



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury
Internal Revenue Service

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

2010

For calendar year **2010**, or tax year beginning , **2010**, and ending , **20**

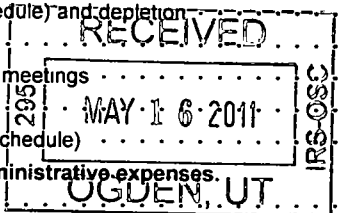
G Check all that apply Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Name of foundation RUPE FOUNDATION		A Employer identification number 75-6022488
Number and street (or P O box number if mail is not delivered to street address) 3103 CARLISLE ST	Room/suite 100	B Telephone number (see page 10 of the instructions) (214) 871-7521
City or town, state, and ZIP code DALLAS, TX 75204		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,066,665	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	16,126	16,126		
4 Dividends and interest from securities	37,462	37,462		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1			
b Gross sales price for all assets on line 6a 150,002				
7 Capital gain net income (from Part IV, line 2)		1		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	53,589	53,589		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STM108				
b Accounting fees (attach schedule) STM109	1,701	851		850
c Other professional fees (attach schedule)	6,216	6,216		
17 Interest STM110				
18 Taxes (attach schedule) (see page 14 of the instructions)	839	242		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	8,756	7,309		850
25 Contributions, gifts, grants paid	100,000			100,000
26 Total expenses and disbursements. Add lines 24 and 25	108,756	7,309		100,850
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	(55,167)			
b Net investment income (if negative, enter -0-)		46,280		
c Adjusted net income (if negative, enter -0-)				c

SCANNED MAY 17 2011

Administrative Expenses



25 P

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
A S S E T L I A B I L I T I E S	1	Cash - non-interest-bearing	7,595	14,340	14,340
	2	Savings and temporary cash investments	798,995	887,585	887,585
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	910	1,210	1,210
	10a	Investments - U S and state government obligations (attach schedule)	330,703	161,578	154,407
	b	Investments - corporate stock (attach schedule)	978,265	1,009,123	1,009,123
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,116,468	2,073,836	2,066,665	
L I A B I L I T I E S	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0	0	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	2,116,468	2,073,836	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	2,116,468	2,073,836		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,116,468	2,073,836		

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)	2,116,468
2	Enter amount from Part I, line 27a	(55,167)
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> STM115	31,660
4	Add lines 1, 2, and 3	2,092,961
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> STM116	19,125
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	2,073,836

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (yr, mo, day)	(d) Date sold (yr, mo, day)
1a UNITED STATES TREASURY NOTE	P	2003-11-18	2010-08-15
b 0.24 SHS FRONTIER COMMUNICATIONS	P	1995-05-30	2010-08-18
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 150,000		150,000	
b 2		1	1
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			1
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	1
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 pages 13 and 17 of the instructions) . . . If (loss), enter -0- in Part I, line 8 }		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	115,809	2,032,540	0.056977
2008	124,915	2,294,789	0.054434
2007	114,828	2,494,337	0.046035
2006	114,170	2,375,217	0.048067
2005	115,846	2,342,919	0.049445

2 Total of line 1, column (d)	2	0.254959
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	0.050992
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,035,854
5 Multiply line 4 by line 3	5	103,812
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	463
7 Add lines 5 and 6	7	104,275
8 Enter qualifying distributions from Part XII, line 4	8	100,850

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total amount owed is 284.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political campaign participation, political expenditures, and asset requirements. Several 'No' boxes are marked with an 'X'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 LEE C RITCHIE Telephone no 214-871-7521
Located at 3103 CARLISLE DALLAS, TX ZIP+4 75204
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here 15
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 page 22 of the instructions)? 1b
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 2010? 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 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 2010) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 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 page 22 of the 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 page 22 of the instructions)? 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? 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? Yes 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? Yes No

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
PAULA R DENNARD 3103 CARLISLE ST DALLAS, TX 75204	PRESIDENT 2	0	0	0
LEE C RITCHIE 3103 CARLISLE ST DALLAS, TX 75204	VICE-PRESIDENT 1	0	0	0
DENNIS L LUTES 5956 SHERRY-1820 DALLAS, TX 75225	SECRETARY 1	0	0	0
SILVIA STOUMBAUGH 3103 CARLISLE ST DALLAS, TX 75204	ASSISTANT SECRE 1	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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

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 page 23 of the 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 ▶

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	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the 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	0
2	
3 All other program-related investments. See page 24 of the instructions	
Total. Add lines 1 through 3 ▶	

Part XI Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,187,344
b	Average of monthly cash balances	1b	879,513
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,066,857
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,066,857
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	31,003
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,035,854
6	Minimum investment return. Enter 5% of line 5	6	101,793

Part XII Distributable Amount (see page 25 of the 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	101,793
2a	Tax on investment income for 2010 from Part VI, line 5	2a	926
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	926
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,867
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	100,867
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	100,867

Part XIII Qualifying Distributions (see page 25 of the 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	100,850
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	100,850
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100,850

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				100,867
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			96,057	
b Total for prior years				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 100,850				
a Applied to 2009, but not more than line 2a			96,057	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				4,793
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				96,074
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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))

NONE ,

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 page 28 of the 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
990APP

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year DALLAS ARBORETUM 8617 GARLAND ROAD DALLAS TX 75218	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD STREET DALLAS TX 75201	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
DALLAS SYMPHONY ORCHESTRA 2301 FLORA STREET DALLAS TX 75201	NONE	PBLC CHRTY	GENERAL SUPPORT	20,000
FAMILY GATEWAY 2910 SWISS AVENUE DALLAS TX 75204	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
FNDTN FOR THE CALLIER CENTER 1966 INWOOD ROAD DALLAS TX 75235	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
THE HOCKADAY SCHOOL 11600 WELCH ROAD DALLAS TX 75229	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
JUNE SHELTON SCHOOL 15720 HILLCREST ROAD DALLAS TX 75248	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
PARKLAND FOUNDATION 2777 N STEMMONS FRWY STE 1700 DALLAS TX 75207	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
Total				3a
b Approved for future payment				
Total				3b

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 SHELTER MINISTRIES OF DALLAS 4411 LEMMON AVE DALLAS TX 75219	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
Total				3a 100,000
b Approved for future payment				
Total				3b

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

- 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... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5-5-11 Title: VICE-PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: BURTON COMBES JR CPA Preparer's signature: [Signature] Date: 05-05-2011 Check [] if self-employed PTIN: Firm's name: COMBES & ASSOCIATES LLC Firm's address: 14001 N. DALLAS PARKWAY, SUITE 1200 DALLAS TX 75240 Firm's EIN: Firm's Phone no: 214-303-1120

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return

FEIN

RUPE FOUNDATION

75-6022488

FORM 990PF, PART III, LINE 3

STATEMENT #115

OTHER INCREASES SCHEDULE

UNREALIZED GAIN(LOSS) - SECURITIES	30,857
PRIOR PERIOD ADJ - EXCISE TAXES	597
PRIOR PERIOD ADJ - OTHER MISC	<u>206</u>
TOTAL	<u><u>31,660</u></u>

FORM 990PF, PART III, LINE 5

PG 01
STATEMENT #116

OTHER DECREASES SCHEDULE

PER BOOKS: UNAMORTZD PREMIUM T-NOTE	<u>19,125</u>
TOTAL	<u><u>19,125</u></u>

FORM 990PF, PART II, LINE 10(A)

PG 01
STATEMENT #136

INVESTMENTS: U.S. GOVERNMENT OBLIGATION SCHEDULE

<u>CATEGORY</u>	<u>BOOK VALUE (BOY)</u>	<u>BOOK VALUE (EOY)</u>	<u>FMV (EOY)</u>
US TREASURY NOTES	<u>330,703</u>	<u>161,578</u>	<u>154,407</u>
TOTALS	<u><u>330,703</u></u>	<u><u>161,578</u></u>	<u><u>154,407</u></u>

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return

FEIN

RUPE FOUNDATION

75-6022488

FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE

STATEMENT #137

<u>CATEGORY</u>	<u>BOY</u>	<u>BOOK VALUE</u>	<u>EOY FMV</u>
AT&T INC (1500 SHS)	42,045	44,070	44,070
ANADARKO PETROLEUM (230 SHS)	14,357	17,517	17,517
BP PLC SPNSRD ADR (1512 SHS)	87,651	66,785	66,785
CH ENERGY GROUP INC (800 SHS)	34,016	39,112	39,112
CHEVRON CORPORATION (616 SHS)	47,426	56,210	56,210
CITI GROUP INC (192 SHS)	636	908	908
CONSOLIDATED EDISON (700 SHS)	31,801	34,699	34,699
CONSTELLATION ENERGY (1000 SHS)	35,170	30,630	30,630
DTE ENERGY CO (1200 SHS)	52,308	54,384	54,384
DOMINION RES VA NEW (1696 SHS)	66,008	72,453	72,453
DUNN & BRADSTREET (350 SHS)	29,529	28,732	28,732
FIRST ENERGY CORP (618 SHS)	28,706	22,878	22,878
FORD MOTOR CO (874 SHS)	8,740	14,675	14,675
FRONTIER COM CORP (474 SHS)		4,612	4,612
GENERAL MILLS INC (800 SHS)	56,648	56,944	56,944
GLAXOSMITHCLINE PLC (910 SHS)	38,447	35,690	35,690
GREAT PLAINS ENERGY (1200 SHS)	23,268	23,268	23,268
KIMBERLY CLARK CORP (1000 SHS)	63,710	63,040	63,040
MOODY'S CORP (1400 SHS)	37,520	37,156	37,156
J C PENNEY CO INC (600 SHS)	15,966	19,386	19,386
PFIZER INC (2100 SHS)	38,199	36,771	36,771
PITNEY BOWES INC (600 SHS)	13,656	14,508	14,508
PUBLIC SVC ENT GRP (2400 SHS)	79,800	76,344	76,344
ROYAL DUTCH SHELL PLC (480 SHS)	28,853	32,054	32,054
UNION PACIFIC CORP (600 SHS)	38,340	55,596	55,596
VERIZON COMMUNICATI (1976 SHS)	65,465	70,701	70,701
TOTALS	<u>978,265</u>	<u>1,009,123</u>	<u>1,009,123</u>

Federal Supporting Statements

2010 PG 01

Your Social Security Number

75-6022488

STATEMENT #108

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
TAX PREPARATION FEES	1,701	851	0	850
TOTALS	<u>1,701</u>	<u>851</u>	<u>0</u>	<u>850</u>

PG 01

STATEMENT #109

FORM 990PF, PART I, LINE 16(C) - OTHER PROFESSIONAL FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
CAPITAL MANAGEMENT FEES	6,216	6,216	0	0
TOTALS	<u>6,216</u>	<u>6,216</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2010 PG 01

Your Social Security Number

75-6022488

Name(s) as shown on return

RUPE FOUNDATION

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
FOREIGN TAXES	242	242	0	0
FEDERAL EXCISE TAXES	597	0	0	0
TOTALS	<u>839</u>	<u>242</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return

Your Social Security Number

RUPE FOUNDATION

75-6022488

FORM 990PF, PART XV, LINE 2
APPLICATION SUBMISSION INFORMATION

990APP

GRANT PROGRAM

APPLICANT NAME

LEE RITCHIE

ADDRESS

3103 CARLISLE ST, STE 100

DALLAS

TX 75204

TELEPHONE

214-871-7521

FORM & CONTENT

LETTER SHOULD BE SUBMITTED INCLUDING NAME AND PURPOSE OF THE ORGANIZATION

SUBMISSION DEADLINE

BY OCTOBER 31ST -ANNUALLY

RESTRICTIONS ON AWARD

NONE

Name(s) as shown on return

FEIN

RUPE FOUNDATION

75-6022488

PREPAID FEDERAL EXCISE TAXES (BOY)

Description	Amount
PREPAID FEDERAL EXCISE TAXES	\$ 910
Total:	<u>\$ 910</u>

PREPAID FEDERAL EXCISE TAXES (EOY)

Description	Amount
PREPAID FEDERAL EXCISE TAXES	\$ 1,210
Total:	<u>\$ 1,210</u>