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

Department of the Treasury
Internal Revenue Service

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

07/01, 2012, and ending

06/30, 2013

Name of foundation

THE TURPIN FAMILY CHARITABLE FOUNDATION

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

P.O. BOX 645

Room/suite

City or town, state, and ZIP code

CYPRESS, CA 90630

G Check all that apply	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,808,663.	J Accounting method	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual
		<input type="checkbox"/> 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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	2,186,504				
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	539,418		539,418		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	ATCH 2	1,956	1,956		
c Other professional fees (attach schedule)		10,979	10,979		
17 Interest	MAY 19 2014				
18 Taxes (attach schedule) (see instructions)	ATCH 94	1,600			
19 Depreciation (attach schedule) and depletion					
20 Occupancy	UGDEN, UT				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	ATCH 5	5,964	5,964		
24 Total operating and administrative expenses					
Add lines 13 through 23	20,499		18,899		
25 Contributions, gifts, grants paid		82,200			82,200
26 Total expenses and disbursements Add lines 24 and 25	102,699		18,899	0	82,200
27 Subtract line 26 from line 12		436,719			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			520,519		
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	15,373.	3,541.	
	2	Savings and temporary cash investments	58,272.	-902.	
	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 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			
	10	a Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 6	1,343,275.	1,851,000.	1,808,663.
	c	Investments - corporate bonds (attach schedule)			
	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)	1,416,920.	1,853,639.	1,808,663.
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	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>				
	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	1,416,920.	1,853,639.	
	30	Total net assets or fund balances (see instructions)	1,416,920.	1,853,639.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,416,920.	1,853,639.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,416,920.
2	Enter amount from Part I, line 27a	2	436,719.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,853,639.
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	1,853,639.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
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					
b					
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					
b					
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	505,645.	
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	0	

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	80,514.	1,595,411.	0.050466
2010	61,400.	1,612,571.	0.038076
2009	67,153.	1,427,150.	0.047054
2008	99,787.	1,415,112.	0.070515
2007	91,325.	2,011,748.	0.045396
2 Total of line 1, column (d)			2 0.251507
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 0.050301
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,698,437.
5 Multiply line 4 by line 3			5 85,433.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,205.
7 Add lines 5 and 6			7 90,638.
8 Enter qualifying distributions from Part XII, line 4			8 82,200.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	10,410.
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	10,410.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments	3	0
a	2012 estimated tax payments and 2011 overpayment credited to 2012		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	4	10,410.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,573: Refunded ►		

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 the definition)?	1b	X
<i>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</i>			
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 ► \$ _____ (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?	2	X
<i>If "Yes," attach a detailed description of the activities</i>			
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?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T</i>			
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)

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 ► <u>NONE</u>			
14	The books are in care of ► <u>STEPHEN RACK, CPA</u> Telephone no ► <u>714-225-8092</u> Located at ► <u>P.O. BOX 645, CYPRESS, CA</u> ZIP+4 ► <u>90630</u>		
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 ► <u>15</u>		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u> </u>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 ► <u> </u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 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	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 7		0	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
NONE				

Total number of other employees paid over \$50,000 ►

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

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.

1	N/A	
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.

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
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	1,519,001.
b	Average of monthly cash balances	1b	205,301.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,724,302.
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	
3	Subtract line 2 from line 1d	3	1,724,302.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,698,437.
6	Minimum investment return. Enter 5% of line 5	6	84,922.

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	84,922.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,410.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,410.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	74,512.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	74,512.
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	74,512.

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	82,200.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	82,200.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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)	6	82,200.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				74,512.
2 Undistributed income, if any, as of the end of 2012			75,868.	
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
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				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 82,200.			75,868.	
a Applied to 2011, but not more than line 2a				
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				6,332.
e Remaining amount distributed out of corpus				
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				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				68,180.
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	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))

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(4)					
	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	
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))

GEORGE AND PAULINE TURPIN

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

N/A

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
<i>a Paid during the year</i> SEE ATTACHMENT 8				82,200.
Total			► 3a	82,200.
<i>b Approved for future payment</i>				
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		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					
4 Dividends and interest from securities			14	33,773.	
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			18	505,645.	
8 Gain or (loss) from sales of assets other than inventory					
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)				539,418.	
13 Total Add line 12, columns (b), (d), and (e)					539,418.

Part VI-B Relationship of Activities to the Accomplishment of Exempt Purposes (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)

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

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

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name GARY POLICH	Preparer's signature 	Date 5/14/14	Check <input type="checkbox"/> if self-employed	PTIN P00953753
	Firm's name ► MARCUS LLP	Firm's EIN ► 11-1986323			
	Firm's address ► 1920 MAIN STREET, SUITE 950 IRVINE, CA	92614-8216	Phone no 949-236-5600		

Form 990-PF (2012)

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**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

THE TURPIN FAMILY CHARITABLE FOUNDATION

Employer identification number

95-4419892

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	104,031.			
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	104,031.			

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	401,614.			
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
9 Capital gain distributions	9				
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	401,614.			

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		104,031.
14	Net long-term gain or (loss):			
a	Total for year	14a		401,614.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		505,645.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
	a The loss on line 15, column (3) or b \$3,000.	16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30 go to line 31	27		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Name of estate or trust

THE TURPIN FAMILY CHARITABLE FOUNDATION

Employer identification number
95-4419892

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 104,031.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side					Employer identification number
Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year					
(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 370 SHS ABBOTT LABS	03/10/2011	10/04/2012	26,149.	17,966.	8,183.
650 SHS AT&T INC	03/10/2011	10/05/2012	24,616.	18,651.	5,965.
1,000 SHS BERKSHIRE HATHAWAY INC DEL	03/25/2012	05/24/2013	110,310.	81,590.	28,720.
160 SHS CHEVRON CORP	08/19/2004	12/12/2012	17,342.	7,525.	9,817.
270 SHS CHEVRON CORP	08/19/2004	05/24/2013	33,798.	12,698.	21,100.
2,090 SHS CISCO SYS INC	08/11/2011	04/23/2013	43,632.	33,320.	10,312.
820 SHS CONOCOPHILLIPS	12/18/2008	12/12/2012	47,694.	33,665.	14,029.
FRAC SH DELL COMPUTER CORP		02/21/2013	5.		5.
1,000 SHS DIRECTV	03/05/2012	05/28/2013	63,799.	46,567.	17,232.
200 SHS EXXON MOBIL CORP	07/15/2010	12/12/2012	17,960.	11,778.	6,182.
500 SHS EXXON MOBIL CORP	07/15/2010	05/28/2013	46,179.	29,444.	16,735.
2,096.53 SHS FAIRHOLME FUNDS INC	04/07/2009	05/29/2013	80,737.	41,910.	38,827.
198.729 SHS FAIRHOLME FUNDS INC	12/16/2010	05/29/2013	7,653.	6,765.	888.
4,966.242 SHS HUSSMAN INV'T STRATEGIC GROWTH	07/29/2009	01/22/2013	52,096.	66,200.	-14,104.
300 SHS INTERNATIONAL BUSINESS MACHS	11/22/2011	05/28/2013	62,384.	54,520.	7,864.
790 SHS ISHARES MSCI EMERGING MARKETS	02/17/2010	05/28/2013	33,551.	31,241.	2,310.
690 SHS ISHARES MSCI EMERGING MARKETS	03/25/2010	05/28/2013	29,304.	28,483.	821.
4,154.728 SHS MATTHEWS ASIA DIVIDEND FUND	09/29/2010	05/29/2013	66,974.	58,000.	8,974.
11.622 SHS MATTHEWS ASIA DIVIDEND FUND	12/09/2010	05/29/2013	187.	163.	24.
21.515 SHS MATTHEWS ASIA DIVIDEND FUND	12/08/2011	05/29/2013	347.	268.	79.
600 SHS MICROSOFT CORP	02/01/2002	05/02/2013	19,673.	19,225.	448.
200 SHS MICROSOFT CORP	12/18/2002	05/02/2013	6,558.	5,304.	1,254.
600 SHS MICROSOFT CORP	12/18/2002	05/28/2013	20,874.	15,911.	4,963.
990 SHS MICROSOFT CORP	09/10/2010	05/28/2013	34,442.	23,638.	10,804.
300 SHS PROCTER & GAMBLE CO	03/10/2011	05/24/2013	24,528.	18,458.	6,070.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 401,614.

Schedule D-1 (Form 1041) 2012

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
26,149.		370 SHS ABBOTT LABS PROPERTY TYPE: SECURITIES 17,966.				P	03/10/2011	10/04/2012 8,183.
24,616.		650 SHS AT&T INC PROPERTY TYPE: SECURITIES 18,651.				P	03/10/2011	10/05/2012 5,965.
24,871.		1,870 SHS BANK AMER CORP PROPERTY TYPE: SECURITIES 14,390.				P	06/26/2012	05/28/2013 10,481.
110,310.		1,000 SHS BERKSHIRE HATHAWAY INC DEL PROPERTY TYPE: SECURITIES 81,590.				P	03/25/2012	05/24/2013 28,720.
55,155.		500 SHS BERKSHIRE HATHAWAY INC DEL PROPERTY TYPE: SECURITIES 44,900.				P	12/12/2012	05/24/2013 10,255.
17,342.		160 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 7,525.				P	08/19/2004	12/12/2012 9,817.
33,798.		270 SHS CHEVRON CORP PROPERTY TYPE: SECURITIES 12,698.				P	08/19/2004	05/24/2013 21,100.
43,632.		2,090 SHS CISCO SYS INC PROPERTY TYPE: SECURITIES 33,320.				P	08/11/2011	04/23/2013 10,312.
47,694.		820 SHS CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 33,665.				P	12/18/2008	12/12/2012 14,029.
54,678.		430 SHS DAVITA HEALTHCARE PARTNERS INC PROPERTY TYPE: SECURITIES 49,270.				P	01/22/2013	05/28/2013 5,408.
5.		FRAC SH DELL COMPUTER CORP PROPERTY TYPE: SECURITIES				P		02/21/2013 5.
30,644.		530 SHS DEVON ENERGY CORP NEW PROPERTY TYPE: SECURITIES 29,023.				P	06/26/2012	05/24/2013 1,621.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
63,799.		1,000 SHS DIRECTV PROPERTY TYPE: SECURITIES 46,567.				P	03/05/2012	05/28/2013 17,232.
12,760.		200 SHS DIRECTV PROPERTY TYPE: SECURITIES 10,112.				P	12/12/2012	05/28/2013 2,648.
18,167.		350 SHS EATON CORP PROPERTY TYPE: SECURITIES 16,158.				P	04/11/2012	11/30/2012 2,009.
20,342.		350 SHS EATON CORP PLC PROPERTY TYPE: SECURITIES 18,167.				P	11/30/2012	04/23/2013 2,175.
17,960.		200 SHS EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 11,778.				P	07/15/2010	12/12/2012 6,182.
46,179.		500 SHS EXXON MOBIL CORP PROPERTY TYPE: SECURITIES 29,444.				P	07/15/2010	05/28/2013 16,735.
80,737.		2,096.53 SHS FAIRHOLME FUNDS INC PROPERTY TYPE: SECURITIES 41,910.				P	04/07/2009	05/29/2013 38,827.
7,653.		198.729 SHS FAIRHOLME FUNDS INC PROPERTY TYPE: SECURITIES 6,765.				P	12/16/2010	05/29/2013 888.
52,096.		4,966.242 SHS HUSSMAN INV'T STRATEGIC GRO PROPERTY TYPE: SECURITIES 66,200.				P	07/29/2009	01/22/2013 -14,104.
62,384.		300 SHS INTERNATIONAL BUSINESS MACH'S PROPERTY TYPE: SECURITIES 54,520.				P	11/22/2011	05/28/2013 7,864.
33,551.		790 SHS ISHARES MSCI EMERGING MARKETS PROPERTY TYPE: SECURITIES 31,241.				P	02/17/2010	05/28/2013 2,310.
29,304.		690 SHS ISHARES MSCI EMERGING MARKETS PROPERTY TYPE: SECURITIES 28,483.				P	03/25/2010	05/28/2013 821.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
66,128.		1,240 SHS J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 44,425.				P	06/26/2012	05/24/2013 21,703.
66,974.		4,154.728 SHS MATTHEWS ASIA DIVIDEND FUN PROPERTY TYPE: SECURITIES 58,000.				P	09/29/2010	05/29/2013 8,974.
187.		11.622 SHS MATTHEWS ASIA DIVIDEND FUND PROPERTY TYPE: SECURITIES 163.				P	12/09/2010	05/29/2013 24.
347.		21.515 SHS MATTHEWS ASIA DIVIDEND FUND PROPERTY TYPE: SECURITIES 268.				P	12/08/2011	05/29/2013 79.
19,673.		600 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 19,225.				P	02/01/2002	05/02/2013 448.
6,558.		200 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 5,304.				P	12/18/2002	05/02/2013 1,254.
20,874.		600 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 15,911.				P	12/18/2002	05/28/2013 4,963.
34,442.		990 SHS MICROSOFT CORP PROPERTY TYPE: SECURITIES 23,638.				P	09/10/2010	05/28/2013 10,804.
32,098.		450 SHS NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES 30,193.				P	12/12/2012	05/28/2013 1,905.
24,528.		300 SHS PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 18,458.				P	03/10/2011	05/24/2013 6,070.
18,997.		550 SHS REPUBLIC SVCS INC PROPERTY TYPE: SECURITIES 16,326.				P	02/28/2012	05/24/2013 2,671.
82,133.		2,600 SHS SELECT SECTOR SPDR TR TECHNOLO PROPERTY TYPE: SECURITIES 60,138.				P	03/24/2010	05/24/2013 21,995.

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
69,782.		420 SHS SPDR S&P 500 ETF TR PROPERTY TYPE: SECURITIES 38,308.				P	12/18/2008	05/28/2013 31,474.
4,984.		30 SHS SPDR S&P 500 ETF TR PROPERTY TYPE: SECURITIES 3,268.				P	05/20/2010	05/28/2013 1,716.
91,381.		550 SHS SPDR S&P 500 ETF TR PROPERTY TYPE: SECURITIES 59,635.				P	08/13/2010	05/28/2013 31,746.
99,688.		600 SHS SPDR S&P 500 ETF TR PROPERTY TYPE: SECURITIES 86,514.				P	12/12/2012	05/28/2013 13,174.
66,459.		400 SHS SPDR S&P 500 ETF TR PROPERTY TYPE: SECURITIES 63,110.				P	04/23/2013	05/28/2013 3,349.
32,321.		3,000 SHS STAPLES INC PROPERTY TYPE: SECURITIES 44,809.				P	09/15/2011	09/05/2012 -12,488.
9,782.		TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 53,587.				P		12/28/2012 9,782.
51,996.		2,013.017 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 53,587.				P	06/11/2008	05/29/2013 -1,591.
37,880.		1,466.508 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 37,000.				P	08/12/2008	05/29/2013 880.
21,069.		815.661 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 20,000.				P	08/25/2008	05/29/2013 1,069.
295.		11.422 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 272.				P	12/30/2010	05/29/2013 23.
2,881.		111.521 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 2,429.				P	12/29/2011	05/29/2013 452.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,835.		419.457 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 9,782.				P	12/28/2012	05/29/2013 1,053.
352.		13.641 SHS TWEEDY BROWNE OPEN END PROPERTY TYPE: SECURITIES 318.				P	12/28/2012	05/29/2013 34.
33,490.		1,430 SHS ULTRA PETE CORP PROPERTY TYPE: SECURITIES 30,756.				P	06/26/2012	05/28/2013 2,734.
82,371.		970 SHS VALEANT PHARMACEUTICALS INTL INC PROPERTY TYPE: SECURITIES 44,582.				P	06/26/2012	05/24/2013 37,789.
135,806.		1,600 SHS VANGUARD INDEX TR PROPERTY TYPE: SECURITIES 90,905.				P	09/29/2008	05/24/2013 44,901.
33,951.		400 SHS VANGUARD INDEX TR PROPERTY TYPE: SECURITIES 18,479.				P	10/09/2008	05/24/2013 15,472.
25,395.		860 SHS VODAFONE GROUP PLC PROPERTY TYPE: SECURITIES 25,214.				P	10/05/2012	05/28/2013 181.
60,951.		1,520 SHS WELLS FARGO & CO PROPERTY TYPE: SECURITIES 36,886.				P	11/22/2011	05/24/2013 24,065.
28,070.		700 SHS WELLS FARGO & CO PROPERTY TYPE: SECURITIES 18,613.				P	12/08/2011	05/24/2013 9,457.
TOTAL GAIN(LOSS)								<u>505,645.</u>

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS - DOMESTIC	33,773.	33,773.
TOTAL	<u>33,773.</u>	<u>33,773.</u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	1,956.	1,956.	1,956.	
TOTALS	<u>1,956.</u>	<u>1,956.</u>	<u>1,956.</u>	

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	10,979.	10,979.
TOTALS	<u><u>10,979.</u></u>	<u><u>10,979.</u></u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FED TAX ON NET INVEST. INCOME	1,600.	
TOTALS		<u><u>1,600.</u></u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES	<u>4,888.</u>	<u>4,888.</u>
CALIFORNIA ANNUAL FILING FEE	<u>100.</u>	<u>100.</u>
BANK CHARGES	<u>586.</u>	<u>586.</u>
REGISTERED AGENT FEES	<u>365.</u>	<u>365.</u>
CA REGISTRY OF CHARIT TRUSTS	<u>25.</u>	<u>25.</u>
TOTALS	<u><u>5,964.</u></u>	<u><u>5,964.</u></u>

The Turpin Charitable Foundation
EIN: 95-4419892
June 30, 2013

		Fair
	Book	Market
	Value	Value
<u>Common Stocks Part II - Line 10b</u>		
6,036 72 SHS FPA PERENNIAL FUND INC	277,000	270,324
10,295 238 SHS HIGHMARK GENEVA MID CAP GROWTH	277,000	274,265
3,795 008 SHS MAIRS & PWR GROWTH FUND	371,000	360,791
4,874 627 SHS NICHOLAS FUND INC	278,000	267,520
1,887 659 SHS SEQUOIA FUND INC	370,000	364,243
7,281 299 SHS VANGUARD GROWTH INDEX FUND	278,000	271,520
TOTAL	1,851,000	1,808,663

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
GEORGE B. TURPIN P.O. BOX 645 CYPRESS, CA 90630	DIR/CHAIRMAN .25	0	0	0
PAULINE H. TURPIN P.O. BOX 645 CYPRESS, CA 90630	DIR./PRESIDENT .25	0	0	0
GEORGE B. TURPIN, JR. P.O. BOX 645 CYPRESS, CA 90630	DIR/SECRETARY .25	0	0	0
BRIER S. TURPIN P.O. BOX 645 CYPRESS, CA 90630	DIR./VICE PRESIDENT .25	0	0	0
KENT ALLEBRAND P.O. BOX 645 CYPRESS, CA 90630	DIRECTOR .25	0	0	0
EVAN TURPIN P.O. BOX 645 CYPRESS, CA 90630	DIRECTOR .25	0	0	0
GRAND TOTALS		0	0	0

The Turpin Charitable Foundation
Summary of Donations
July 1, 2012 through June 30, 2013
EIN: 95-4419892

Date	Name	Paid Amount
06/18/2013	Storyteller Childrens Center	500 00
06/18/2013	Surfaid	500 00
11/09/2012	American Red Cross	500 00
12/07/2012	Homeless Resource Center (HRC)	1,000 00
03/18/2013	Girls Incorporated	500 00
03/19/2013	Heal the Ocean	1,000 00
04/29/2013	Womens fund of Santa Barbara	500 00
05/16/2013	Easter Seals	100 00
06/15/2013	Angel Flight West	3,000 00
06/18/2013	Westridge School	500.00
06/18/2013	Crane Country Day School	500 00
06/18/2013	Colorado College	500 00
06/18/2013	Direct Relief International	1,000 00
06/18/2013	Foodbank of Santa Barbara County	500 00
06/18/2013	KCLU Radio	500 00
06/18/2013	Santa Barbara City College Foundation	1,000 00
06/18/2013	Habitat for Humanity	500 00
06/18/2013	OX Fam America	1,000 00
06/18/2013	Santa Barbara City College Foundation	1,000 00
06/18/2013	Nuclear Age Peace Foundation	1,000 00
06/18/2013	Cal Poly San Luis Obispo	1,000 00
06/18/2013	Child Abuse Listening Mediation (CALM)	500 00
06/18/2013	Visiting Nurse and Hospice Care	1,000 00
06/18/2013	Family Service Agency of Santa Barbara	500 00
06/18/2013	Heal the Ocean	1,000 00
06/18/2013	CASA	500 00
06/18/2013	Direct Relief International	2,000 00
06/18/2013	Santa Barbara Neighborhood Clinics	5,000 00
06/18/2013	Transition House	500 00
02/01/2013	Williams College	100 00
04/10/2013	Music Academy of the West	1,500 00
05/16/2013	Westridge School	2,000 00
05/16/2013	Glaza	1,500 00
05/16/2013	Santa Barbara Museum of Natural History	1,000 00
05/16/2013	Santa Barbara Museum of Natural History	500 00
05/16/2013	United Way - Santa Barbara County	2,000 00
05/16/2013	Angel Flight West	1,000 00
05/18/2013	Cancer Center of Santa Barbara	10,000 00
06/20/2013	Polytechnic School	50 00
06/20/2013	Thacher School	50 00

**The Turpin Charitable Foundation
Summary of Donations
July 1, 2012 through June 30, 2013
EIN: 95-4419892**

Date	Name	Paid Amount
06/20/2013	Santa Barbara Botanic Gardens	100 00
06/20/2013	Lobero Theatre Company	300 00
06/20/2013	Santa Barbara Neighborhood Clinics	1,000 00
06/26/2013	Hospice of Santa Barbara	1,000 00
06/26/2013	Habitat for Humanity	1,000 00
06/26/2013	Santa Barbara Zoological Foundation	5,000 00
06/26/2013	Cottage Hospital	3,000 00
06/26/2013	Direct Relief International	10,000 00
04/15/2013	Womens fund of Santa Barbara	500 00
04/15/2013	Direct Relief International	2,000 00
06/15/2013	Amnesty International USA	1,000 00
06/15/2013	United Way - Santa Barbara County	1,500 00
06/15/2013	Direct Relief International	5,000 00
06/18/2013	Wilderness Youth Project	500 00
06/18/2013	Foodbank of Santa Barbara County	500 00
06/18/2013	Hospice of Santa Barbara	500 00
06/18/2013	Santa Barbara Museum of Natural History	1,000 00
06/18/2013	Heal the Ocean	1,000 00
TOTAL CONTRIBUTIONS		<u>82,200 00</u>