8793 822086 — **CUSIP (Box 1d).** 879382208

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
24	SELL	HIGH COST LONG TERM	08/16/2012	10/24/2012	318 48	300 48		18 00
Short-Term Covered Total					**24,893.12**	**22,981.07**	**0.00**	**1,912.05**

Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked

Noncovered (Box 6a)

Description (Box 8). ASTRAZENECA PLC SPON SORED ADR — **CUSIP (Box 1d).** 046353108

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
37	SELL	HIGH COST LONG TERM	05/19/2011	01/19/2012	1,758 58	1,908 98		(150 40)

Description (Box 8). ECOPETROL S A SPONSO RED ADS ISIN#US27915 81091 — **CUSIP (Box 1d).** 279158109

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
130	SELL	HIGH COST LONG TERM	05/19/2011	01/19/2012	6,479 79	5,643 52		836 27

Description (Box 8). GENUINE PARTS CO — **CUSIP (Box 1d).** 372460105

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
102	SELL	HIGH COST LONG TERM	05/19/2011	01/19/2012	6,622 71	5,563 41		1,059 30

Description (Box 8). MATTEL INC COM — **CUSIP (Box 1d).** 577081102

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
22	SELL	HIGH COST LONG TERM	02/17/2011	01/19/2012	630 48	566 14		64 34
123	SELL	HIGH COST LONG TERM	05/19/2011	01/19/2012	3,524 94	3,301 11		223 83
145	**SALE DATE TOTAL**		VARIOUS	01/19/2012	4,155 42	3,867 25		288 17
	SECURITY TOTAL				4,155 42	3,867 25		288 17

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8). PHILIP MORRIS INTL I NC COM					**CUSIP (Box 1d).** 718172109			
52	SELL	HIGH COST LONG TERM	05/19/2011	01/19/2012	3,848 00	3,636 27		211 73
Description (Box 8). TOTAL S A SPONSORED ADR					**CUSIP (Box 1d).** 89151E109			
34	SELL	HIGH COST LONG TERM	02/17/2011	01/19/2012	1,769 70	2,003 90		(234 20)
Short-Term Noncovered Total					**24,634.20**	**22,623.33**	**0.00**	**2,010.87**
Short-Term Total					**49,527.32**	**45,604.40**	**0.00**	**3,922.92**
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8). BEMIS CO INC COM					**CUSIP (Box 1d).** 081437105			
216	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	6,573 91	7,207 48		(633 57)
Description (Box 8). CANON INC ADR REPSTG 5 SHS					**CUSIP (Box 1d).** 138006309			
81	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	3,224 75	3,961 56		(736 81)
Description (Box 8). CHINA MOBILE LTD SPO N ADR S A ISIN#US169 41M099					**CUSIP (Box 1d).** 16941M109			
232	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	11,928 35	10,973 16		955 19
23	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	1,182 55	1,028 94		153.61

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8). CHINA MOBILE LTD SPO N ADR S A ISIN#US169 41M099					**CUSIP (Box 1d).** 16941M109 *(continued)*			
255	**SALE DATE TOTAL**		VARIOUS	05/24/2012	13,110 90	12,002 10		1,108 80
	SECURITY TOTAL				13,110 90	12,002 10		1,108 80
Description (Box 8). CONAGRA FOODS INC CO M					**CUSIP (Box 1d).** 205887102			
455	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	11,529 24	10,323 31		1,205.93
288	SELL	HIGH COST LONG TERM	02/17/2011	10/24/2012	8,050 86	6,534 32		1,516 54
	SECURITY TOTAL				19,580 10	16,857 63		2,722 47
Description (Box 8). DARDEN RESTAURANTS I NC COM					**CUSIP (Box 1d).** 237194105			
77	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	4,141 17	3,824 59		316 58
Description (Box 8). ECOPETROL S A SPONSO RED ADS ISIN#US27915 81091					**CUSIP (Box 1d).** 279158109			
190	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	11,118 87	8,248 22		2,870 65
Description (Box 8). GENUINE PARTS CO					**CUSIP (Box 1d).** 372460105			
106	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	6,587 71	5,781 59		806 12
Description (Box 8). GLAXOSMITHKLINE PLC SPONS ADR					**CUSIP (Box 1d).** 37733W105			
92	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	4,074 94	3,991 88		83 06

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)

Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked

Noncovered (Box 6a) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
Description (Box 8). MATTEL INC COM						**CUSIP (Box 1d).** 577081102		
321	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	9,989 84	8,260 52		1,729 32
Description (Box 8). NORTHROP GRUMMAN COR P COM						**CUSIP (Box 1d).** 666807102		
56	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	3,293 39	3,493 15		(199 76)
57	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	3,352 21	3,698 47		(346 26)
113	**SALE DATE TOTAL**		VARIOUS	05/24/2012	6,645 60	7,191 62		(546 02)
	SECURITY TOTAL				6,645 60	7,191 62		(546 02)
Description (Box 8). PG & E CORP						**CUSIP (Box 1d).** 69331C108		
170	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	7,502 85	7,691 72		(188 87)
Description (Box 8). PEPSICO INC COM						**CUSIP (Box 1d).** 713448108		
49	SELL	HIGH COST LONG TERM	02/17/2011	05/24/2012	3,363 48	3,127 18		236.30
23	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	1,578 77	1,641 93		(63 16)
72	**SALE DATE TOTAL**		VARIOUS	05/24/2012	4,942 25	4,769 11		173 14
	SECURITY TOTAL				4,942 25	4,769 11		173 14

[redacted]

SHUPE FAMILY FOUNDATION
443 S VINE ST

Account Number: 2N1-014719

Recipient's Identification Number 26-3615062

2012 TAX and YEAR-END STATEMENT
Revised Statement as of 03/01/2013

[redacted]

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)

Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked

Noncovered (Box 6a) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments	Realized Gain or (Loss)
Description (Box 8). TELEFONICA S A ADR S PONS ADR ISIN#US8793 822086					**CUSIP (Box 1d).** 879382208			
658	SELL	VERSUS PURCHASE	02/17/2011	05/24/2012	8,042 60	16,449 54		(8,406 94)
254	SELL	VERSUS PURCHASE	05/19/2011	05/24/2012	3,104 59	6,136 23		(3,031 64)
912	**SALE DATE TOTAL**		VARIOUS	05/24/2012	11,147 19	22,585 77		(11,438 58)
	SECURITY TOTAL				11,147 19	22,585 77		(11,438.58)
Description (Box 8). UNILEVER PLC SPON AD R NEW ISIN#US9047677 045					**CUSIP (Box 1d).** 904767704			
636	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	20,333 68	20,534 96		(201 28)
Description (Box 8). WAL MART STORES INC COM					**CUSIP (Box 1d).** 931142103			
66	SELL	HIGH COST LONG TERM	05/19/2011	05/24/2012	4,273 21	3,658 92		614 29
Long-Term Noncovered Total					**133,246.97**	**136,567.67**	**0.00**	**(3,320.70)**
Long-Term Total					**133,246.97**	**136,567.67**	**0.00**	**(3,320.70)**
Total					**182,774.29**	**182,172.07**	**0.00**	**602.22**

Important Cost Basis Information for 2012 Tax Reporting

Effective January 1, 2012, the cost basis reporting rules have been extended to mutual fund shares, stock in eligible dividend reinvestment plans (DRPs) and exchange-traded funds (ETFs) that are treated like mutual funds for tax purposes Additional phased-in rules for debt instruments (e g , bonds) and options will be implemented in 2014, or perhaps later The new tax rules require us to report the original or adjusted purchase price (cost basis) both to you and the Internal Revenue Service (IRS) when covered mutual fund shares, stock in DRPs and ETFs that are treated like mutual funds for tax purposes, in your taxable (non-retirement) account are disposed of by sale, exchange or redemption. (The rules for reporting of covered securities [1] previously rolled out in 2011 continue to apply.) As a result, you will see changes in your account statement, trade confirmations, Form 1099-B and other reporting documents [2]