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

**2011**

Department of the Treasury  
Internal Revenue Service

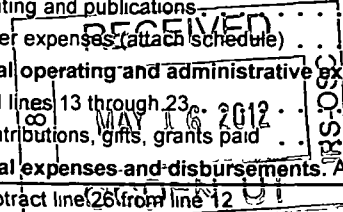
*Note.* The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation <b>RUPE FOUNDATION</b>		A Employer identification number <b>75-6022488</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>P O Box 190407</b>		B Telephone number (see instructions) <b>(214) 871-7521</b>						
City or town, state, and ZIP code <b>Dallas, TX 75219-0407</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
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H Check type of organization: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>		<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<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"/>			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>2,197,463</b>	J Accounting method: <table border="0" style="width:100%;"> <tr> <td><input type="checkbox"/> Other (specify)</td> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> </table> (Part I, column (d) must be on cash basis)	<input type="checkbox"/> Other (specify)	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			
<input type="checkbox"/> Other (specify)	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual						

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	21,056	21,056		
4	Dividends and interest from securities	41,012	41,012		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	(38)			
b	Gross sales price for all assets on line 6a	150,009			
7	Capital gain net income (from Part IV, line 2)				
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	<b>Total. Add lines 1 through 11</b>	<b>62,030</b>	<b>62,068</b>		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,484	742		742
c	Other professional fees (attach schedule)	6,404	6,404		
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,168	242		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23	9,056	7,388		742
25	Contributions, gifts, grants paid	100,000			100,000
26	<b>Total expenses and disbursements. Add lines 24 and 25.</b>	<b>109,056</b>	<b>7,388</b>		<b>100,742</b>
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses and disbursements</b>	<b>(47,026)</b>			
b	<b>Net investment income (if negative, enter -0-)</b>		<b>54,680</b>		
c	<b>Adjusted net income (if negative, enter -0-)</b>				

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
A s s e t s	1	Cash - non-interest-bearing . . . . .		14,340	13,735	13,735
	2	Savings and temporary cash investments . . . . .		887,585	200,704	200,704
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .		1,210	1,001	1,001
	10a	Investments - U.S. and state government obligations (attach schedule)		161,578	790,651	850,036
	b	Investments - corporate stock (attach schedule) . . . . .	STM137	1,009,123	1,131,987	1,131,987
	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) . . . . .		2,073,836	2,138,078	2,197,463	
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 . . . . . <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here . . . . . <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds . . . . .		2,073,836	2,138,078		
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 instructions) . . . . .		2,073,836	2,138,078		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		2,073,836	2,138,078		

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	2,073,836
2	Enter amount from Part I, line 27a. . . . .	2	(47,026)
3	Other increases not included in line 2 (itemize) ▶ STM115	3	122,864
4	Add lines 1, 2, and 3 . . . . .	4	2,149,674
5	Decreases not included in line 2 (itemize) ▶ STM116	5	11,596
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,138,078

**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)
<b>1a</b> 0.2 SHS CITIGROUP INC	P	1995-11-20	2011-05-18
<b>b</b> UNITED STATES TREASURY NTS	P	2003-11-18	2011-08-15
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 9		47	(38)
<b>b</b> 150,000		150,000	
<b>c</b>			
<b>d</b>			
<b>e</b>			

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 as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			(38)
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	(38)
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	100,850	2,035,854	0.049537
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

<b>2</b> Total of line 1, column (d). . . . .	2	0.255051
<b>3</b> 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	0.05101
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 . . . . .	4	2,204,666
<b>5</b> Multiply line 4 by line 3 . . . . .	5	112,460
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	547
<b>7</b> Add lines 5 and 6. . . . .	7	113,007
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .	8	100,742

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

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

Table with 11 rows for excise tax calculation. Includes sub-rows 1a-1c, 2, 3, 4, 5, 6a-6d, 7, 8, 9, 10, 11. Values include 1,094 and 1,001.

Part VII A Statements Regarding Activities

Table with 10 rows for activity statements. Includes sub-rows 1a-1c, 2, 3, 4a-4b, 5, 6, 7, 8a, 8b, 9, 10. Includes 'Yes' and 'No' columns with 'X' marks.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of LEE C RITCHIE Telephone no 214-871-7521
Located at P O Box 190407 Dallas, TX ZIP+4 75219-0407
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, 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? Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2011 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 2011 )
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If yes, did the foundation receive any proceeds...

Table with 3 columns and 7 rows corresponding to questions 5b, 6b, and 7b. Contains 'X' marks in the rightmost column for 5b, 6b, and 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 instructions).

Table with 5 columns: (a) Name and address, (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. Lists Paula R Dennard, Lee C Ritchie, Dennis L Lutes, and Silvia Stoumbaugh.

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

Table with 5 columns: (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. All cells are empty.

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 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
<b>1</b> N/A	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	0
<b>2</b>	
All other program-related investments. See instructions. <b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,980,539
<b>b</b>	Average of monthly cash balances	<b>1b</b>	257,701
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,238,240
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,238,240
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	33,574
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,204,666
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	110,233

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	110,233
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,094
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,094
<b>3</b>	<b>Distributable amount before adjustments.</b> Subtract line 2c from line 1	<b>3</b>	109,139
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	109,139
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	109,139

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	100,742
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	100,742
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	100,742

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				109,139
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			96,074	
b Total for prior years				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 100,742				
a Applied to 2010, but not more than line 2a			96,074	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				4,668
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				104,471
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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) )

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 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
<b>a</b> Paid during the year 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 CHTY	GENERAL SUPPORT	20,000
SHELTER MINISTRIES OF DALLAS 4411 LEMMON AVE Dallas TX 75219	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
NORTH TEXAS FOODBANK 4500 COCKRELL HILL RD Dallas TX 75236	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
<b>Total</b>			3a	100,000
<b>b</b> Approved for future payment				
<b>Total</b>			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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with columns Yes and No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash
(2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

Schedule table with 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 (other than section 501(c)(3)) or in section 527?

Yes No (X)

b If "Yes," complete the following schedule

Schedule table with 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 & statements, and to the best of my knowledge & belief, it is true, correct, & complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: [Signature], Date: 15-10-12, Title: VICE-PRESIDENT.

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

Paid Preparer Use Only: Preparer's name: BURTON COMBES JR CPA, Signature: [Signature], Date: 05-09-2012, Firm's name: COMBES & ASSOCIATES LLC, Firm's address: 14001 N DALLAS PARKWAY SUITE 1200, Dallas TX 75240, Firm's EIN: P00306929, Phone no: 214-303-1120.

**Federal Supporting Statements**

**2011 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	122,864
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Total	<u>122,864</u>
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**Form 990PF, Part III, Line 5**

**PG 01**  
Statement #116

**Other Decreases Schedule**

PER BOOKS:UNAMORTZD PREMIUM T-NOTE	11,578
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OTHER	18
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Total	<u>11,596</u>
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**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>161,578</u>	<u>790,651</u>	<u>850,036</u>
<b>Totals</b>	<u>161,578</u>	<u>790,651</u>	<u>850,036</u>

## Federal Supporting Statements

2011 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)	44,070	45,360	45,360
ANADARKO PETROLEUM (230 SHS)	17,517	17,556	17,556
BP PLC SPNSRD ADR (1512 SHS)	66,785	64,623	64,623
CH ENERGY GROUP INC (800 SHS)	39,112	46,704	46,704
CHEVRON CORPORATION (616 SHS)	56,210	65,542	65,542
CITI GROUP INC (192 SHS)	908	500	500
CONSOLIDATED EDISON (700 SHS)	34,699	43,421	43,421
CONSTELLATION ENERGY (1000 SHS)	30,630	39,670	39,670
DTE ENERGY CO (1200 SHS)	54,384	65,340	65,340
DOMINION RES VA NEW (1696 SHS)	72,453	90,024	90,024
DUNN & BRADSTREET (350 SHS)	28,732	26,191	26,191
FIRST ENERGY CORP (618 SHS)	22,878	27,378	27,378
FORD MOTOR CO (874 SHS)	14,675	9,404	9,404
FRONTIER COM CORP (474 SHS)	4,612	2,441	2,441
GENERAL MILLS INC (800 SHS)	56,944	64,656	64,656
GLAXOSMITHCLINE PLC (910 SHS)	35,690	41,523	41,523
GREAT PLAINS ENERGY (1200 SHS)	23,268	26,136	26,136
KIMBERLY CLARK CORP (1000 SHS)	63,040	73,560	73,560
MOODY'S CORP (1400 SHS)	37,156	47,152	47,152
J C PENNEY CO INC (600 SHS)	19,386	21,090	21,090
PFIZER INC (2100 SHS)	36,771	45,444	45,444
PITNEY BOWES INC (600 SHS)	14,508	11,124	11,124
PUBLIC SVC ENT GRP (2400 SHS)	76,344	79,224	79,224
ROYAL DUTCH SHELL PLC (480 SHS)	32,054	35,083	35,083
UNION PACIFIC CORP (600 SHS)	55,596	63,564	63,564
VERIZON COMMUNICATI (1976 SHS)	70,701	79,277	79,277
<b>Totals</b>	<b>1,009,123</b>	<b>1,131,987</b>	<b>1,131,987</b>

# Federal Supporting Statements

2011 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	1,484	742	0	742
<b>Totals</b>	<u>1,484</u>	<u>742</u>	<u>0</u>	<u>742</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	6,380	6,380	0	0
BANK FEES	24	24	0	0
<b>Totals</b>	<u>6,404</u>	<u>6,404</u>	<u>0</u>	<u>0</u>

# Federal Supporting Statements

2011 pg 01

Your Social Security Number

75-6022488

Statement #110

Name(s) as shown on return

RUPE FOUNDATION

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	926	0	0	0
Totals	<u>1,168</u>	<u>242</u>	<u>0</u>	<u>0</u>