Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

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): 3700 STATE STREET — Room/suite: 300

B Telephone number: 805-687-8586

City or town, state or province, country, and ZIP or foreign postal code: SANTA BARBARA, CA 93105-3128

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) ▶$ 72,901,822.

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 ▶ ☐

**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 | 12,400,000. | | N/A | |
| | 2 Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 834. | 834. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 509,075. | 509,075. | | STATEMENT 2 |
| | 5a Gross rents | 625,785. | 625,785. | | STATEMENT 3 |
| | b Net rental income or (loss) 520,783. | | | | STATEMENT 4 |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 5,629,145. | | | |
| | b Gross sales price for all assets on line 6a 41,296,439. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 5,629,145. | | |
| | 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 | 2,037,397. | 2,037,397. | | STATEMENT 5 |
| | 12 **Total.** Add lines 1 through 11 | 21,202,236. | 8,802,236. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 258,568. | 27,450. | | 179,051. |
| | 14 Other employee salaries and wages | 118,703. | 0. | | 118,703. |
| | 15 Pension plans, employee benefits | 31,938. | 2,743. | | 29,195. |
| | 16a Legal fees STMT 6 | 12,465. | 9,946. | | 2,519. |
| | b Accounting fees STMT 7 | 9,250. | 0. | | 9,250. |
| | c Other professional fees STMT 8 | 47,900. | 3,900. | | 44,000. |
| | 17 Interest | 744. | 744. | | 0. |
| | 18 Taxes STMT 9 | 132,846. | 40,205. | | 17,716. |
| | 19 Depreciation and depletion | 410,612. | 410,612. | | |
| | 20 Occupancy | 1,000. | 0. | | 1,000. |
| | 21 Travel, conferences, and meetings | 77,437. | 0. | | 77,437. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 10 | 17,049. | 350. | | 16,699. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 1,118,512. | 495,950. | | 495,570. |
| | 25 Contributions, gifts, grants paid | 2,379,530. | | | 2,379,530. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 3,498,042. | 495,950. | | 2,875,100. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 17,704,194. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 8,306,286. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 52,925. | 103,296. | 103,296. |
| | 2 Savings and temporary cash investments | 4,428,763. | 8,502,432. | 8,502,432. |
| | 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 13 | 27,965,146. | 29,559,159. | 32,526,596. |
| | c Investments - corporate bonds | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ 20,561,281. | | | |
| | Less accumulated depreciation STMT 12▶ 1,370,132. | 6,896,151. | 19,191,149. | 19,326,000. |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 14 | 23,415,470. | 23,109,860. | 12,443,498. |
| | 14 Land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 62,758,455. | 80,465,896. | 72,901,822. |
| Liabilities | 17 Accounts payable and accrued expenses | 4,851. | 8,098. | |
| | 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) | 4,851. | 8,098. | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 62,753,604. | 80,457,798. | |
| | 30 **Total net assets or fund balances** | 62,753,604. | 80,457,798. | |
| | 31 **Total liabilities and net assets/fund balances** | 62,758,455. | 80,465,896. | |

**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 | 62,753,604. |
| 2 Enter amount from Part I, line 27a | 2 | 17,704,194. |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 80,457,798. |
| 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 | 80,457,798. |

## 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 | SECURITIES-STMT 17-SHORT TERM | P | | |
| b | SECURITIES-STMT 17-LONG TERM | P | | |
| c | WORLDCOM CLASS ACTION SETTLEMENT | 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 | 33,290,821. | | 30,048,720. | 3,242,101. |
| b | 7,514,628. | | 5,618,574. | 1,896,054. |
| c | 70. | | | 70. |
| d | 490,920. | | | 490,920. |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 3,242,101. |
| b | | | | 1,896,054. |
| c | | | | 70. |
| d | | | | 490,920. |
| 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 — 5,629,145.

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)) |
|---|---|---|---|
| 2012 | 2,763,310. | 52,202,489. | .052934 |
| 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 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .248220 |
| 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 | .049644 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 59,138,697. |
| 5 | Multiply line 4 by line 3 | 5 | 2,935,881. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 83,063. |
| 7 | Add lines 5 and 6 | 7 | 3,018,944. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,875,100. |

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

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

| | | | | |
|---|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ (attach copy of letter if necessary-see instructions) | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 166,126. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 2 | 0. |
| 3 Add lines 1 and 2 | | | 3 | 166,126. |
| 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 | 166,126. |
| 6 Credits/Payments: | | | | |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 76,878. | | |
| 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 | 76,878. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached | | | 8 | 1,655. |
| 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 90,903. |
| 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | | **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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? | 2 | | X |
| *If "Yes," attach a detailed description of the activities* | | | |
| 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? | 5 | | X |
| *If "Yes," attach the statement required by General Instruction T.* | | | |
| 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | X | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ RUPEFOUNDATION.ORG

14 The books are in care of ▶ ARTHUR N. RUPE FOUNDATION Telephone no. ▶ 805/687-8586
Located at ▶ 3700 STATE STREET, SUITE 300, 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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | Yes | No |
|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☒ Yes ☐ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | 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 2013? | | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | ☐ 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 2013 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 2013.)* | 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 2013? | | 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 | Yes: | No: 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 | | 258,568. | 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 - 3700 STATE STREET,#300, SANTA BARBARA, CA 93105 | PROGRAM OFFICER 36.00 | 65,940. | 0. | 0. |
| OLIVIA LEONARD - 3700 STATE STREET,#300, SANTA BARBARA, CA 93105 | PROGRAM OFFICER 37.00 | 52,763. | 0. | 0. |

**Total** number of other employees paid over $50,000 ▶ 0



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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | 0 |

**Part IX-A** Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

**Part IX-B** Summary of Program-Related Investments

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



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## Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions )

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. | | |
| a | Average monthly fair market value of securities | 1a | 33,679,621. |
| b | Average of monthly cash balances | 1b | 6,106,482. |
| c | Fair market value of all other assets | 1c | 20,253,183. |
| d | **Total** (add lines 1a, b, and c) | 1d | 60,039,286. |
| 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 | 60,039,286. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 900,589. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 59,138,697. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 2,956,935. |

## 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 | 2,956,935. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 2a 166,126. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) 2b | | |
| c | Add lines 2a and 2b | 2c | 166,126. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,790,809. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 2,790,809. |
| 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 | 2,790,809. |

## 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 | 2,875,100. |
| 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 | 2,875,100. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 2,875,100. |

**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 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 2,790,809. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 1,590,834. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 2,875,100. | | | | |
| a Applied to 2012, but not more than line 2a | | | 1,590,834. | |
| 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 2013 distributable amount | | | | 1,284,266. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 1,506,543. |
| 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 2008 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

**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 2013, 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) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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<br>800 SOUTH COLLEGE DRIVE<br>SANTA MARIA, CA 93454 | N/A | PUBLIC CHARITY | CNA PROGRAM | 37,500. |
| BAKERSFIELD COLLEGE<br>1801 PANORAMA DRIVE<br>BAKERSFIELD, CA 93305 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| BUTTE COLLEGE FOUNDATION<br>3536 BUTTE CAMPUS DRIVE<br>OROVILLE, CA 95965 | N/A | PUBLIC CHARITY | CNA PROGRAM | 34,400. |
| CITRUS COLLEGE<br>1000 WEST FOOTHILL BLVD.<br>GLENDORA, CA 91741 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 50,000. |
| COLLEGE OF THE CANYONS<br>26455 ROCKWELL CANYON ROAD<br>SANTA CLARITA, CA 91355 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 45,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 2,379,530. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 834. | |
| 4 Dividends and interest from securities | | | 14 | 509,075. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 520,783. | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | 15 | 2,037,397. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 5,629,145. | |
| 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. | | 8,697,234. | 0. |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 8,697,234.

(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 — Signature of officer or trustee | 11-7-14 — Date | CHAIRMAN — 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. | |



323622
10-10-13

| **Schedule B** (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service | **Schedule of Contributors** ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 . | OMB No 1545-0047 **2013** |
|---|---|---|

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

**Organization type** (check one):

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

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

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | ARLOMA CORPORATION<br>3700 STATE STREET #300<br>SANTA BARBARA, CA 93105 | $ 12,400,000. | Person [X]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |

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

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | REAL ESTATE, BUFORD, GA | $ 12,400,000. | 06/01/14 |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

**Name of organization**

ARTHUR N. RUPE FOUNDATION

**Employer identification number**

77-0278838

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

**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 |
|---|---|---|---|---|
| COLLEGE OF THE DESERT<br>43-500 MONTEREY AVENUE, BNC-2<br>PALM DESERT, CA 92260 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| COLLEGE OF THE SISKIYOUS<br>800 COLLEGE AVENUE<br>WEED, CA 96094 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 20,000. |
| CONTRA COSTA COLLEGE FOUNDATION<br>2600 MISSION BELL DRIVE<br>SAN PABLO, CA 94806 | N/A | PUBLIC CHARITY | CNA PROGRAM | 31,500. |
| EVERGREEN VALLEY COLLEGE<br>3095 YERBA BUENA ROAD<br>SAN JOSE, CA 95135 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 34,785. |
| FIDELITY CHARITABLE GIFT FUND<br>200 SEAPORT BLVD.<br>BOSTON, MA 02210 | N/A | PUBLIC CHARITY | DESIGNATED CONTRIBUTIONS | 1,575,000. |
| FOUNDATION FOR SANTA BARBARA CITY COLLEGE<br>721 CLIFF DRIVE<br>SANTA BARBARA, CA 93109 | N/A | PUBLIC CHARITY | CNA/HHA PROGRAM | 100,510. |
| GAVILIAN COLLEGE EDUCATIONAL FOUNDATION<br>5055 SANTA TERESA BLVD.<br>GILROY, CA 95020 | N/A | PUBLIC CHARITY | CNA PROGRAM | 40,000. |
| LACCD_LOS ANGELES HARBOR COLLEGE<br>1111 FIGUEROA PLACE<br>WILMINGTON, CA 90744 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 25,000. |
| MODESTO JUNIOR COLLEGE<br>435 COLLEGE AVENUE<br>MODESTO, CA 95350 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 60,685. |
| PASADENA CITY COLLEGE<br>1570 EAST COLORADO BLVD.<br>PASADENA, CA 91106 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| **Total from continuation sheets** | | | | 2,182,630. |

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| RIO HONDO COLLEGE<br>3600 WORKMAN MILL ROAD<br>WHITTIER, CA 90601 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 60,000. |
| SAN DIEGO CONTINUING EDUCATION<br>4343 OCEAN VIEW BLVD.<br>SAN DIEGO, CA 92113 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| SANTA ROSA JUNIOR COLLEGE<br>1501 MENDOCINO AVENUE<br>SANTA ROSA, CA 95401 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 20,000. |
| VENTURA COLLEGE FOUNDATION<br>4667 TELEGRAPH ROAD<br>VENTURA, CA 93003 | N/A | PUBLIC CHARITY | CNA PROGRAM | 65,150. |
| WEST HILLS COMMUNITY COLLEGE DISTRICT<br>555 COLLEGE AVE.<br>LEMOORE, CA 93245 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| WEST LOS ANGELES COLLEGE<br>9000 OVERLAND AVENUE<br>CULVER CITY, CA 90230 | N/A | SEC 170(C)(1)GOVERN UNIT | CNA PROGRAM | 30,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | |

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

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| INTEREST | 834. | 834. | |
| TOTAL TO PART I, LINE 3 | 834. | 834. | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| DIVIDENDS | 409,213. | 0. | 409,213. | 409,213. | |
| LONG TERM CAPITAL GAIN DIVIDENDS | 490,920. | 490,920. | 0. | 0. | |
| SHORT TERM CAPITAL GAIN DIV | 99,862. | 0. | 99,862. | 99,862. | |
| TO PART I, LINE 4 | 999,995. | 490,920. | 509,075. | 509,075. | |

FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY | ACTIVITY NUMBER | GROSS RENTAL INCOME |
|---|---|---|
| JONESBORO PROPERTY | 2 | 332,709. |
| LAKELAND PROPERTY | 3 | |
| LUBBOCK PROPERTY | 5 | 207,202. |
| BUFORD, GA PROPERTY | 6 | 85,874. |
| TOTAL TO FORM 990-PF, PART I, LINE 5A | | 625,785. |

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. |
| DEPRECIATION | | | 481. | |
| | - SUBTOTAL - | 6 | | 481. |
| TOTAL RENTAL EXPENSES | | | | 105,002. |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B | | | | 520,783. |

FORM 990-PF OTHER INCOME STATEMENT 5

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| ROYALTIES | 2,037,397. | 2,037,397. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 2,037,397. | 2,037,397. | |

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 | 12,465. | 9,946. | | 2,519. |
| TO FM 990-PF, PG 1, LN 16A | 12,465. | 9,946. | | 2,519. |

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 | 47,900. | 3,900. | | 44,000. |
| TO FORM 990-PF, PG 1, LN 16C | 47,900. | 3,900. | | 44,000. |

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 | 19,359. | 1,643. | | 17,716. |
| PROPERTY TAX | 38,562. | 38,562. | | 0. |
| FEDERAL EXCISE TAX | 74,925. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 132,846. | 40,205. | | 17,716. |

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 | 2,885. | 350. | | 2,535. |
| DUES AND SUBSCRIPTIONS | 5,163. | 0. | | 5,163. |
| OFFICE SUPPLIES | 2,833. | 0. | | 2,833. |
| INSURANCE | 6,168. | 0. | | 6,168. |
| TO FORM 990-PF, PG 1, LN 23 | 17,049. | 350. | | 16,699. |

FOOTNOTES STATEMENT 11

STATEMENT RE PART VII-A, QUESTION 12

THE FOUNDATION MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND THAT ARE REPORTED 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 DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 12

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| BUILDING-GA | 1,599,639. | 767,341. | 832,298. | 4,200,000. |
| LAND-GA | 752,771. | 0. | 752,771. | 0. |
| BOOK/TAX BASIS DIFFERENCE-GA | 2,062,562. | 0. | 2,062,562. | 0. |
| BUILDING-GA | 16,813. | 3,932. | 12,881. | 0. |
| LAND-GA | 7,912. | 0. | 7,912. | 0. |
| UNIMPROVED LAND-LAKELAND | 165,578. | 0. | 165,578. | 126,000. |
| BOOK/TAX BASIS DIFFERENCE-LAKELAND | 84,422. | 0. | 84,422. | 0. |
| BUILDING-TX | 2,460,000. | 575,640. | 1,884,360. | 2,600,000. |
| LAND-TX | 820,000. | 0. | 820,000. | 0. |
| BOOK/TAX BASIS DIFFERENCE-TX | 168,846. | 0. | 168,846. | 0. |
| LAND-BUFORD, GA | 485,484. | 0. | 485,484. | 0. |
| BUILDING-GA | 450,118. | 23,219. | 426,899. | 12,400,000. |
| BOOK/TAX BASIS DIFFERENCE-LAND | 3,514,516. | 0. | 3,514,516. | 0. |
| BOOK/TAX BASIS DIFFERENCE-BLDG | 7,972,620. | 0. | 7,972,620. | 0. |
| TO 990-PF, PART II, LN 11 | 20,561,281. | 1,370,132. | 19,191,149. | 19,326,000. |

FORM 990-PF CORPORATE STOCK STATEMENT 13

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| SECURITIES-STATEMENT 16 | 29,559,159. | 32,526,596. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 29,559,159. | 32,526,596. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| ROYALTIES-NET OF DEPLETION | FMV | 23,109,860. | 12,443,498. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 23,109,860. | 12,443,498. |

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<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | CHAIRMAN OF BOARD<br>30.00 | 0. | 0. | 0. |
| SUSAN VAN AACKEN<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | SECRETARY<br>37.00 | 68,501. | 0. | 0. |
| RICHARD L HUNT<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | CFO AND DIRECTOR<br>4.00 | 0. | 0. | 0. |
| BEVERLY M RUPE<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| ALAN O EBENSTEIN<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| JEFFREY J CAIN<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | PRESIDENT AND DIRECTOR<br>20.00 | 138,000. | 0. | 0. |
| KIM DENNIS<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| EVAN MALONEY<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| MARK C HENRIE<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | VP AND EXECUTIVE DIRECTOR<br>40.00 | 52,067. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 258,568. | 0. | 0. |

## Arthur N. Rupe Foundation
## Securities
## June 30, 2014

| Type/Security | Shares | Total Cost | Market Value |
|---|---|---|---|
| Exchange Traded Funds | | | |
| Guggenheim S&P 500 Pure G | 29,738 | $ 2,254,153 | $ 2,299,045 |
| Ishares Italy Index Fund | 33,929 | 609,541 | 589,686 |
| Powershares Buyback Achievers | 53,787 | 2,289,718 | 2,412,347 |
| Sector SPDR Tr Sh | 6,486 | 609,367 | 649,249 |
| Spdr DJ Euro Stoxx 50 Fund | 25,130 | 1,088,054 | 1,087,375 |
| | | $ 6,850,833 | $ 7,037,701 |
| Mutual Funds | | | |
| Baron Partners Fund | 39,373 | $ 1,016,208 | $ 1,443,401 |
| Dodge & Cox Global Stock Fund | 236,273 | 2,840,017 | 2,948,686 |
| Dodge & Cox Stock Fund | 14,366 | 2,307,380 | 2,567,708 |
| Doubleline Total Return Bond F | 53,342 | 594,944 | 586,224 |
| Fidelity Global Bal | 38,463 | 961,886 | 993,505 |
| Hatteras Alpha Hedged Strategic | 41,879 | 483,726 | 489,988 |
| Hodges Fund A Series | 40,920 | 1,445,300 | 1,630,668 |
| Janus Contrarian Fund T Shares | 120,161 | 2,465,729 | 2,761,290 |
| Janus Global Life Sciences Fund | 15,957 | 651,926 | 780,598 |
| Janus Short Term Bond Fund | 2,650 | 8,147 | 8,162 |
| Oakmark Equity And Income Fund | 16,471 | 537,485 | 564,803 |
| Oakmark Fund Cl I | 43,227 | 2,840,000 | 2,954,119 |
| Oakmark International Small Cap | 27,620 | 494,328 | 499,085 |
| Polaris Global Value Fund | 25,175 | 538,050 | 554,616 |
| Primecap Odyssey Aggressive Growth | 38,219 | 965,594 | 1,234,084 |
| Sound Shore Fund, Inc. | 56,443 | 2,373,617 | 2,953,640 |
| TRowe Price Hlt Science | 12,300 | 476,946 | 786,608 |
| Turner Emerging Growth Fund In | 17,343 | 980,396 | 1,032,241 |
| Turner Midcap Growth Fund | 18,121 | 726,650 | 699,469 |
| | | $ 22,708,326 | $ 25,488,894 |
| | **Totals:** | $ 29,559,159 | $ 32,526,596 |

# Arthur N. Rupe Foundation
# Capital Gains and Losses
# Year Ended June 30, 2014

| Security | Acquisition Date | Sale Date | Shares | Cost | Sale Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|
| **Short Term Activity:** | | | | | | |
| Pimco Intl Stkplus Tr Strategy | 01/04/13 | 07/03/13 | 348,837 | 2,400,000 | 2,483,721 | 83,721 |
| Wasatch International Growth Fund | 01/04/13 | 07/03/13 | 37,099 | 880,000 | 963,474 | 83,474 |
| Artisan Global Value Fund | 02/22/13 | 08/22/13 | 21,715 | 276,220 | 306,839 | 30,619 |
| Buffalo Flexible Income Fund | 11/28/12 | 08/22/13 | 40,458 | 512,203 | 557,516 | 45,313 |
| Buffalo Flexible Income Fund | 11/29/12 | 08/22/13 | 2,346 | 29,723 | 32,327 | 2,604 |
| Buffalo Flexible Income Fund | 12/19/12 | 08/22/13 | 230 | 2,941 | 3,172 | 230 |
| Buffalo Flexible Income Fund | 01/22/13 | 08/22/13 | 90 | 1,169 | 1,240 | 71 |
| Buffalo Flexible Income Fund | 02/21/13 | 08/22/13 | 114 | 1,509 | 1,576 | 66 |
| Buffalo Flexible Income Fund | 03/20/13 | 08/22/13 | 127 | 1,700 | 1,748 | 48 |
| Buffalo Flexible Income Fund | 04/19/13 | 08/22/13 | 27 | 356 | 366 | 9 |
| Buffalo Flexible Income Fund | 05/21/13 | 08/22/13 | 87 | 1,218 | 1,201 | (17) |
| Buffalo Flexible Income Fund | 06/19/13 | 08/22/13 | 78 | 1,074 | 1,070 | (5) |
| Buffalo Flexible Income Fund | 07/19/13 | 08/22/13 | 55 | 766 | 759 | (7) |
| Buffalo Flexible Income Fund | 08/21/13 | 08/22/13 | 103 | 1,415 | 1,415 | - |
| Subtotal for 11 positions | | | 43,715 | 554,076 | 602,389 | 48,313 |
| Ishares Barclays Mbs Bond Fund | 09/14/12 | 08/22/13 | 2,634 | 287,316 | 272,579 | (14,738) |
| Ishares Barclays Mbs Bond Fund | 11/15/12 | 08/22/13 | 192 | 20,788 | 19,869 | (919) |
| Subtotal for 2 positions | | | 2,826 | 308,104 | 292,448 | (15,657) |
| Pimco Income Fund Class D | 09/14/12 | 08/22/13 | 11,637 | 141,500 | 140,104 | (1,396) |
| Pimco Income Fund Class D | 10/01/12 | 08/22/13 | 26 | 320 | 315 | (5) |
| Pimco Income Fund Class D | 11/02/12 | 08/22/13 | 50 | 618 | 607 | (12) |
| Pimco Income Fund Class D | 12/03/12 | 08/22/13 | 50 | 621 | 604 | (17) |
| Pimco Income Fund Class D | 12/13/12 | 08/22/13 | 70 | 866 | 841 | (24) |
| Pimco Income Fund Class D | 12/28/12 | 08/22/13 | 88 | 1,086 | 1,058 | (28) |
| Pimco Income Fund Class D | 01/02/13 | 08/22/13 | 51 | 627 | 611 | (16) |
| Pimco Income Fund Class D | 02/01/13 | 08/22/13 | 51 | 635 | 609 | (25) |
| Pimco Income Fund Class D | 03/01/13 | 08/22/13 | 51 | 637 | 611 | (26) |
| Pimco Income Fund Class D | 04/01/13 | 08/22/13 | 51 | 640 | 614 | (26) |
| Pimco Income Fund Class D | 05/01/13 | 08/22/13 | 50 | 643 | 607 | (35) |
| Pimco Income Fund Class D | 06/03/13 | 08/22/13 | 51 | 645 | 613 | (32) |
| Pimco Income Fund Class D | 07/01/13 | 08/22/13 | 53 | 648 | 639 | (9) |
| Pimco Income Fund Class D | 08/01/13 | 08/22/13 | 53 | 651 | 640 | (11) |
| Subtotal for 14 positions | | | 12,332 | 150,135 | 148,474 | (1,662) |
| Fidelity Leveraged Company Sto | 11/05/12 | 10/03/13 | 36,199 | 1,116,017 | 1,454,439 | 338,422 |
| Ishares Trust Dj Us Financial | 06/04/13 | 10/03/13 | 8,083 | 583,694 | 596,843 | 13,149 |
| IShares S&P 400 Value | 04/03/13 | 12/03/13 | 20,553 | 2,016,243 | 2,315,955 | 299,712 |
| Fam Value Fund | 08/22/13 | 12/20/13 | 5,059 | 301,550 | 324,062 | 22,512 |

# Arthur N. Rupe Foundation
# Capital Gains and Losses
# Year Ended June 30, 2014

| Security | Acquisition Date | Sale Date | Shares | Cost | Sale Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|
| Greenspring Fund Inc. | 08/22/13 | 12/20/13 | 11,629 | 301,550 | 305,039 | 3,489 |
| Greenspring Fund Inc. | 12/19/13 | 12/20/13 | 252 | 6,559 | 6,602 | 43 |
| Subtotal for 2 positions | | | 11,881 | 308,109 | 311,641 | 3,532 |
| Oakmark Global Fd Cl I Srs | 02/04/13 | 01/06/14 | 99,486 | 2,497,100 | 2,977,618 | 480,518 |
| Oakmark Global Fd Cl I Srs | 12/19/13 | 01/06/14 | 1,861 | 54,349 | 55,708 | 1,359 |
| Subtotal for 2 positions | | | 101,347 | 2,551,449 | 3,033,326 | 481,876 |
| Oakmark International Small Cap | 10/03/13 | 01/06/14 | 84,077 | 1,462,100 | 1,446,125 | (15,975) |
| Primecap Odyssey Aggressive Growth | 07/03/13 | 01/08/14 | 55,804 | 1,400,144 | 1,685,836 | 285,692 |
| Sound Shore Fund, Inc. | 06/04/13 | 01/08/14 | 23,852 | 997,747 | 1,162,567 | 164,820 |
| Ariel Appreciation Fund Invest | 03/04/13 | 02/04/14 | 20,529 | 943,115 | 1,071,628 | 128,513 |
| Ariel Appreciation Fund Invest | 11/14/13 | 02/04/14 | 1,401 | 74,652 | 73,111 | (1,541) |
| Subtotal for 2 positions | | | 21,930 | 1,017,767 | 1,144,739 | 126,973 |
| Ishares Russ MidCap | 02/22/13 | 02/07/14 | 5,041 | 276,307 | 326,390 | 50,083 |
| Spdr S&P Dividend ETF | 02/22/13 | 02/07/14 | 4,373 | 276,208 | 306,707 | 30,499 |
| Skyline Special Equities Portfolio | 06/04/13 | 03/04/14 | 18,559 | 582,000 | 743,089 | 161,089 |
| Skyline Special Equities Portfolio | 12/26/13 | 03/04/14 | 2 | 71 | 71 | 0 |
| Subtotal for 2 positions | | | 18,560 | 582,071 | 743,160 | 161,090 |
| WFA Special Mid Cap Value Fund | 03/04/13 | 03/04/14 | 72,146 | 1,937,840 | 2,305,784 | 367,944 |
| WFA Special Mid Cap Value Fund | 12/09/13 | 03/04/14 | 5,095 | 156,938 | 162,849 | 5,911 |
| WFA Special Mid Cap Value Fund | 12/16/13 | 03/04/14 | 111 | 3,396 | 3,555 | 159 |
| WFA Special Mid Cap Value Fund | 01/08/14 | 03/04/14 | 16,987 | 531,027 | 542,918 | 11,891 |
| Subtotal for 4 positions | | | 94,340 | 2,629,202 | 3,015,107 | 385,905 |
| Villere Balanced Fund | 12/19/13 | 03/28/14 | 502 | 12,500 | 12,560 | 59 |
| Allianzgi Technology Fund | 10/03/13 | 04/03/14 | 1,730 | 102,150 | 103,500 | 1,350 |
| Dodge & Cox Stock Fund | 07/03/13 | 04/03/14 | 2,649 | 378,584 | 459,081 | 80,497 |
| Janus Global Life Sciences Fund | 08/05/13 | 04/03/14 | 2,992 | 122,198 | 137,189 | 14,991 |
| Nicholas Fund | 04/03/13 | 04/03/14 | 37,319 | 2,015,600 | 2,454,472 | 438,872 |
| Nicholas Fund | 06/05/13 | 04/03/14 | 515 | 28,180 | 33,839 | 5,660 |
| Nicholas Fund | 12/27/13 | 04/03/14 | 1,156 | 74,165 | 76,014 | 1,849 |
| Nicholas Fund | 01/08/14 | 04/03/14 | 8,076 | 523,064 | 531,140 | 8,076 |
| Subtotal for 4 positions | | | 47,065 | 2,641,009 | 3,095,465 | 454,456 |
| Primecap Odyssey Aggressive Growth | 07/03/13 | 04/03/14 | 7,134 | 178,990 | 221,704 | 42,714 |
| Guggenheim S&P 500 Pure G | 03/04/14 | 04/04/14 | 6,750 | 511,653 | 489,154 | (22,499) |

# Arthur N. Rupe Foundation
# Capital Gains and Losses
# Year Ended June 30, 2014

| Security | Acquisition Date | Sale Date | Shares | Cost | Sale Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|
| Janus Contrarian Fund T Shares | 12/03/13 | 04/04/14 | 22,530 | 458,036 | 490,930 | 32,894 |
| Powershares Buyback Achievers | 01/06/14 | 04/04/14 | 11,190 | 476,359 | 488,408 | 12,048 |
| Sound Shore Fund, Inc. | 06/04/13 | 04/04/14 | 10,362 | 433,460 | 523,095 | 89,635 |
| Janus Short Term Bond Fund | 05/01/13 | 04/14/14 | 893 | 2,759 | 2,750 | (9) |
| Janus Short Term Bond Fund | 06/01/13 | 04/14/14 | 1,056 | 3,252 | 3,252 | - |
| Janus Short Term Bond Fund | 07/01/13 | 04/14/14 | 634 | 1,933 | 1,952 | 19 |
| Janus Short Term Bond Fund | 08/01/13 | 04/14/14 | 160 | 491 | 492 | 2 |
| Janus Short Term Bond Fund | 08/21/13 | 04/14/14 | 5,370 | 16,432 | 16,539 | 107 |
| Subtotal for 5 positions | | | 8,112 | 24,866 | 24,985 | 119 |
| Guggenheim S&P 500 Pure G | 03/04/14 | 04/17/14 | 2,777 | 210,498 | 199,988 | (10,509) |
| Powershares Buyback Achievers | 01/06/14 | 04/17/14 | 6,390 | 272,023 | 275,097 | 3,074 |
| Allianz Technology Fund | 10/03/13 | 05/02/14 | 8,383 | 494,850 | 483,197 | (11,652) |
| Allianz Technology Fund | 12/12/13 | 05/02/14 | 808 | 45,346 | 46,549 | 1,203 |
| Subtotal for 2 positions | | | 9,191 | 540,195 | 529,746 | (10,449) |
| Fidelity Sel Biotech | 12/06/13 | 05/02/14 | 9 | 1,522 | 1,532 | 10 |
| Fidelity OTC Pt | 02/04/14 | 05/06/14 | 14,645 | 1,134,017 | 1,097,662 | (36,355) |
| SPDR Dj Euro Stoxx 50 Fund | 05/06/14 | 05/08/14 | 510 | 22,081 | 22,376 | 295 |
| Janus Venture Fund T Shares | 12/20/13 | 05/20/14 | 4,912 | 315,635 | 300,850 | (14,785) |
| Wisdomtree Trust Small Cap | 08/22/13 | 05/20/14 | 4,925 | 302,647 | 324,695 | 22,048 |
| Wisdomtree Trust Small Cap | 05/01/14 | 05/20/14 | 3,229 | 216,288 | 212,881 | (3,407) |
| Subtotal for 2 positions | | | 8,154 | 518,935 | 537,576 | 18,642 |
| Janus Venture Fund T Shares | 05/01/14 | 06/03/14 | 3,413 | 211,085 | 215,575 | 4,490 |
| Janus Short Term Bond Fund | 08/21/13 | 06/25/14 | 100,964 | 308,948 | 310,968 | 2,019 |
| Janus Short Term Bond Fund | 08/26/13 | 06/25/14 | 57,190 | 175,000 | 176,144 | 1,144 |
| Janus Short Term Bond Fund | 09/01/13 | 06/25/14 | 226 | 693 | 697 | 5 |
| Janus Short Term Bond Fund | 09/30/13 | 06/25/14 | 65,147 | 200,000 | 200,651 | 651 |
| Janus Short Term Bond Fund | 10/01/13 | 06/25/14 | 319 | 981 | 984 | 3 |
| Janus Short Term Bond Fund | 10/25/13 | 06/25/14 | 64,935 | 200,000 | 200,000 | - |
| Janus Short Term Bond Fund | 11/01/13 | 06/25/14 | 446 | 1,374 | 1,374 | - |
| Janus Short Term Bond Fund | 11/26/13 | 06/25/14 | 32,468 | 100,000 | 100,000 | - |
| Janus Short Term Bond Fund | 12/01/13 | 06/25/14 | 575 | 1,771 | 1,771 | - |
| Janus Short Term Bond Fund | 01/01/14 | 06/25/14 | 1,843 | 5,657 | 5,676 | 18 |
| Janus Short Term Bond Fund | 02/01/14 | 06/25/14 | 564 | 1,732 | 1,738 | 6 |
| Janus Short Term Bond Fund | 02/25/14 | 06/25/14 | 81,169 | 250,000 | 250,000 | - |
| Janus Short Term Bond Fund | 03/01/14 | 06/25/14 | 614 | 1,890 | 1,890 | - |

**Arthur N. Rupe Foundation**
**Capital Gains and Losses**
**Year Ended June 30, 2014**

| Security | Acquisition Date | Sale Date | Shares | Cost | Sale Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|
| Janus Short Term Bond Fund | 03/24/14 | 06/25/14 | 15,621 | 47,957 | 48,114 | 156 |
| Subtotal for 14 positions | | | 422,080 | 1,296,004 | 1,300,006 | 4,003 |
| Janus Short Term Bond Fund | 03/24/14 | 06/26/14 | 32,500 | 99,775 | 100,100 | 325 |
| | **Total Short Term** | | | 30,048,720 | 33,290,821 | 3,242,101 |
| **Long Term Activity:** | | | | | | |
| SPDR Tr S&P HomeBuy | 04/05/12 | 08/05/13 | 13,858 | 291,441 | 423,173 | 131,732 |
| SPDR Tr S&P HomeBuy | 06/04/12 | 08/05/13 | 9,844 | 186,935 | 300,600 | 113,665 |
| Subtotal for 2 positions | | | 23,702 | 478,375 | 723,772 | 245,397 |
| Ishares DJ Select Div | 04/19/12 | 02/07/14 | 5,439 | 300,514 | 375,714 | 75,200 |
| Ishares DJ Select Div | 05/08/12 | 02/07/14 | 4,139 | 231,504 | 285,913 | 54,409 |
| Subtotal for 2 positions | | | 9,578 | 532,018 | 661,628 | 129,610 |
| The Weitz Funds Hickory Fund | 01/10/13 | 03/28/14 | 5,851 | 276,000 | 336,209 | 60,209 |
| Villere Balanced Fund | 01/10/13 | 03/28/14 | 25,438 | 552,050 | 635,896 | 83,846 |
| Ariel Fund | 02/04/13 | 04/03/14 | 48,935 | 2,714,900 | 3,606,981 | 892,081 |
| Baron Partners Fund | 03/04/13 | 04/03/14 | 7,283 | 187,967 | 259,338 | 71,371 |
| TRowe Price Health Sciences | 02/03/12 | 04/03/14 | 2,292 | 84,653 | 140,639 | 55,986 |
| Janus Short Term Bond Fund | 01/11/13 | 04/14/14 | 10,861 | 33,561 | 33,453 | (109) |
| Janus Short Term Bond Fund | 01/24/13 | 04/14/14 | 84,142 | 260,000 | 259,159 | (841) |
| Janus Short Term Bond Fund | 02/01/13 | 04/14/14 | 701 | 2,158 | 2,158 | - |
| Janus Short Term Bond Fund | 03/01/13 | 04/14/14 | 947 | 2,925 | 2,916 | (9) |
| Janus Short Term Bond Fund | 03/06/13 | 04/14/14 | 56,634 | 175,000 | 174,434 | (566) |
| Janus Short Term Bond Fund | 04/01/13 | 04/14/14 | 940 | 2,906 | 2,897 | (9) |
| Subtotal for 6 positions | | | 154,226 | 476,550 | 475,015 | (1,535) |
| Fidelity Select Biotech | 12/02/11 | 05/02/14 | 3,514 | 292,847 | 631,187 | 338,340 |
| Fidelity Select Biotech | 04/13/12 | 05/02/14 | 205 | 18,800 | 36,785 | 17,984 |
| Fidelity Select Biotech | 12/07/12 | 05/02/14 | 38 | 4,206 | 6,913 | 2,707 |
| Fidelity Select Biotech | 04/12/13 | 05/02/14 | 1 | 207 | 267 | 60 |
| Subtotal for 4 positions | | | 3,759 | 316,060 | 675,151 | 359,091 |
| | **Total Long Term** | | | 5,618,574 | 7,514,628 | 1,896,053 |
| | **Total Gains** | | | 35,667,295 | 40,805,449 | 5,138,155 |

Form **4562** Department of the Treasury Internal Revenue Service (99)

# Depreciation and Amortization RENT 6

**(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2013**

Attachment Sequence No **179**

| Name(s) shown on return | Business or activity to which this form relates | Identifying number |
|---|---|---|
| ARTHUR N. RUPE FOUNDATION | BUFORD, GA PROPERTY | 77-0278838 |

**Part I** **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I*

| | | | |
|---|---|---|---|
| 1 | Maximum amount (see instructions) | 1 | 500,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 | Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

| | | | |
|---|---|---|---|
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the **smaller** of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2012 Form 4562 | 10 | |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶ | 13 | |

**Note:** *Do not use Part II or Part III below for listed property Instead, use Part V*

**Part II** **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

| | | | |
|---|---|---|---|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

**Part III** **MACRS Depreciation (Do not** include listed property.) (See instructions.)

**Section A**

| | | | |
|---|---|---|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2013 | 17 | |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | / | | 27 5 yrs | MM | S/L | |
| | / | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | 06 /14 | 450,118. | 39 yrs | MM | S/L | 481. |
| | / | | | MM | S/L | |

**Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | / | | 40 yrs | MM | S/L | |

**Part IV** **Summary** (See instructions.)

| | | | |
|---|---|---|---|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr | 22 | 481. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**Part V** **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement )

**Note:** *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

**Section A - Depreciation and Other Information (Caution:** *See the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a) Type of property (list vehicles first ) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|---|---|---|---|---|---|---|---|---|
| **25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | 25 | | |
| **26** Property used more than 50% in a qualified business use: | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| **27** Property used 50% or less in a qualified business use: | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| **28** Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 | | | | | | 28 | | |
| **29** Add amounts in column (i), line 26 Enter here and on line 7, page 1 | | | | | | | 29 | |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **30** Total business/investment miles driven during the year (**do not** include commuting miles) | | | | | | | | | | | | |
| **31** Total commuting miles driven during the year | | | | | | | | | | | | |
| **32** Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| **33** Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** | **Yes** | **No** |
| **34** Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| **35** Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| **36** Is another vehicle available for personal use? | | | | | | | | | | | | |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

| | **Yes** | **No** |
|---|---|---|
| **37** Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| **38** Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| **39** Do you treat all use of vehicles by employees as personal use? | | |
| **40** Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| **41** Do you meet the requirements concerning qualified automobile demonstration use? | | |

**Note:** *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

**Part VI** **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|---|---|---|---|---|---|
| **42** Amortization of costs that begins during your 2013 tax year | | | | | |
| | | | | | |
| | | | | | |
| **43** Amortization of costs that began before your 2013 tax year | | | | 43 | |
| **44** **Total.** Add amounts in column (f) See the instructions for where to report | | | | 44 | |