

Form **990-PF****Return of Private Foundation**

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

Department of the Treasury  
Internal Revenue Service▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0047

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                            |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>ARTHUR N. RUPE FOUNDATION</b>                                                                                                                                                                                                                                                          |                                                                                                                                            | A Employer identification number<br><b>77-0278838</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>3700 STATE STREET</b>                                                                                                                                                                                                   |                                                                                                                                            | B Telephone number<br><b>805-687-8586</b>                                                                                                                                    |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>SANTA BARBARA, CA 93105-3128</b>                                                                                                                                                                                                 |                                                                                                                                            | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                            | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                            | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><b>\$ 90,980,228.</b>                                                                                                                                                                                                     | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(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) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  | 800,000.                           |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B                                                                |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 109,430.                           | 109,430.                  |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                           |  | 467,932.                           | 467,932.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  | 2,404,477.                         | 2,404,477.                |                         | STATEMENT 3                                                 |
| b Net rental income or (loss) <b>2,131,266.</b>                                                                                                    |  |                                    |                           |                         | STATEMENT 4                                                 |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 1,731,626.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>52,927,729.</b>                                                                                   |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 1,731,626.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                      |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                             |  |                                    |                           |                         |                                                             |
| 10 Excess sales price over cost, less returns and allowances                                                                                       |  |                                    |                           |                         |                                                             |
| b Less: Cost of goods sold                                                                                                                         |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                           |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                    |  | 361,803.                           | 361,803.                  |                         | STATEMENT 5                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 5,875,268.                         | 5,075,268.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                             |  | 280,917.                           | 65,921.                   |                         | 214,996.                                                    |
| 14 Other employee salaries and wages                                                                                                               |  | 85,352.                            | 0.                        |                         | 85,352.                                                     |
| 15 Pension plans, employee benefits                                                                                                                |  | 92,075.                            | 24,087.                   |                         | 67,988.                                                     |
| 16a Legal fees                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees STMT 6                                                                                                                           |  | 11,050.                            | 0.                        |                         | 11,050.                                                     |
| c Other professional fees STMT 7                                                                                                                   |  | 50,959.                            | 50,959.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  | 1,202.                             | 1,202.                    |                         | 0.                                                          |
| 18 Taxes STMT 8                                                                                                                                    |  | 125,998.                           | 47,487.                   |                         | 20,113.                                                     |
| 19 Depreciation and depletion                                                                                                                      |  | 183,972.                           | 129,702.                  |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  | 4,450.                             | 4,450.                    |                         | 0.                                                          |
| 21 Travel, conferences, and meetings                                                                                                               |  | 51,560.                            | 0.                        |                         | 52,560.                                                     |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 9                                                                                                                           |  | 63,264.                            | 46,407.                   |                         | 16,857.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 950,799.                           | 370,215.                  |                         | 468,916.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 3,432,499.                         |                           |                         | 3,432,499.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 4,383,298.                         | 370,215.                  |                         | 3,901,415.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  | 1,491,970.                         |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 4,705,053.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

| Part II Balance Sheets                                                                           |                                                                                               | Beginning of year                                                   |                | End of year           |  |
|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----------------|-----------------------|--|
|                                                                                                  |                                                                                               | (a) Book Value                                                      | (b) Book Value | (c) Fair Market Value |  |
| Assets                                                                                           | 1 Cash - non-interest-bearing                                                                 | 275,677.                                                            | 208,060.       | 208,060.              |  |
|                                                                                                  | 2 Savings and temporary cash investments                                                      | 9,927,514.                                                          | 247,577.       | 247,577.              |  |
|                                                                                                  | 3 Accounts receivable ▶ 143,631.                                                              |                                                                     |                |                       |  |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                       | 217,544.                                                            | 143,631.       | 143,631.              |  |
|                                                                                                  | 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                                                       | 402.                                                                | 11,201.        | 11,201.               |  |
|                                                                                                  | 10a Investments - U.S. and state government obligations                                       |                                                                     |                |                       |  |
|                                                                                                  | b Investments - corporate stock STMT 11                                                       | 42,126,699.                                                         | 53,625,053.    | 57,914,529.           |  |
|                                                                                                  | c Investments - corporate bonds                                                               |                                                                     |                |                       |  |
|                                                                                                  | Liabilities                                                                                   | 11 Investments - land, buildings, and equipment basis ▶ 28,948,276. |                |                       |  |
| Less: accumulated depreciation STMT 12 ▶ 2,101,873.                                              |                                                                                               | 26,976,105.                                                         | 26,846,403.    | 30,541,000.           |  |
| 12 Investments - mortgage loans STMT 13                                                          |                                                                                               | 585,848.                                                            | 566,649.       | 566,649.              |  |
| 13 Investments - other STMT 14                                                                   |                                                                                               | 22,442,963.                                                         | 22,348,009.    | 1,347,581.            |  |
| 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) |                                                                                               | 102,552,752.                                                        | 103,996,583.   | 90,980,228.           |  |
| 17 Accounts payable and accrued expenses                                                         |                                                                                               | 2,710.                                                              | 2,711.         |                       |  |
| 18 Grants payable                                                                                |                                                                                               |                                                                     |                |                       |  |
| Net Assets or Fund Balances                                                                      | 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)                                                   | 2,710.                                                                                        | 2,711.                                                              |                |                       |  |
| Net Assets or Fund Balances                                                                      | Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>                   |                                                                     |                |                       |  |
|                                                                                                  | 24 Net assets without donor restrictions                                                      |                                                                     |                |                       |  |
|                                                                                                  | 25 Net assets with donor restrictions                                                         |                                                                     |                |                       |  |
|                                                                                                  | Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> |                                                                     |                |                       |  |
|                                                                                                  | 26 Capital stock, trust principal, or current funds                                           | 0.                                                                  | 0.             |                       |  |
|                                                                                                  | 27 Paid-in or capital surplus, or land, bldg, and equipment fund                              | 0.                                                                  | 0.             |                       |  |
|                                                                                                  | 28 Retained earnings, accumulated income, endowment, or other funds                           | 102,550,042.                                                        | 103,993,872.   |                       |  |
|                                                                                                  | 29 Total net assets or fund balances                                                          | 102,550,042.                                                        | 103,993,872.   |                       |  |
| 30 Total liabilities and net assets/fund balances                                                | 102,552,752.                                                                                  | 103,996,583.                                                        |                |                       |  |

## 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 29<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 102,550,042. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 1,491,970.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.           |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 104,042,012. |
| 5 Decreases not included in line 2 (itemize) ▶ RETAINED EARNINGS ADJUSTMENT                                                                                     | 5 | 48,140.      |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29                                                         | 6 | 103,993,872. |

Form 990-PF (2019)

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a <b>SHORT TERM-SCHEDULE</b>                                                                                                             |  | P                                                |                                      |                                  |
| 1b <b>LONG TERM-SCHEDULE</b>                                                                                                              |  | P                                                |                                      |                                  |
| 1c <b>CAPITAL GAINS DIVIDENDS</b>                                                                                                         |  |                                                  |                                      |                                  |
| 1d                                                                                                                                        |  |                                                  |                                      |                                  |
| 1e                                                                                                                                        |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 38,577,299.         |                                            | 38,895,502.                                     | <318,203.>                                   |
| b 13,187,420.         |                                            | 12,300,601.                                     | 886,819.                                     |
| c 1,163,010.          |                                            |                                                 | 1,163,010.                                   |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

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

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                      |                                      |                                                 | <318,203.>                                                                                      |
| b                      |                                      |                                                 | 886,819.                                                                                        |
| c                      |                                      |                                                 | 1,163,010.                                                                                      |
| d                      |                                      |                                                 |                                                                                                 |
| e                      |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7<br/>           If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">1,731,626.</div> </div> </div>       |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).<br/>           If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div> |

**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 doesn't 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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2018                                                              | 3,589,961.                            | 81,224,744.                               | .044198                                                  |
| 2017                                                              | 3,682,369.                            | 77,262,883.                               | .047660                                                  |
| 2016                                                              | 2,672,365.                            | 73,900,534.                               | .036162                                                  |
| 2015                                                              | 2,011,699.                            | 67,761,727.                               | .029688                                                  |
| 2014                                                              | 3,863,265.                            | 74,621,566.                               | .051771                                                  |

|                                                                                                                                                                                                                         |   |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | .209479     |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years                                        | 3 | .041896     |
| 4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5                                                                                                                                          | 4 | 83,973,134. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 3,518,138.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 47,051.     |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | 3,565,189.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 3,901,415.  |

**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<br>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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                         | 1  | 47,051. |
| 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  | 47,051. |
| 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  | 47,051. |
| 6  | Credits/Payments:                                                                                                                                                                                                                  |    |         |
| a  | 2019 estimated tax payments and 2018 overpayment credited to 2019                                                                                                                                                                  | 6a | 58,059. |
| b  | Exempt foreign organizations - tax withheld at source                                                                                                                                                                              | 6b | 0.      |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                | 6c | 0.      |
| d  | Backup withholding erroneously withheld                                                                                                                                                                                            | 6d | 0.      |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                | 7  | 58,059. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                  | 8  | 0.      |
| 9  | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                      | 9  |         |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                          | 10 | 11,008. |
| 11 | Enter the amount of line 10 to be: Credited to 2020 estimated tax <input checked="" type="checkbox"/> 11,008. Refunded <input type="checkbox"/>                                                                                    | 11 | 0.      |

**Part VII-A Statements Regarding Activities**

|    |                                                                                                                                                                                                                                                                                                                                             |     |    |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 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?                                                                                                                                                                        | Yes | No |
| 1a |                                                                                                                                                                                                                                                                                                                                             |     | X  |
| b  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. 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. |     | X  |
| c  | Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |     | X  |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | X  |
| 3  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                  |     | X  |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                 |     | X  |
| b  | If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            |     |    |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                          |     | X  |
| 6  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?          |     |    |
| 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                                                                                                                                                                                                           |     |    |
| 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                                                                                                                                 |     |    |
| 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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV                                                                                         |     | X  |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                          |     | X  |

N/A

2

**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.                                                                                                                                       |     | 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.                                                                                                                                      | X   |     |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>RUPEFOUNDATION.ORG</b>                                                                                                                                                              | X   |     |
| 14 The books are in care of <b>ARTHUR N. RUPE FOUNDATION</b> Telephone no. <b>805/687-8586</b><br>Located at <b>3700 STATE STREET, SUITE 300, SANTA BARBARA, CA</b> ZIP+4 <b>93105</b>                                                                                                                                           |     |     |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                        | 15  | N/A |
| 16 At any time during calendar year 2019, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country |     | 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input 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                                                                                                                                                                                         |                                                                     | X  |
| 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 2019?                                                                                                                                                                                                                                                                                                         |                                                                     | 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?<br>If "Yes," list the years                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| 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                                                                 |    |
| 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?                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |    |
| b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) | N/A                                                                 |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 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 2019?                                                                                                                                                                                                                                                               |                                                                     | 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 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, and 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     |                                                           | 280,917.                                  | 77,834.                                                               | 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 | PROGRAM OFFICER<br>35.00                                  | 85,352.          | 14,240.                                                               | 0.                                    |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |

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

0

Form 990-PF (2019)

**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.

Form 990-PF (2019)

**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 | 51,753,902. |
| b | Average of monthly cash balances                                                                            | 1b | 3,012,295.  |
| c | Fair market value of all other assets                                                                       | 1c | 30,485,716. |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 85,251,913. |
| 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  | 85,251,913. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 1,278,779.  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 83,973,134. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 4,198,657.  |

**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  | 4,198,657. |
| 2a | Tax on investment income for 2019 from Part VI, line 5                                             | 2a | 47,051.    |
| b  | Income tax for 2019 (This does not include the tax from Part VI.)                                  | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 47,051.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 4,151,606. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 4,151,606. |
| 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  | 4,151,606. |

**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 | 3,901,415. |
| 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  | 3,901,415. |
| 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  | 47,051.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 3,854,364. |

**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)<br>Corpus | (b)<br>Years prior to 2018 | (c)<br>2018 | (d)<br>2019 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2019 from Part XI, line 7                                                                                                                       |               |                            |             | 4,151,606.  |
| 2 Undistributed Income, if any, as of the end of 2019                                                                                                                      |               |                            |             |             |
| a Enter amount for 2018 only                                                                                                                                               |               |                            | 2,118,171.  |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2019:                                                                                                                         |               |                            |             |             |
| a From 2014                                                                                                                                                                |               |                            |             |             |
| b From 2015                                                                                                                                                                |               |                            |             |             |
| c From 2016                                                                                                                                                                |               |                            |             |             |
| d From 2017                                                                                                                                                                |               |                            |             |             |
| e From 2018                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 3,901,415.                                                                                                 |               |                            |             |             |
| a Applied to 2018, but not more than line 2a                                                                                                                               |               |                            | 2,118,171.  |             |
| 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 2019 distributable amount                                                                                                                                     |               |                            |             | 1,783,244.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2019 (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:                                                                                                                   | 0.            |                            |             |             |
| 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 2018. Subtract line 4a from line 2a. Taxable amount - see instr                                                                                 |               |                            | 0.          |             |
| f Undistributed income for 2019. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020                                                               |               |                            |             | 2,368,362.  |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2014 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2015                                                                                                                                                         |               |                            |             |             |
| b Excess from 2016                                                                                                                                                         |               |                            |             |             |
| c Excess from 2017                                                                                                                                                         |               |                            |             |             |
| d Excess from 2018                                                                                                                                                         |               |                            |             |             |
| e Excess from 2019                                                                                                                                                         |               |                            |             |             |

**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 2019, 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)

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

Tax year

Prior 3 years

(a) 2019

(b) 2018

(c) 2017

(d) 2016

(e) Total

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)****1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**ARTHUR N RUPE**

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

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

a The name, address, and telephone number or email 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                                                                                  | 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     |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------|------------|
| Name and address (home or business)                                                        |                                                                                                           |                                |                                     |            |
| 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                         | 40,000.    |
| ALZHEIMER'S ASSOCIATION<br>225 N MICHIGAN AVE. FLOOR 17<br>CHICAGO, IL 60601               | N/A                                                                                                       | PUBLIC CHARITY                 | NORTHERN CALIF<br>CAREGIVER GRANT   | 60,000.    |
| ALZHEIMER'S SAN DIEGO<br>6632 CONVOY COURT<br>SAN DIEGO, CA 92111                          | N/A                                                                                                       | PUBLIC CHARITY                 | ALZ COMPANIONS<br>EXPANSION         | 75,000.    |
| BUTTE COLLEGE FOUNDATION<br>3536 BUTTE CAMPUS DRIVE<br>OROVILLE, CA 95965                  | N/A                                                                                                       | PUBLIC CHARITY                 | CNA PROGRAM                         | 40,000.    |
| CAREGIVERS VOLUNTEERS ASSISTING<br>ELDERLY<br>1765 GOODYEAR ROAD #205<br>VENTURA, CA 93003 | N/A                                                                                                       | PUBLIC CHARITY                 | VOLUNTEER RECRUITMENT<br>& TRAINING | 10,000.    |
| Total SEE CONTINUATION SHEET(S) ▶ 3a                                                       |                                                                                                           |                                |                                     | 3,432,499. |
| b Approved for future payment                                                              |                                                                                                           |                                |                                     |            |
| NONE                                                                                       |                                                                                                           |                                |                                     |            |
|                                                                                            |                                                                                                           |                                |                                     |            |
|                                                                                            |                                                                                                           |                                |                                     |            |
| Total ▶ 3b                                                                                 |                                                                                                           |                                |                                     | 0.         |

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                        | Amount     |
|--------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|------------------------------------------------------------|------------|
| COLLEGE OF THE DESERT<br>43-500 MONTEREY AVE, BNC-2<br>PALM DESERT, CA 92260               | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                                | 20,000.    |
| COLLEGE OF THE SISKIYOU<br>800 COLLEGE AVENUE<br>WEED, CA 96094                            | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                                | 15,000.    |
| COMMUNITY PARTNERS IN CARING<br>120 E JONES ST., SUITE 123<br>SANTA MARIA, CA 93454        | N/A                                                                                                                | PUBLIC CHARITY                       | VOLUNTEER PROGRAM<br>SERVICE EXPANSION                     | 40,000.    |
| CONTRA COSTA COLLEGE<br>2600 MISSION BELL DRIVE<br>SAN PABLO, CA 94806                     | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                                | 14,000.    |
| ELDERHELP OF SAN DIEGO<br>3860 CALLE FORTUNADA, SUITE 101<br>SAN DIEGO, CA 92123           | N/A                                                                                                                | PUBLIC CHARITY                       | ELDERHELP/ALZ SAN<br>DIEGO PARTNERSHIP                     | 46,000.    |
| EVERGREEN VALLEY COLLEGE<br>3095 YERBA BUENA RD.<br>SAN JOSE, CA 95113                     | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                                | 20,000.    |
| FAMILY CAREGIVER ALLIANCE<br>101 MONTGOMERY ST., SUITE 215<br>SAN FRANCISCO, CA 94104      | N/A                                                                                                                | PUBLIC CHARITY                       | FCA CARE JOURNEY                                           | 70,000.    |
| FIDELITY CHARITABLE GIFT FUND<br>200 SEAPORT BLVD.<br>BOSTON, MA 02210                     | N/A                                                                                                                | PUBLIC CHARITY                       | DESIGNATED<br>CONTRIBUTIONS<br>DESIGNATED<br>CONTRIBUTIONS | 1,870,000. |
| FOUNDATION FOR SANTA BARBARA CITY<br>COLLEGE<br>721 CLIFF DRIVE<br>SANTA BARBARA, CA 93109 | N/A                                                                                                                | PUBLIC CHARITY                       | CNA PROGRAM                                                | 50,000.    |
| GEORGE G. GLENNER ALZHEIMER'S FAMILY<br>CENTER<br>3702 FOURTH AVE<br>SAN DIEGO, CA 92103   | N/A                                                                                                                | PUBLIC CHARITY                       | FAMILY CAREGIVER<br>EDUCATION PROGRAM                      | 45,000.    |
| Total from continuation sheets                                                             |                                                                                                                    |                                      |                                                            | 3,207,499. |

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount  |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------|---------|
| HILARITY FOR CHARITY<br>9301 WILSHIRE BLVD<br>LOS ANGELES, CA 90210                                | N/A                                                                                                                | PUBLIC CHARITY                       | ONLINE SUPPORT GROUP                  | 50,000. |
| HOSPICE OF SAN LUIS OBISPO COUNTY<br>1304 PACIFIC STREET<br>SAN LUIS OBISPO, CA 93401              | N/A                                                                                                                | PUBLIC CHARITY                       | CAREGIVER RELIEF &<br>CARE MANAGEMENT | 60,000. |
| IMPERIAL VALLEY COLLEGE<br>380 EAST ATEN ROAD<br>IMPERIAL, CA 92251                                | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM<br>CNA PROGRAM            | 15,000. |
| JAMES MADISON UNIVERSITY FOUNDATION<br>1320 S MAIN ST., MSC 8<br>HARRISONBURG, VA 22807            | N/A                                                                                                                | PUBLIC CHARITY                       | 2020 MADISON CUP<br>DEBATE TOURNAMENT | 42,000. |
| JUSTICE DEBATE LEAGUE<br>316 EAST THIRD STREET<br>HINSDALE, IL 60521                               | N/A                                                                                                                | PUBLIC CHARITY                       | NEW DEBATE TEAM                       | 15,000. |
| LOS ANGELES HARBOR COLLEGE<br>1111 FIGUEROA PLACE<br>WILMINGTON, CA 90744                          | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | RETURNED GRANT FUNDS                  | <36.>   |
| LOS ANGELES HARBOR COLLEGE<br>1111 FIGUEROA PLACE<br>WILMINGTON, CA 90744                          | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                           | 33,000. |
| LOS ANGELES MISSION COLLEGE<br>13356 ELDRIDGE AVENUE<br>SYLMAR, CA 91342                           | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                           | 20,000. |
| LOS RIOS COMMUNITY COLLEGE DISTRICT<br>1919 SPANOS COURT<br>SACRAMENTO, CA 95825                   | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | AMERICAN RIVER COLLEGE<br>CNA PROGRAM | 12,285. |
| MARIAN REGIONAL MEDICAL CENTER<br>FOUNDATION<br>1400 EAST CHURCH STREET<br>SANTA MARIA, CA 9344544 | N/A                                                                                                                | PUBLIC CHARITY                       | DIGNITY HEALTH<br>CAREGIVING PROJECT  | 50,000. |
| Total from continuation sheets                                                                     |                                                                                                                    |                                      |                                       |         |

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution          | Amount   |
|-----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------|----------|
| MIRA COSTA COLLEGE FOUNDATION<br>1 BARNARD DRIVE<br>OCEANSIDE, CA 92058                 | N/A                                                                                                                | PUBLIC CHARITY                       | CNA PROGRAM                                  | 20,000.  |
| MODESTO JUNIOR COLLEGE<br>435 COLLEGE AVENUE<br>MODESTO, CA 95350                       | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                  | 45,000.  |
| MT. SAN ANTONIO COLLEGE<br>1100 N. GRAND AVE.<br>WALNUT, CA 91789                       | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                  | 30,000.  |
| NATIONAL SPEECH & DEBATE ASSOCIATION<br>401 RAILROAD PLACE<br>WEST DES MOINES, IA 50265 | N/A                                                                                                                | PUBLIC CHARITY                       | PUBLIC FORUM DEBATE<br>NATIONAL CHAMPIONSHIP | 158,000. |
| ONEGENERATION<br>17400 VICTORY BLVD.<br>VAN NUYS, CA 91406                              | N/A                                                                                                                | PUBLIC CHARITY                       | CAREGIVER RESOURCES                          | 30,000.  |
| PALO VERDE COLLEGE FOUNDATION<br>ONE COLLEGE DRIVE<br>BLYTH, CA 92225                   | N/A                                                                                                                | PUBLIC CHARITY                       | CNA PROGRAM                                  | 20,000.  |
| REGENTS OF THE UNIVERSITY OF CA<br>10889 WILSHIRE BLVD.<br>LOS ANGELES, CA 90095        | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | UCLA ALZHEIMER'S &<br>DEMENTIA CARE          | 125,000. |
| RIO HONDO COLLEGE<br>3600 WORKMAN MILL ROAD<br>WHITTIER, CA 90601                       | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CERTIFIED NURSING<br>ASSISTANT PROGRAM       | 37,500.  |
| RIVERSIDE COMMUNITY COLLEGE<br>FOUNDATION<br>4800 MAGNOLIA AVE.<br>RIVERSIDE, CA 92506  | N/A                                                                                                                | PUBLIC CHARITY                       | CNA PROGRAM                                  | 30,000.  |
| SAN DIEGO CONTINUING EDUCATION<br>4343 OCEAN VIEW BLVD.<br>SAN DIEGO, CA 92113          | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                                  | 15,000.  |
| Total from continuation sheets                                                          |                                                                                                                    |                                      |                                              |          |

**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,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution    | Amount  |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------|---------|
| SANTA ROSA JUNIOR COLLEGE<br>1501 MENDOCINO AVENUE<br>SANTA ROSA, CA 95401            | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                            | 32,500. |
| SOLANO COMMUNITY COLLEGE<br>4000 SUISUN VALLEY ROAD, BLDG. 800<br>FAIRFIELD, CA 94534 | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                            | 19,500. |
| ST. JOHN'S HEALTHCARE FOUNDATION<br>1600 NORTH ROSE AVENUE<br>OXNARD, CA 93030        | N/A                                                                                                                | PUBLIC CHARITY                       | FAMILY CAREGIVER<br>NAVIGATION PROJECT | 36,750. |
| VENTURA COLLEGE FOUNDATION<br>4667 TELEGRAPH ROAD<br>VENTURA, CA 93003                | N/A                                                                                                                | PUBLIC CHARITY                       | CNA PROGRAM                            | 36,000. |
| WEST LOS ANGELES COLLEGE<br>9000 OVERLAND AVENUE<br>CULVER CITY, CA 90230             | N/A                                                                                                                | SEC<br>170(C)(1)GOVERN<br>UNIT       | CNA PROGRAM                            | 35,000. |
| YOUTH MOVEMENT AGAINST ALZHEIMER'S<br>P.O. BOX 641816<br>LOS ANGELES, CA 90064        | N/A                                                                                                                | PUBLIC CHARITY                       | YOUTHCARE & YMAA<br>CHAPTER EXPANSION  | 50,000. |
|                                                                                       |                                                                                                                    |                                      |                                        |         |
|                                                                                       |                                                                                                                    |                                      |                                        |         |
|                                                                                       |                                                                                                                    |                                      |                                        |         |
|                                                                                       |                                                                                                                    |                                      |                                        |         |
|                                                                                       |                                                                                                                    |                                      |                                        |         |
| Total from continuation sheets                                                        |                                                                                                                    |                                      |                                        |         |





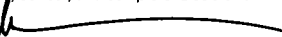
**Part XVII Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

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

[illegible]

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

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

|                               |                                                                                                                                                                                                                                                                                                                        |                                                                                     |                        |                                                 |              |                                                                                                                                       |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------|-------------------------------------------------|--------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sign Here</b>              | 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. |                                                                                     |                        |                                                 |              | May the IRS discuss this return with the preparer shown below? See Instr.<br><input type="checkbox"/> Yes <input type="checkbox"/> No |
|                               | ▶ <b>X</b>                                                                                                                                                                                                                                                                                                             |  | Date <b>12/16/2020</b> | ▶ <b>PRESIDENT</b>                              | Title        |                                                                                                                                       |
| <b>Paid Preparer Use Only</b> | Print preparer's name                                                                                                                                                                                                                                                                                                  | Preparer's signature                                                                | Date                   | Check <input type="checkbox"/> if self-employed | PTIN         |                                                                                                                                       |
|                               | Firm's name ▶                                                                                                                                                                                                                                                                                                          |                                                                                     |                        |                                                 | Firm's EIN ▶ |                                                                                                                                       |
|                               | Firm's address ▶                                                                                                                                                                                                                                                                                                       |                                                                                     |                        |                                                 | Phone no.    |                                                                                                                                       |

**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.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2019**

Name of the organization

ARTHUR N. RUPE FOUNDATION

Employer identification number

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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)<br>No. | (b)<br>Name, address, and ZIP + 4                              | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                        |
|------------|----------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ARTHUR N. RUPE<br>3700 STATE STREET<br>SANTA BARBARA, CA 93105 | \$ 800,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions) |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)           |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)           |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)           |
|            |                                                                | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)            |

---



---

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

---

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INTEREST                | 109,430.                    | 109,430.                        |                               |
| TOTAL TO PART I, LINE 3 | 109,430.                    | 109,430.                        |                               |

---



---



---



---

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

---

| SOURCE                              | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDENDS                           | 452,342.        | 0.                            | 452,342.                    | 452,342.                          |                               |
| LONG TERM CAPITAL<br>GAIN DIVIDENDS | 1,163,010.      | 1,163,010.                    | 0.                          | 0.                                |                               |
| SHORT TERM CAPITAL<br>GAIN DIV      | 15,590.         | 0.                            | 15,590.                     | 15,590.                           |                               |
| TO PART I, LINE 4                   | 1,630,942.      | 1,163,010.                    | 467,932.                    | 467,932.                          |                               |

---



---



---



---

FORM 990-PF RENTAL INCOME STATEMENT 3

---

| KIND AND LOCATION OF PROPERTY         | ACTIVITY<br>NUMBER | GROSS<br>RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| JONESBORO PROPERTY                    | 2                  | 351,428.               |
| LAKELAND PROPERTY                     | 3                  |                        |
| LUBBOCK PROPERTY                      | 5                  | 182,011.               |
| BUFORD, GA PROPERTY                   | 6                  | 1,116,359.             |
| KNOXVILLE, TN                         | 7                  | 543,079.               |
| WEST PALM BEACH, FL                   | 8                  | 211,600.               |
| TOTAL TO FORM 990-PF, PART I, LINE 5A |                    | 2,404,477.             |

---



---

## FORM 990-PF

## RENTAL EXPENSES

STATEMENT 4

| DESCRIPTION                                       | ACTIVITY<br>NUMBER | AMOUNT  | TOTAL      |
|---------------------------------------------------|--------------------|---------|------------|
| DEPRECIATION                                      |                    | 41,447. |            |
| INSURANCE-GA RENTAL                               |                    | 3,088.  |            |
| MANAGEMENT-GA RENTAL                              |                    | 2,948.  |            |
| APPRAISAL FEE-GC                                  |                    | 3,000.  |            |
| - SUBTOTAL -                                      | 2                  |         | 50,483.    |
| PROPERTY TAX-FL LAND                              |                    | 3,077.  |            |
| - SUBTOTAL -                                      | 3                  |         | 3,077.     |
| DEPRECIATION                                      |                    | 63,074. |            |
| INSURANCE-TX RENTAL                               |                    | 11,204. |            |
| MANAGEMENT-TX RENTAL                              |                    | 12,548. |            |
| UTILITIES-TX                                      |                    | 4,450.  |            |
| APPRAISAL FEE-TX                                  |                    | 2,000.  |            |
| REPAIRS-TX                                        |                    | 1,408.  |            |
| - SUBTOTAL -                                      | 5                  |         | 94,684.    |
| DEPRECIATION                                      |                    | 11,541. |            |
| INSURANCE GA RENTAL                               |                    | 9,055.  |            |
| MANAGEMENT-GA RENTAL                              |                    | 9,847.  |            |
| REPAIRS-GA                                        |                    | 2,399.  |            |
| APPRAISAL FEE-GA                                  |                    | 4,000.  |            |
| - SUBTOTAL -                                      | 6                  |         | 36,842.    |
| DEPRECIATION                                      |                    | 11,421. |            |
| REPAIRS-TN RENTAL                                 |                    | 11,618. |            |
| MANAGEMENT-TN RENTAL                              |                    | 12,935. |            |
| INSURANCE-TN RENTAL                               |                    | 5,206.  |            |
| EXCISE TAX-TN                                     |                    | 12,600. |            |
| PROPERTY TAX-TN RENTAL                            |                    | 26,586. |            |
| - SUBTOTAL -                                      | 7                  |         | 80,366.    |
| DEPRECIATION                                      |                    | 2,219.  |            |
| MANAGEMENT-FL RENTAL                              |                    | 3,681.  |            |
| INSURANCE FL RENTAL                               |                    | 1,859.  |            |
| - SUBTOTAL -                                      | 8                  |         | 7,759.     |
| TOTAL RENTAL EXPENSES                             |                    |         | 273,211.   |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B |                    |         | 2,131,266. |

---



---

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 5 |
|-------------|--------------|-----------|---|

---

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| ROYALTIES                             | 361,803.                    | 361,803.                          |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 361,803.                    | 361,803.                          |                               |

---



---



---



---

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 6 |
|-------------|-----------------|-----------|---|

---

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT                        | 11,050.                      | 0.                                |                               | 11,050.                       |
| TO FORM 990-PF, PG 1, LN 16B | 11,050.                      | 0.                                |                               | 11,050.                       |

---



---



---



---

|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 7 |
|-------------|-------------------------|-----------|---|

---

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MANAGEMENT-GA RENTAL         | 2,948.                       | 2,948.                            |                               | 0.                            |
| APPRAISAL FEE-GC             | 3,000.                       | 3,000.                            |                               | 0.                            |
| MANAGEMENT-TX RENTAL         | 12,548.                      | 12,548.                           |                               | 0.                            |
| APPRAISAL FEE-TX             | 2,000.                       | 2,000.                            |                               | 0.                            |
| MANAGEMENT-GA RENTAL         | 9,847.                       | 9,847.                            |                               | 0.                            |
| APPRAISAL FEE-GA             | 4,000.                       | 4,000.                            |                               | 0.                            |
| MANAGEMENT-TN RENTAL         | 12,935.                      | 12,935.                           |                               | 0.                            |
| MANAGEMENT-FL RENTAL         | 3,681.                       | 3,681.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 50,959.                      | 50,959.                           |                               | 0.                            |

---



---

---



---

|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 8 |
|-------------|-------|-----------|---|

---

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PAYROLL TAX                 | 24,797.                      | 4,684.                            |                               | 20,113.                       |
| PROPERTY TAX                | 540.                         | 540.                              |                               | 0.                            |
| FEDERAL EXCISE TAX          | 58,398.                      | 0.                                |                               | 0.                            |
| PROPERTY TAX-FL LAND        | 3,077.                       | 3,077.                            |                               | 0.                            |
| EXCISE TAX-TN               | 12,600.                      | 12,600.                           |                               | 0.                            |
| PROPERTY TAX-TN RENTAL      | 26,586.                      | 26,586.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 125,998.                     | 47,487.                           |                               | 20,113.                       |

---



---

|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 9 |
|-------------|----------------|-----------|---|

---

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MISCELLANEOUS EXPENSE       | 2,079.                       | 0.                                |                               | 2,079.                        |
| OFFICE EXPENSE              | 3,704.                       | 0.                                |                               | 3,704.                        |
| INSURANCE                   | 2,470.                       | 445.                              |                               | 2,025.                        |
| WEBSITES AND SOFTWARE       | 309.                         | 0.                                |                               | 309.                          |
| PROFESSIONAL DEVELOPMENT    | 8,171.                       | 0.                                |                               | 8,171.                        |
| PAYROLL AND BENEFIT FEES    | 694.                         | 125.                              |                               | 569.                          |
| INSURANCE-GA RENTAL         | 3,088.                       | 3,088.                            |                               | 0.                            |
| INSURANCE-TX RENTAL         | 11,204.                      | 11,204.                           |                               | 0.                            |
| REPAIRS-TX                  | 1,408.                       | 1,408.                            |                               | 0.                            |
| INSURANCE GA RENTAL         | 9,055.                       | 9,055.                            |                               | 0.                            |
| REPAIRS-GA                  | 2,399.                       | 2,399.                            |                               | 0.                            |
| REPAIRS-TN RENTAL           | 11,618.                      | 11,618.                           |                               | 0.                            |
| INSURANCE-TN RENTAL         | 5,206.                       | 5,206.                            |                               | 0.                            |
| INSURANCE FL RENTAL         | 1,859.                       | 1,859.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 63,264.                      | 46,407.                           |                               | 16,857.                       |

---



---

|           |           |    |
|-----------|-----------|----|
| FOOTNOTES | STATEMENT | 10 |
|-----------|-----------|----|

---

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 | CORPORATE STOCK | STATEMENT | 11 |
|-------------|-----------------|-----------|----|

---

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| SECURITIES-STATEMENT                    | 53,625,053. | 57,914,529.       |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 53,625,053. | 57,914,529.       |

---



---

|             |                                            |           |    |
|-------------|--------------------------------------------|-----------|----|
| FORM 990-PF | DEPRECIATION OF ASSETS HELD FOR INVESTMENT | STATEMENT | 12 |
|-------------|--------------------------------------------|-----------|----|

---

| DESCRIPTION                           | COST OR<br>OTHER BASIS | ACCUMULATED<br>DEPRECIATION | BOOK VALUE  |
|---------------------------------------|------------------------|-----------------------------|-------------|
| BUILDING-GA                           | 1,599,639.             | 992,329.                    | 607,310.    |
| LAND-GA                               | 752,771.               | 0.                          | 752,771.    |
| BOOK/TAX BASIS DIFFERENCE-GA          | 2,062,562.             | 0.                          | 2,062,562.  |
| BUILDING-GA                           | 16,813.                | 6,303.                      | 10,510.     |
| LAND-GA                               | 7,912.                 | 0.                          | 7,912.      |
| UNIMPROVED LAND-LAKELAND              | 165,578.               | 0.                          | 165,578.    |
| BOOK/TAX BASIS<br>DIFFERENCE-LAKELAND | 84,422.                | 0.                          | 84,422.     |
| BUILDING-TX                           | 2,460,000.             | 922,548.                    | 1,537,452.  |
| LAND-TX                               | 820,000.               | 0.                          | 820,000.    |
| BOOK/TAX BASIS DIFFERENCE-TX          | 168,846.               | 0.                          | 168,846.    |
| LAND-BUFORD, GA                       | 485,484.               | 0.                          | 485,484.    |
| BUILDING-GA                           | 450,118.               | 86,695.                     | 363,423.    |
| BOOK/TAX BASIS DIFFERENCE-LAND        | 3,514,516.             | 0.                          | 3,514,516.  |
| BOOK/TAX BASIS DIFFERENCE-BLDG        | 7,972,620.             | 0.                          | 7,972,620.  |
| LAND-KNOXVILLE, TN                    | 100,901.               | 0.                          | 100,901.    |
| BUILDING                              | 445,435.               | 85,769.                     | 359,666.    |
| BOOK/TAX BASIS DIFFERENCE-LAND        | 331,599.               | 0.                          | 331,599.    |
| BOOK/TAX BASIS DIFFERENCE-BLDG        | 3,479,060.             | 0.                          | 3,479,060.  |
| LAND- FL,                             | 138,853.               | 0.                          | 138,853.    |
| BUILDING - FL                         | 86,551.                | 8,229.                      | 78,322.     |
| BOOK/TAX BASIS DIFFERENCE-LAND        | 2,343,695.             | 0.                          | 2,343,695.  |
| BOOK/TAX BASIS DIFFERENCE-BLDG        | 1,460,901.             | 0.                          | 1,460,901.  |
| TOTAL TO FM 990-PF, PART II, LN 11    | 28,948,276.            | 2,101,873.                  | 26,846,403. |

|             |                |              |
|-------------|----------------|--------------|
| FORM 990-PF | MORTGAGE LOANS | STATEMENT 13 |
|-------------|----------------|--------------|

| DESCRIPTION                            | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------|-------------------|
| MORTGAGE LOAN                          | 566,649.   | 566,649.          |
| TOTAL TO FORM 990-PF, PART II, LINE 12 | 566,649.   | 566,649.          |

|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 14 |
|-------------|-------------------|--------------|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|----------------------------------------|------------------|-------------|-------------------|
| ROYALTIES-NET OF DEPLETION             | FMV              | 22,348,009. | 1,347,581.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 22,348,009. | 1,347,581.        |

|             |                                                                             |              |
|-------------|-----------------------------------------------------------------------------|--------------|
| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 15 |
|-------------|-----------------------------------------------------------------------------|--------------|

| NAME AND ADDRESS                                                   | TITLE AND<br>AVRG HRS/WK   | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------------|----------------------------|-------------------|------------------------------|--------------------|
| ARTHUR N RUPE<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105    | CHAIRMAN OF BOARD<br>25.00 | 0.                | 0.                           | 0.                 |
| SUSAN VAN AACKEN<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105 | SECRETARY<br>35.00         | 94,574.           | 40,759.                      | 0.                 |
| RICHARD L HUNT<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105   | CFO AND DIRECTOR<br>5.00   | 0.                | 0.                           | 0.                 |
| BEVERLY M RUPE<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105   | DIRECTOR<br>1.00           | 0.                | 0.                           | 0.                 |
| KIM DENNIS<br>3700 STATE ST, #300<br>SANTA BARBARA, CA 93105       | DIRECTOR<br>1.00           | 0.                | 0.                           | 0.                 |

ARTHUR N. RUPE FOUNDATION

77-0278838

MARK C HENRIE  
3700 STATE ST, #300  
SANTA BARBARA, CA 93105

PRESIDENT  
35.00

186,343. 37,075. 0.

JAMES S HUGGINS  
3700 STATE ST, #300  
SANTA BARBARA, CA 93105

DIRECTOR  
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

280,917. 77,834. 0.