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 JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation
ARTHUR N. RUPE FOUNDATION

A Employer identification number
77-0278838

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

B Telephone number
805-687-8586

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ 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: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 53,455,405.

J Accounting method: ☒ 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 ▶ ☐

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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			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	590.	590.		STATEMENT 1
4	Dividends and interest from securities	648,014.	648,014.		STATEMENT 2
5a	Gross rents	547,103.	547,103.		STATEMENT 3
b	Net rental income or (loss) 442,582.				STATEMENT 4
6a	Net gain or (loss) from sale of assets not on line 10	2,611,416.			
b	Gross sales price for all assets on line 6a 52,805,963.				
7	Capital gain net income (from Part IV, line 2)		2,611,416.		
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	2,010,231.	2,010,231.		STATEMENT 5
12	**Total.** Add lines 1 through 11	5,817,354.	5,817,354.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	181,598.	23,541.		158,057.
14	Other employee salaries and wages	63,505.	0.		63,505.
15	Pension plans, employee benefits	17,039.	2,437.		14,602.
16a	Legal fees STMT 6	3,424.	540.		2,884.
b	Accounting fees STMT 7	9,250.	0.		9,250.
c	Other professional fees STMT 8	13,100.	0.		13,100.
17	Interest	3,798.	3,798.		0.
18	Taxes STMT 9	44,360.	5,609.		8,636.
19	Depreciation and depletion	406,056.	406,056.		
20	Occupancy				
21	Travel, conferences, and meetings	32,684.	0.		32,684.
22	Printing and publications	65.	0.		65.
23	Other expenses STMT 10	12,773.	20.		12,753.
24	**Total operating and administrative expenses.** Add lines 13 through 23	787,652.	442,001.		315,536.
25	Contributions, gifts, grants paid	2,501,528.			2,501,528.
26	**Total expenses and disbursements.** Add lines 24 and 25	3,289,180.	442,001.		2,817,064.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	2,528,174.			
b	**Net investment income** (if negative, enter -0-)		5,375,353.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

9-14 3

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	27,253.	52,925.	52,925.
	2	Savings and temporary cash investments	3,684,142.	4,428,763.	4,428,763.
	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 12	25,799,451.	27,965,146.	29,843,247.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶ 8,138,543.			
		Less accumulated depreciation STMT 13▶ 1,242,392.	7,000,672.	6,896,151.	6,340,000.
	12	Investments - mortgage loans			
	13	Investments - other STMT 14	23,717,005.	23,415,470.	12,790,470.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	60,228,523.	62,758,455.	53,455,405.
Liabilities	17	Accounts payable and accrued expenses	3,093.	4,851.	
	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)	3,093.	4,851.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	60,225,430.	62,753,604.	
	30	**Total net assets or fund balances**	60,225,430.	62,753,604.	
	31	**Total liabilities and net assets/fund balances**	60,228,523.	62,758,455.	

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	60,225,430.
2	Enter amount from Part I, line 27a	2	2,528,174.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	62,753,604.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,753,604.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CLASS ACTION SETTLEMENTS	P		
b	SECURITIES-SCHEDULE	P		
c	SECURITIES-SCHEDULE	P		
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	202.			202.
b	44,800,691.		43,300,145.	1,500,546.
c	7,837,978.		6,894,402.	943,576.
d	167,092.			167,092.
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				202.
b				1,500,546.
c				943,576.
d				167,092.
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	2,611,416.
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 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	2,137,894.	48,100,378.	.044447
2010	2,611,628.	51,771,480.	.050445
2009	1,193,027.	40,610,141.	.029378
2008	1,992,773.	28,060,888.	.071016
2007	1,538,224.	36,862,045.	.041729

2	**Total** of line 1, column (d)	2	.237015
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	.047403
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	52,202,489.
5	Multiply line 4 by line 3	5	2,474,555.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,754.
7	Add lines 5 and 6	7	2,528,309.
8	Enter qualifying distributions from Part XII, line 4	8	2,817,064.

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 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	53,754.
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	53,754.
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	53,754.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	55,716.		
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	55,716.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	9.
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	1,953.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		1,953. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ RUPEFOUNDATION.ORG

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

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

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

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

		Line	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		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.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ▶ ____, ____, ____, ____			
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 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.)* 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 2012?	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
SEE STATEMENT 15		181,598.	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
CHRISTINE NORTHUP - 3887 STATE STREET,#22, SANTA BARBARA, CA 93105	32.00	57,021.	0.	0.

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	29,695,399.
b	Average of monthly cash balances			1b	4,030,513.
c	Fair market value of all other assets			1c	19,271,539.
d	**Total** (add lines 1a, b, and c)			1d	52,997,451.
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	52,997,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	794,962.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	52,202,489.
6	**Minimum investment return.** Enter 5% of line 5			6	2,610,124.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,610,124.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,754.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	53,754.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,556,370.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,556,370.
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	2,556,370.

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	2,817,064.
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	2,817,064.
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	53,754.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,763,310.

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				2,556,370.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,851,528.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶$ 2,817,064.				
a Applied to 2011, but not more than line 2a			1,851,528.	
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 2012 distributable amount				965,536.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,590,834.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

ARTHUR N RUPE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number or e-mail 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*				
ALLAN HANCOCK COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	25,000.
CITRUS COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	43,750.
COLLEGE OF THE CANYONS FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	48,275.
FEATHER RIVER COMMUNITY COLLEGE DISTRICT	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	63,575.
FIDELITY CHARITABLE GIFT FUND	N/A	PUBLIC CHARITY	DESIGNATED CONTRIBUTIONS	1,894,118.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,501,528.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	590.	
4 Dividends and interest from securities			14	648,014.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	442,582.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	2,010,231.	
8 Gain or (loss) from sales of assets other than inventory			18	2,611,416.	
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.		5,712,833.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 5,712,833.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

Arthur N. Rupe | 11-1-13 | CHAIRMAN

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

ARTHUR N. RUPE FOUNDATION 77-0278838

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
FOUNDATION FOR SANTA BARBARA CITY COLLEGE	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	100,510.
GAVILIAN COLLEGE	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	42,000.
LACCD_LOS ANGELES HARBOR COLLEGE	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	30,000.
MIRA COSTA COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	25,000.
MODESTO JUNIOR COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	35,000.
RIO HONDO COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	50,000.
SAN DIEGO CONTINUING EDUCATION	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	50,000.
U. C. REGENTS	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	12,500.
VENTURA COLLEGE FOUNDATION	N/A	PUBLIC CHARITY	CNA/HHA PROGRAM	66,800.
WEST LOS ANGELES COLLEGE	N/A	SEC 170(C)(1) GOVERNMENTAL UNI	CNA/HHA PROGRAM	15,000.
Total from continuation sheets				426,810.

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

SOURCE	AMOUNT
INTEREST	590.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	590.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	633,774.	0.	633,774.
LONG TERM CAPITAL GAIN DIVIDENDS	167,092.	167,092.	0.
SHORT TERM CAPITAL GAIN DIV	14,240.	0.	14,240.
TOTAL TO FM 990-PF, PART I, LN 4	815,106.	167,092.	648,014.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
JONESBORO PROPERTY	2	329,415.
LAKELAND PROPERTY	3	
LUBBOCK PROPERTY	5	217,688.
TOTAL TO FORM 990-PF, PART I, LINE 5A		547,103.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		41,447.	
- SUBTOTAL -	2		41,447.
DEPRECIATION		63,074.	
- SUBTOTAL -	5		63,074.
TOTAL RENTAL EXPENSES			104,521.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			442,582.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES	2,010,231.	2,010,231.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,010,231.	2,010,231.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,424.	540.		2,884.
TO FM 990-PF, PG 1, LN 16A	3,424.	540.		2,884.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	9,250.	0.		9,250.
TO FORM 990-PF, PG 1, LN 16B	9,250.	0.		9,250.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	13,100.	0.		13,100.
TO FORM 990-PF, PG 1, LN 16C	13,100.	0.		13,100.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	10,041.	1,405.		8,636.
PROPERTY TAX	4,204.	4,204.		0.
FEDERAL EXCISE TAX	30,115.	0.		0.
TO FORM 990-PF, PG 1, LN 18	44,360.	5,609.		8,636.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSE	430.	0.		430.
DUES AND SUBSCRIPTIONS	9,451.	20.		9,431.
OFFICE SUPPLIES	1,667.	0.		1,667.
INSURANCE	1,225.	0.		1,225.
TO FORM 990-PF, PG 1, LN 23	12,773.	20.		12,753.

FOOTNOTES STATEMENT 11

STATEMENT RE PART VII-A, QUESTION 12

THE FOUNDATION MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND THAT WERE TREATED AS QUALIFYING DISTRIBUTIONS.
THE DONOR-ADVISED FUND SPONSORING ORGANIZATION IS A 501(C)(3) TAX EXEMPT ENTITY THAT IS ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES.
ACCORDINGLY, ALL DISTRIBUTIONS BY THE FOUNDATION TO THE DONOR-ADVISED FUND SPONSORING ORGANIZATION ARE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B).

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES-STATEMENT 16	27,965,146.	29,843,247.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,965,146.	29,843,247.

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING-GA	1,599,639.	726,325.	873,314.
LAND-GA	752,771.	0.	752,771.
BOOK/TAX BASIS DIFFERENCE-GA	2,062,562.	0.	2,062,562.
BUILDING-GA	16,813.	3,501.	13,312.
LAND-GA	7,912.	0.	7,912.
UNIMPROVED LAND-LAKELAND	165,578.	0.	165,578.
BOOK/TAX BASIS DIFFERENCE-LAKELAND	84,422.	0.	84,422.
BUILDING-TX	2,460,000.	512,566.	1,947,434.
LAND-TX	820,000.	0.	820,000.
BOOK/TAX BASIS DIFFERENCE-TX	168,846.	0.	168,846.
TOTAL TO FM 990-PF, PART II, LN 11	8,138,543.	1,242,392.	6,896,151.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROYALTIES-NET OF DEPLETION	FMV	23,415,470.	12,790,470.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,415,470.	12,790,470.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARTHUR N RUPE 3887 STATE ST, #22 SANTA BARBARA, CA 93105	CHAIRMAN OF BOARD 30.00	0.	0.	0.
SUSAN VAN AACKEN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	SECRETARY 37.00	57,848.	0.	0.
RICHARD L HUNT 3887 STATE ST, #22 SANTA BARBARA, CA 93105	CFO AND DIRECTOR 4.00	0.	0.	0.
BEVERLY M RUPE 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
ALAN O EBENSTEIN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
JEFFREY J CAIN 3887 STATE ST, #22 SANTA BARBARA, CA 93105	PRESIDENT AND DIRECTOR 10.00	123,750.	0.	0.
KIM DENNIS 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
EVAN MALONEY 3887 STATE ST, #22 SANTA BARBARA, CA 93105	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		181,598.	0.	0.

Arthur N. Rupe Foundation
Securities
June 30, 2013

Type/Security	Shares	Cost	Market Value
Exchange Traded Funds			
Ishares Barclays Mbs Bond Fund	2,826	$ 308,104	$ 297,380
Ishares DJ Sel Div	9,578	532,018	613,088
Ishares Russ MidCap	5,041	276,307	291,975
IShares S&P 400 Val	20,553	2,016,243	2,081,402
Ishares Trust DJ Us Financial	8,083	583,694	578,096
Spdr S&P Dividend ETF	4,373	276,208	289,930
SPDR Tr S&P HomeBuy	23,702	478,375	697,313
		$ 4,470,950	$ 4,849,184
Mutual Funds			
Ariel Appreciation Fund Invest	20,529	$ 943,115	$ 1,015,378
Ariel Fund	48,935	2,714,900	2,949,787
Artisan Global Value Fund Inve	21,715	276,220	292,507
Baron Partners Fund	46,655	1,204,175	1,271,825
Buffalo Flexible Income Fund	43,557	551,895	591,068
Doubleline Total Return Bond Fund	29,550	334,451	325,645
Fidelity Leveraged Company Sto	36,199	1,116,017	1,352,376
Fidelity Sel Biotec	3,759	316,060	532,820
Janus Short Term Bond Fund	156,174	482,561	476,332
Nicholas Fd	37,834	2,043,780	2,076,304
Oakmark Global Fd Cl I Srs Of	99,486	2,497,100	2,653,293
Pimco Income Fund Class D	12,225	148,837	149,273
Pimco Intl Stkplus Tr Strategy	348,837	2,400,000	2,469,767
Skyline Special Equities Ptfol	18,559	582,000	584,227
Sound Shore Fund, Inc.	89,311	3,735,467	3,686,763
The Weitz Funds Hickory Fund	5,851	276,000	302,213
T Rowe Price Hlt Sci	13,515	501,728	664,402
Villere Balanced Fd	25,438	552,050	590,920
Wasatch International Growth Fund	37,099	880,000	950,118
Wfa Special Mid Cap Value Fund	72,146	1,937,840	2,059,045
		$ 23,494,196	$ 24,994,063
		$ 27,965,146	$ 29,843,247

Arthur N Rupe Foundation
Capital Gains and Losses
June 30, 2013

Security	Acquisition Date	Sale Date	Shares	Cost	Sale Proceeds	Realized Gain/Loss
Short Term Activity:						
Sequoia Fund	12/02/11	07/05/12	7,408	1,067,017	1,149,875	82,858
T Rowe Pr Bl Chp	03/02/12	08/02/12	27,507	1,210,029	1,185,239	(24,790)
Vanguard Idx Growth	04/05/12	08/02/12	19,836	1,407,763	1,352,254	(55,509)
TCW Sel Equities-N	04/19/12	08/13/12	15,683	300,483	293,554	(6,929)
TCW Sel Equities-N	05/08/12	08/13/12	11,964	223,134	223,950	816
Subtotal for 2 positions			27,647	523,617	517,504	(6,113)
SPDR Trust-Utilitie	06/04/12	09/06/12	5,221	186,814	189,929	3,114
Vanguard Div Grth	01/05/12	09/06/12	111,489	1,733,667	1,877,454	143,787
Vanguard Div Grth	06/28/12	09/06/12	1,254	19,845	21,111	1,266
Subtotal for 2 positions			112,742	1,753,512	1,898,565	145,053
Ishrs Brcly 10-20TB	12/02/11	09/14/12	804	105,031	106,999	1,968
Ishrs Brcly 10-20TB	05/08/12	09/14/12	943	125,523	125,497	(26)
Subtotal for 2 positions			1,747	230,554	232,496	1,942
Pwrshrs 1-30 Ldr Tr	12/02/11	09/14/12	3,437	110,086	110,801	715
Pwrshrs 1-30 Ldr Tr	05/08/12	09/14/12	2,651	85,740	85,462	(278)
Subtotal for 2 positions			6,088	195,826	196,263	436
Ishares DJ Sel Div	06/04/12	10/03/12	19,390	1,038,325	1,125,622	87,297
Powershares High Yield	06/04/12	10/03/12	93,540	840,926	905,440	64,513
Fam Equity Income	02/29/12	10/25/12	5,989	121,640	122,630	990
Fam Equity Income	03/30/12	10/25/12	19	389	383	(6)
Fam Equity Income	05/08/12	10/25/12	4,743	94,531	97,118	2,587
Fam Equity Income	07/02/12	10/25/12	32	645	653	8
Fam Equity Income	10/01/12	10/25/12	31	647	637	(10)
Subtotal for 5 positions			10,814	217,852	221,421	3,569
Powershares QQQ Trust	12/02/11	11/02/12	7,901	448,937	519,082	70,145
Powershares QQQ Trust	05/02/12	11/02/12	10,435	699,017	685,561	(13,456)
Subtotal for 2 positions			18,336	1,147,954	1,204,643	56,689
Select Sector Spdr-technology	09/06/12	11/02/12	6,114	190,021	178,466	(11,555)
Touchstone Sands Gr	04/05/12	11/02/12	61,731	783,372	742,629	(40,743)
Vanguard Wld MC 300	04/05/12	11/02/12	15,593	862,456	864,294	1,838

Arthur N Rupe Foundation
Capital Gains and Losses
June 30, 2013

Security	Acquisition Date	Sale Date	Shares	Cost	Sale Proceeds	Realized Gain/Loss
WellsFargo:Growth;Inv	12/09/11	11/02/12	199	6,988	7,767	779
Hennessy Bal Fund	12/02/11	11/28/12	25,939	290,000	305,045	15,045
Hennessy Bal Fund	12/28/11	11/28/12	35	402	415	13
Hennessy Bal Fund	04/02/12	11/28/12	21	245	248	3
Hennessy Bal Fund	05/08/12	11/28/12	20,019	232,821	235,423	2,602
Hennessy Bal Fund	07/02/12	11/28/12	46	548	546	(2)
Hennessy Bal Fund	10/01/12	11/28/12	21	254	248	(6)
Subtotal for 6 positions			46,082	524,271	541,926	17,655
Ing Corporate Leaders Tr Fd Cl	08/02/12	12/04/12	49,762	1,191,310	1,220,670	29,360
Ishares High Dividend Equity F	08/02/12	12/04/12	22,345	1,353,190	1,333,963	(19,227)
Ishares High Dividend Equity F	11/05/12	12/04/12	9,318	557,958	556,271	(1,688)
Subtotal for 2 positions			31,663	1,911,148	1,890,233	(20,914)
Ishares S&p 100 Index Fund	07/05/12	12/04/12	18,255	1,148,233	1,178,890	30,657
Vanguard Eq Inc Fd	01/05/12	12/04/12	51,774	1,148,887	1,245,153	96,266
Fidelity Capital Trust Capital	06/04/12	01/04/13	28,401	767,134	860,824	93,690
Fidelity Capital Trust Capital	12/07/12	01/04/13	578	16,757	17,531	775
Subtotal for 2 positions			28,980	783,891	878,356	94,465
TCW Div Focused	09/06/12	01/04/13	155,138	1,864,758	1,940,776	76,018
TCW Div Focused	10/03/12	01/04/13	46,398	562,811	580,442	17,631
Subtotal for 2 positions			201,536	2,427,569	2,521,218	93,649
Aston FDS M&C Bal	04/19/12	01/10/13	14,167	300,483	311,958	11,475
Aston FDS M&C Bal	05/08/12	01/10/13	11,140	235,612	245,304	9,692
Aston FDS M&C Bal	06/25/12	01/10/13	69	1,443	1,522	79
Aston FDS M&C Bal	09/24/12	01/10/13	69	1,512	1,511	(1)
Aston FDS M&C Bal	12/31/12	01/10/13	125	2,669	2,746	77
Subtotal for 5 positions			25,570	541,719	563,042	21,323
Hennessy Equity And Income Fd	04/02/12	01/10/13	39	538	556	17
Hennessy Equity And Income Fd	05/08/12	01/10/13	9,043	125,062	129,111	4,049
Hennessy Equity And Income Fd	07/02/12	01/10/13	65	899	922	24
Hennessy Equity And Income Fd	10/01/12	01/10/13	63	878	893	15
Hennessy Equity And Income Fd	11/15/12	01/10/13	1,318	18,040	18,815	775
Hennessy Equity And Income Fd	01/02/13	01/10/13	166	2,333	2,364	31
Subtotal for 6 positions			10,692	147,750	152,661	4,911
Weitz Value Fd	02/29/12	01/10/13	3,746	121,640	132,166	10,527
Weitz Value Fd	05/08/12	01/10/13	2,813	93,041	99,259	6,218
Weitz Value Fd	06/29/12	01/10/13	7	224	248	24
Subtotal for 3 positions			6,567	214,904	231,673	16,769

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Security	Acquisition Date	Sale Date	Shares	Cost	Sale Proceeds	Realized Gain/Loss
Causeway International Value F	11/05/12	02/04/13	181,631	2,294,000	2,406,611	112,611
Causeway International Value F	12/19/12	02/04/13	3,472	45,444	46,000	555
Subtotal for 2 positions			185,103	2,339,444	2,452,611	113,167
Pimco Stock Plus Ttl Rtn	04/05/12	02/04/13	230,563	1,980,535	2,132,706	152,171
Pimco Stock Plus Ttl Rtn	10/03/12	02/04/13	60,387	562,811	558,584	(4,227)
Pimco Stock Plus Ttl Rtn	12/12/12	02/04/13	344	3,182	3,179	(3)
Subtotal for 3 positions			291,294	2,546,528	2,694,469	147,941
AmCent Govt GM Fnd	03/01/12	02/22/13	46	518	511	(7)
AmCent Govt GM Fnd	04/02/12	02/22/13	46	521	514	(7)
AmCent Govt GM Fnd	05/01/12	02/22/13	43	480	472	(8)
AmCent Govt GM Fnd	05/08/12	02/22/13	10,876	122,577	120,383	(2,194)
AmCent Govt GM Fnd	06/01/12	02/22/13	65	728	717	(12)
AmCent Govt GM Fnd	07/02/12	02/22/13	75	843	831	(12)
AmCent Govt GM Fnd	08/01/12	02/22/13	70	785	770	(15)
AmCent Govt GM Fnd	09/04/12	02/22/13	80	900	883	(17)
AmCent Govt GM Fnd	10/01/12	02/22/13	64	724	710	(14)
AmCent Govt GM Fnd	11/01/12	02/22/13	72	802	793	(9)
AmCent Govt GM Fnd	11/15/12	02/22/13	1,728	19,285	19,127	(158)
AmCent Govt GM Fnd	12/03/12	02/22/13	80	895	886	(9)
AmCent Govt GM Fnd	01/02/13	02/22/13	72	808	801	(7)
AmCent Govt GM Fnd	02/01/13	02/22/13	71	784	783	(2)
Subtotal for 14 positions			13,388	150,651	148,180	(2,472)
Wisdom Tree Tr LgCp	06/22/12	02/22/13	4,015	208,027	227,837	19,810
Wisdomtree Equity Income Fund	10/25/12	02/22/13	4,712	220,374	230,873	10,499
ISh MSCI EMU Idx	11/05/12	03/04/13	36,458	1,115,986	1,204,174	88,187
Parnassus Fund The	10/03/12	03/04/13	20,974	905,440	885,934	(19,506)
Parnassus Fund The	11/16/12	03/04/13	1,508	57,288	63,697	6,409
Subtotal for 2 positions			22,482	962,728	949,631	(13,097)
Vang Euro IDX VIPER	12/05/12	03/04/13	39,380	1,885,126	1,937,839	52,713
Matthews Asian Grwth	12/05/12	04/03/13	102,390	1,885,000	1,982,271	97,271
Oakmark International Fund Cla	12/05/12	04/03/13	92,811	1,885,000	2,041,851	156,851
Hennesy Small Cap Financial Fd	11/05/12	05/02/13	57,201	1,116,000	1,254,427	138,427
Mairs & Power Gr	12/05/12	05/02/13	10,037	845,017	943,055	98,038
Mairs & Power Gr	12/28/12	05/02/13	433	35,806	40,676	4,870
Subtotal for 2 positions			10,470	880,823	983,731	102,908
Fidelity Inv Grd Bd	06/01/12	05/24/13	44	349	352	3

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Fidelity Inv Grd Bd	07/02/12	05/24/13	43	341	344	3
Fidelity Inv Grd Bd	08/01/12	05/24/13	45	357	355	(2)
Fidelity Inv Grd Bd	09/04/12	05/24/13	48	379	377	(2)
Fidelity Inv Grd Bd	10/01/12	05/24/13	43	342	339	(3)
Fidelity Inv Grd Bd	11/01/12	05/24/13	44	350	347	(3)
Fidelity Inv Grd Bd	11/15/12	05/24/13	1,794	14,455	14,240	(215)
Fidelity Inv Grd Bd	12/03/12	05/24/13	37	298	294	(3)
Fidelity Inv Grd Bd	01/02/13	05/24/13	37	299	297	(2)
Fidelity Inv Grd Bd	02/01/13	05/24/13	38	305	305	(0)
Fidelity Inv Grd Bd	03/01/13	05/24/13	38	304	303	(1)
Fidelity Inv Grd Bd	04/01/13	05/24/13	42	336	336	(1)
Fidelity Inv Grd Bd	05/01/13	05/24/13	43	346	342	(4)
Subtotal for 13 positions			2,297	18,462	18,230	(231)
Oakmark International Fund Cla	01/10/13	05/24/13	12,754	276,000	307,453	31,453
Ishares High Dividend Equity F	05/02/13	06/04/13	55,075	3,764,120	3,720,269	(43,851)
Ishares Japan Index Fund	05/02/13	06/04/13	53,310	620,477	583,994	(36,483)
Vanguard Ftse Pacific Etf	05/02/13	06/04/13	10,210	620,469	581,997	(38,472)
Janus Short Term Bond Fund	07/01/12	06/24/13	464	1,435	1,416	(19)
Janus Short Term Bond Fund	08/01/12	06/24/13	311	966	950	(16)
Janus Short Term Bond Fund	08/09/12	06/24/13	70,230	217,010	214,201	(2,809)
Janus Short Term Bond Fund	09/01/12	06/24/13	485	1,505	1,481	(24)
Janus Short Term Bond Fund	09/10/12	06/24/13	64,516	200,000	196,774	(3,226)
Janus Short Term Bond Fund	10/01/12	06/24/13	413	1,279	1,259	(21)
Janus Short Term Bond Fund	10/09/12	06/24/13	48,232	150,000	147,106	(2,894)
Janus Short Term Bond Fund	11/01/12	06/24/13	534	1,662	1,630	(32)
Janus Short Term Bond Fund	11/13/12	06/24/13	64,516	200,000	196,774	(3,226)
Janus Short Term Bond Fund	12/01/12	06/24/13	633	1,968	1,930	(38)
Janus Short Term Bond Fund	12/03/12	06/24/13	56,270	175,000	171,624	(3,376)
Janus Short Term Bond Fund	01/01/13	06/24/13	4,853	14,949	14,803	(146)
Janus Short Term Bond Fund	01/11/13	06/24/13	44,158	136,448	134,681	(1,766)
Subtotal for 13 positions			355,616	1,102,220	1,084,628	(17,592)
				$ 43,300,145	$ 44,800,691	$ 1,500,546
Long Term Activity:						
Ishares TR S&P 500	08/03/11	11/02/12	24,090	1,623,108	1,833,991	210,882
Powershares QQQ Trust	10/05/11	11/02/12	4,928	263,159	323,761	60,602
WellsFargo:Growth;Inv	12/08/10	11/02/12	5,306	168,895	206,940	38,045
WellsFargo:Growth;Inv	09/07/11	11/02/12	9,612	321,900	374,861	52,961
Subtotal for 2 positions			14,918	490,795	581,801	91,006

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Wisdom Tree Tr LgCp	10/05/11	12/04/12	17,895	787,566	952,702	165,136
Hennessy Equity And Income Fd	12/02/11	01/10/13	11,512	150,000	164,364	14,364
Hennessy Equity And Income Fd	01/03/12	01/10/13	55	728	790	61
Subtotal for 2 positions			11,567	150,728	165,154	14,425
AmCent Govt GM Fnd	01/13/12	02/22/13	15,943	180,000	176,465	(3,535)
AmCent Govt GM Fnd	02/01/12	02/22/13	22	245	241	(4)
Subtotal for 2 positions			15,965	180,245	176,706	(3,539)
Mairs & Power Gr	04/05/12	05/02/13	29,938	2,406,145	2,812,975	406,830
Fidelity Inv Grd Bd	12/02/11	05/24/13	13,038	100,050	103,494	3,444
Fidelity Inv Grd Bd	01/03/12	05/24/13	30	235	242	7
Fidelity Inv Grd Bd	02/01/12	05/24/13	33	258	262	5
Fidelity Inv Grd Bd	03/01/12	05/24/13	38	296	302	6
Fidelity Inv Grd Bd	04/02/12	05/24/13	30	233	239	6
Fidelity Inv Grd Bd	05/01/12	05/24/13	29	224	228	4
Fidelity Inv Grd Bd	05/08/12	05/24/13	9,606	75,358	76,249	891
Subtotal for 7 positions			22,804	176,654	181,017	4,363
Janus Short Term Bond Fund	01/06/12	06/24/13	7,227	22,113	22,041	(72)
Janus Short Term Bond Fund	02/01/12	06/24/13	2,028	6,248	6,187	(61)
Janus Short Term Bond Fund	02/17/12	06/24/13	89,286	275,000	272,321	(2,679)
Janus Short Term Bond Fund	03/09/12	06/24/13	97,087	300,000	296,117	(3,883)
Janus Short Term Bond Fund	03/20/12	06/24/13	61,688	190,000	188,149	(1,851)
Janus Short Term Bond Fund	03/31/12	06/24/13	2,641	8,160	8,055	(106)
Janus Short Term Bond Fund	04/01/12	06/24/13	2,666	8,239	8,133	(107)
Janus Short Term Bond Fund	05/01/12	06/24/13	2,299	4,359	7,011	2,652
Janus Short Term Bond Fund	06/01/12	06/24/13	609	1,883	1,858	(24)
Subtotal for 9 positions			265,532	816,002	809,872	(6,130)
				$ 6,894,402	$ 7,837,978	$ 943,576