Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending ,

G Check all that apply: [ ] Initial return [ ] Initial Return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

RUPERT DUNKLAU FOUNDATION, INC.
PO BOX 1558
FREMONT, NE 68026-1558

A Employer identification number
47-6059030

B Telephone number (see the instructions)
402-721-6046

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
► $ 17,635,826.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► [X] if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments	38,229.	38,229.	38,229.	
	4	Dividends and interest from securities	131,798.	131,798.	131,798.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	411,162.			
	b	Gross sales price for all assets on line 6a 1,005,469.				
	7	Capital gain net income (from Part IV, line 2)		411,162.		
	8	Net short-term capital gain			27.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule) See Statement 1	-6,412.	4,119.	4,119.	
	12	**Total.** Add lines 1 through 11	574,777.	585,308.	174,173.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	60,000.	60,000.	60,000.	
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 2	7,515.	7,515.	7,515.	
	c	Other prof fees (attach sch) See St 3	11,539.	11,539.	11,539.	
	17	Interest				
	18	Taxes (attach schedule)(see instr) See Stm 4	20.			
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	4,273.	4,273.	4,273.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	83,347.	83,327.	83,327.	
	25	Contributions, gifts, grants paid Part XV	1,271,370.			1,271,370.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,354,717.	83,327.	83,327.	1,271,370.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-779,940.			
	b	**Net investment income** (if negative, enter -0-)		501,981.		
	c	**Adjusted net income** (if negative, enter -0-)			90,846.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	22,849.	6,518.	6,518.
	2 Savings and temporary cash investments	363,800.	61,749.	61,749.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)	45,337.	44,415.	41,165.
	b Investments – corporate stock (attach schedule)	8,230,528.	7,890,423.	17,254,434.
	c Investments – corporate bonds (attach schedule)	260,000.	150,000.	160,706.
	11 Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	121,785.	111,254.	111,254.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions. Also, see page 1, item I)	9,044,299.	8,264,359.	17,635,826.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	9,044,299.	8,264,359.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	9,044,299.	8,264,359.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	9,044,299.	8,264,359.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,044,299.
2 Enter amount from Part I, line 27a	2	-779,940.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	8,264,359.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,264,359.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 6			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 411,162.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 — **3** 27.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,091,633.	21,751,078.	0.050188
2007	846,246.	20,740,146.	0.040802
2006	794,735.	16,207,226.	0.049036
2005	635,384.	12,506,738.	0.050803
2004	732,780.	11,990,419.	0.061114

		Line	Amount
2	**Total** of line 1, column (d)	2	0.251943
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050389
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,955,363.
5	Multiply line 4 by line 3	5	803,975.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,020.
7	Add lines 5 and 6	7	808,995.
8	Enter qualifying distributions from Part XII, line 4	8	1,271,370.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instr.)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b			1	5,020.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,020.
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	5,020.
6 Credits/Payments:				
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	20,995.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	20,995.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	15,975.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 15,975. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► NE			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► RUPERT DUNKLAU Telephone no. ► 402-721-6046

Located at ► FREMONT, NEBRASKA ZIP + 4 ► 68025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1a During the year did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No				
(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No				
b If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No				
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	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.				
► 20__ , 20__ , 20__ , 20__ .				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No				
b If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	**(b)** Title and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Statement 7		60,000.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
None				

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

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

3 Five highest-paid independent contractors for professional services – (see instructions). 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 NOT APPLICABLE	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	15,788,445.
b Average of monthly cash balances		1b	409,893.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	16,198,338.
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	16,198,338.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	242,975.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	15,955,363.
6 **Minimum investment return.** Enter 5% of line 5		6	797,768.

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	797,768.
2a Tax on investment income for 2009 from Part VI, line 5	2a 5,020.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	5,020.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	792,748.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	792,748.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	792,748.

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	1,271,370.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
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	1,271,370.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,020.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,266,350.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income *(see instructions)*

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				792,748.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			726,548.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► $ 1,271,370.				
a Applied to 2008, but not more than line 2a			726,548.	
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 2009 distributable amount				544,822.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				247,926.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

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

RUPERT DUNKLAU

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

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed.

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
"SEE ATTACHED LIST - CASH"			CURRENT OPERATIONS	1,271,370.
Total			► 3a	1,271,370.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		38,229.
4 Dividends and interest from securities			14		131,798.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					411,162.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INSURANCE REFUND			14	34.	
b LOSS ON INSURANCE CSV			14	-10,531.	
c PARTNERSHIP DISTRIBUTION			14	4,085.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-6,412.	581,189.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	574,777.

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

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

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

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

► X Rupert Dunklau | 5/23/10 | ► President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only				
Preparer's signature ►		Date 5-12 2010	Check if self-employed ► ☐	Preparer's Identifying number (See **Signature** in the instrs) P00126578
Firm's name (or yours if self-employed), address, and ZIP code ►	Erickson & Brooks P. O. Box 1270 Fremont, NE 68026-1270		EIN ► 47-0358808 Phone no ► (402) 721-3454	

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
INSURANCE REFUND	$ 34.		
LOSS ON INSURANCE CSV	-10,531.		
PARTNERSHIP DISTRIBUTION	4,085.		
Total	$ -6,412.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
	$ 7,515.	$ 7,515.	$ 7,515.	
Total	$ 7,515.	$ 7,515.	$ 7,515.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT FEES	$ 11,539.	$ 11,539.	$ 11,539.	
Total	$ 11,539.	$ 11,539.	$ 11,539.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FEDERAL EXCISE TAX	$ 20.			
Total	$ 20.	$ 0.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MEETING EXPENSE	$ 4,273.	$ 4,273.	$ 4,273.	
Total	$ 4,273.	$ 4,273.	$ 4,273.	$ 0.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	5700 VALMONT INDUSTRIES	Purchased	Various	10/20/2009
2	1 BERKSHIRE HATHAWAY	Purchased	Various	12/24/2009
3	1 BERKSHIRE HATHAWAY	Purchased	Various	12/24/2009
4	.6039 KINDER MORGAN	Purchased	8/16/2007	8/19/2009
5	2000 WYETH	Purchased	2/10/2005	10/15/2009
6	.9416 KINDER MORGAN	Purchased	8/16/2007	11/19/2009
7	.68 DIRECT TV CLASS A	Purchased	11/27/1998	12/15/2009
8	6000 AES CORP	Purchased	11/27/1998	12/28/2009
9	60000 PRINCIPAL LIFE CORENOTES	Purchased	1/12/2007	1/15/2009
10	50000 CITI GROUP INC INTERNOTES	Purchased	2/08/2007	7/22/2009
11	731 PUGET ENERGY INC NEW CASH	Purchased	Various	2/09/2009
12	WELLS FARGO CO	Purchased	1/05/2009	1/05/2009

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	498,496.		93,090.	405,406.				$ 405,406.
2	98,334.		69,550.	28,784.				28,784.
3	98,309.		69,550.	28,759.				28,759.
4	28.		29.	-1.				-1.
5	100,505.		77,537.	22,968.				22,968.
6	45.		44.	1.				1.
7	22.		8.	14.				14.
8	83,218.		132,375.	-49,157.				-49,157.
9	60,000.		60,000.	0.				0.
10	22,625.		50,000.	-27,375.				-27,375.
11	21,930.		20,194.	1,736.				1,736.
12	27.		0.	27.				27.
							Total	$ 411,162.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
RUPERT DUNKLAU 2948 DEER RUN FREMONT, NE 68025	President 0	$ 0.	$ 0.	$ 0.
LARRY R LARSON 9841 HARNEY PARKWAY SOUTH OMAHA, NE 68144	Director 0	0.	0.	0.
REV. DONALD LEVENHAGEN 2026 N HOWARD ST FREMONT, NE 68025	Director 0	0.	0.	0.
LLOYD PROBASCO 7810 KATRINA LANE LINCOLN, NE 68512	Executive Direc 10.00	60,000.	0.	0.
DEL TOEBBEN 1438 NORTH 132ND AVE CIRCLE OMAHA, NE 68154	Director 0	0.	0.	0.
LARRY SHEPARD 2431 NORTH NYE AVE FREMONT, NE 68025	Director 0	0.	0.	0.
	Total	$ 60,000.	$ 0.	$ 0.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	
Name:	LLOYD PROBASCO
Care Of:	
Street Address:	7810 KATRINA LANE
City, State, Zip Code:	LINCOLN, NE 68512
Telephone:	(402) 328-0091
Form and Content:	WRITTEN REQUEST
Submission Deadlines:	MARCH 31 AND SEPTEMBER 30, ANNUALLY
Restrictions on Awards:	NONE

EIN: 47-6059030

RUPERT DUNKLAU FOUNDATION, INC
FREMONT, NEBRASKA
SCHEDULE OF GRANTS MADE - CASH
DECEMBER 31, 2009

	Purpose of Grant or Contribution	Total	Cash
CAMP LUTHER	General operations	$ 5,000	$ 5,000
CONCORDIA COLLEGE SELMA	Building projects	50,000	50,000
CONCORDIA UNIVERSITY AT AUSTIN	General operations	15,000	15,000
CONCORDIA SEMINARY ST LOUIS	General operations	25,000	25,000
CONCORDIA UNIVERSITY, NE	Building projects	250,000	250,000
CURE	General operations	25,000	25,000
DAKOTA BOYS RANCH FOUNDATION	General operations	25,000	25,000
DANA COLLEGE	General operations	15,000	15,000
FREMONT HABITAT FOR HUMANITY	General operations	5,000	5,000
GRACE PLACE LUTHERAN RETREATS	General operations	30,000	30,000
HOPE CENTER FOR KIDS, INC	General operations	25,000	25,000
LCMS WORLD RELIEF	General operations	10,000	10,000
LEGAL AID OF NE	General operations	10,000	10,000
LINCOLN LUTERAN	General operations	10,000	10,000
LUTHERAN FAMILY SERVICES OF NE	Building projects	30,000	30,000
MICAH HOUSE FAMILY SHELTER	General operations	2,500	2,500
MIDLAND LUTHERAN COLLEGE	General operations	550,000	550,000
NE LUTHERAN OUTDOOR MINISTRY	General operations	7,500	7,500
OMAHA STREET SCHOOL	General operations	19,580	19,580
OUTLOOK NE, INC	General operations	3,600	3,600
PASTORAL LEADERSHIP INSTITUTE	General operations	105,840	105,840
REBUILDING TOGETHER, FREMONT	General operations	2,500	2,500
RELEASE MINISTRIES	General operations	20,000	20,000
THE MADONNA FOUNDATION	General operations	25,000	25,000
WOMAN'S TOUCH PREGNANCY	General operations	4,850	4,850
Totals		$ 1,271,370	$ 1,271,370

SCHEDULE II

RUPERT DUNKLAU FOUNDATION, INC
FREMONT, NEBRASKA
SCHEDULE OF INVESTMENTS
MODIFIED CASH BASIS
DECEMBER 31, 2009

Broker	Security	No. Of Shares Or Face Value	Cost Basis	Current Value Per Share	Market Value	Unrealized Gain/(Loss)
Edward Jones						
	General Electric Cap Corp	150,000	$ 150,000		$ 160,706	$ 10,706
	Berkshire Hathaway Inc Cl A	31	2,156,050	99,200.000	3,075,200	919,150
	Wells Fargo & Co	19	5,547	26.990	513	(5,034)
	Great Plains Energy Inc	500	15,125	19.390	9,695	(5,430)
	Valmont Industries	139,700	2,281,525	78.450	10,959,465	8,677,940
			4,458,247		14,044,873	9,586,626
Smith Hayes						
	Automatic Data Processing Inc	1,292	44,849	42.820	55,323	10,474
	Broadridge Financial Solutions	323	4,801	22.560	7,287	2,486
	ConAgra Incorporated	2,700	84,966	23.050	62,235	(22,731)
	Corning Inc.	1,380	17,477	19.310	26,648	9,171
	Deluxe Corp	300	6,859	14 790	4,437	(2,422)
	Fuller H B Co	2,400	25,687	22.750	54,600	28,913
	Intl Business Mach Corp	200	16,841	130.900	26,180	9,339
	Motorola Incorporated	1,380	26,816	7.760	10,709	(16,107)
	Xcel Energy, Inc	883	27,378	21.220	18,737	(8,641)
	Occidental Petro Corp	400	4,137	81.350	32,540	28,403
			259,811		298,696	38,885

RUPERT DUNKLAU FOUNDATION, INC
FREMONT, NEBRASKA
SCHEDULE OF INVESTMENTS
MODIFIED CASH BASIS
DECEMBER 31, 2009

Broker	Security	No. Of Shares Or Face Value	Cost Basis	Current Value Per Share	Market Value	Unrealized Gain/(Loss)
Fremont National Bank & Trust Company - Safekeeping						
	Cintas Corp	4,500	164,250	26.070	117,315	(46,935)
	Abott Laboratories	770	41,795	53.990	41,572	(223)
	Amgen Inc	1,100	80,212	56 570	62,227	(17,985)
	Apache Corp	280	20,457	103.171	28,888	8,431
	Autodesk Inc	1,100	19,975	25.410	27,951	7,976
	Boeing Co	510	20,155	54.129	27,606	7,451
	Chevron Corporation	2,300	125,435	76.990	177,077	51,642
	Cisco Systems Inc	1,200	20,208	23.940	28,728	8,520
	Comcast Corp Special Cl A	9,000	184,251	16.010	144,090	(40,161)
	CVS Corp	2,000	45,924	32.210	64,420	18,496
	Cyberopics Corp	3,000	41,864	6.710	20,130	(21,734)
	Direct TV Class A	4,000	47,295	33.350	133,400	86,105
	Dow Chemical Co	1,900	80,057	27.630	52,497	(27,560)
	Ebay Inc.	2,000	66,469	23.530	47,060	(19,409)
	Exelon Corp	850	41,888	48.871	41,540	(348)
	General Electric Co	3,500	113,550	15.130	52,955	(60,595)
	Home Depot Inc	3,000	71,190	28.930	86,790	15,600
	Johnson & Johnson	1,900	123,403	64.410	122,379	(1,024)
	Citigroup Inc.	6,033	149,441	3 310	19,969	(129,472)
	JP Morgan Chase & Co	2,700	101,196	41.670	112,509	11,313
	KBS Real Estate Invt Tr Inc	21,276.5957	200,000	7.170	152,553	(47,447)
	Kinder Morgan Management LLC	1,771	83,158	54.640	96,767	13,609
	Kinder Morgan Management LLC Fractional	6,482.168	203	0.000	3	(200)
	Liberty Media Corp - Ent Ser A	400	5,256	46.150	18,460	13,204
	Liberty Media Holding Corp Inter A	5,000	79,350	10.840	54,200	(25,150)
	Maxim Integrated Products Inc	1,500	46,977	20.320	30,480	(16,497)
	Microsoft Corp	5,700	148,941	30.480	173,736	24,795
	Neustar Inc CL A	2,200	60,056	23.040	50,688	(9,368)
	Nighthawk Radiology Hldgs Inc	3,000	57,246	4.530	13,590	(43,656)
	Pepsico	1,800	98,964	60.800	109,440	10,476
	Proctor & Gamble Co	700	45,724	60 630	42,441	(3,283)
	Schlumberger LTD	540	20,670	65 091	35,149	14,479
	3M Co	1,100	79,060	82.670	90,937	11,877

SCHEDULE II

RUPERT DUNKLAU FOUNDATION, INC.
FREMONT, NEBRASKA
SCHEDULE OF INVESTMENTS
MODIFIED CASH BASIS
DECEMBER 31, 2009

Broker	Security	No. Of Shares Or Face Value	Cost Basis	Current Value Per Share	Market Value	Unrealized Gain/(Loss)
Fremont National Bank & Trust Company - Safekeeping (continued)						
	Unitedhealth Group Inc	850	20,509	30 480	25,908	5,399
	United Parcel Service Inc CL B	1,300	102,583	57.370	74,581	(28,002)
	Walgreen Co	3,300	119,994	36.720	121,176	1,182
	Walt Disney Co	2,660	81,378	32.250	85,785	4,407
	Wal Mart Stores Inc	1,000	48,030	53.450	53,450	5,420
	Waters Corp	540	19,184	61.959	33,458	14,274
	Pfizer Inc	7,970	197,880	18.190	144,975	(52,905)
	Zimmer Holdings Inc	1,590	98,188	59.110	93,985	(4,203)
			3,172,366		2,910,865	(261,501)
Fremont National Bank & Trust Company						
	GNMA I Pool Bonds	38,106	44,415	1.080	41,165	(3,250)
	Total all securities.		$ 8,084,839		$17,456,305	$ 9,371,466