Extension Attached

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

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Robert Glenn Rapp Foundation
5400 W. Grand Blvd. #545
Oklahoma City, OK 73112

A Employer identification number
73-0616840

B Telephone number (see the instructions)
(405) 524-1116

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 ☐

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

H Check type of organization: ☒ 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)* ► $ 31,002,937.

J Accounting method ☐ 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 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 ► ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	238,618.	238,618.	238,618.	
	4 Dividends and interest from securities	193,398.	193,398.	193,398.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	1,095,745.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,095,745.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	2,089,785.	2,089,785.	2,089,785.	
	12 **Total.** Add lines 1 through 11	3,617,546.	3,617,546.	2,521,801.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	144,000.	36,000.		108,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	63,542.	57,188.		6,354.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	221,597.	202,969.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	1,400.	1,400.		
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	177,087.	177,087.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	607,626.	474,644.		114,354.
	25 Contributions, gifts, grants paid Part XV	1,168,000.			
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,775,626.	474,644.	0.	114,354.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,841,920.			
	b **Net investment income** (if negative, enter -0-)		3,142,902.		
	c **Adjusted net income** (if negative, enter -0-)			2,521,801.	

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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
ASSETS	1 Cash – non-interest-bearing	225,476.	182,484.	182,494.
	2 Savings and temporary cash investments	1,329,749.	1,294,792.	1,294,249.
	3 Accounts receivable ► 313,912.			
	Less allowance for doubtful accounts ►	338,983.	313,912.	343,811.
	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 sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	57,898.	144,898.	144,898.
	10a Investments – U S and state government obligations (attach schedule)	6,216,955.	7,381,517.	7,550,165.
	b Investments – corporate stock (attach schedule)	8,704,960.	9,398,328.	9,986,127.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ► 6,049.			
	Less: accumulated depreciation (attach schedule) See Stmt 5 ► 6,049.	20.		
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► See Statement 6)	1,888.	1,919.	11,501,193.
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	16,875,929.	18,717,850.	31,002,937.
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	842,663.	842,663.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	16,033,266.	17,875,187.	
	30 **Total net assets or fund balances** (see instructions)	16,875,929.	18,717,850.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,875,929.	18,717,850.	

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	16,875,929.
2	Enter amount from Part I, line 27a	2	1,841,920.
3	Other increases not included in line 2 (itemize) ► See Statement 7	3	1.
4	Add lines 1, 2, and 3	4	18,717,850.
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	18,717,850.

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)
1 a				
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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	1,095,745.
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 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 (column (b) divided by column (c))
2011	1,085,961.	27,087,500.	0.040091
2010	1,057,559.	23,867,422.	0.044310
2009	1,032,436.	20,787,717.	0.049666
2008	1,010,823.	21,480,306.	0.047058
2007	935,074.	21,355,028.	0.043787

2	**Total** of line 1, column (d)	2	0.224912
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	0.044982
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,309,708.
5	Multiply line 4 by line 3	5	1,363,391.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,429.
7	Add lines 5 and 6	7	1,394,820.
8	Enter qualifying distributions from Part XII, line 4	8	1,282,354.

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)

1 a	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 instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	62,858.
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	62,858.
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	62,858.
6	Credits/Payments:			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 87,000.		
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	87,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	58.
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	24,084.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 23,200.	**Refunded** ►	11	884.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► OK			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► Robert Glenn Rapp Foundation Telephone no ► (405) 524-1116

Located at ► 5400 W. Grand Blvd., Ste 545 Oklahoma City O ZIP + 4 ► 73112

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	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 2012?	1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 instructions)	2 b	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__			
3 a	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 2012 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 2012.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2012?	4 b		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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Attachment Detail	Trustee 0	0.	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 N/A	
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	15,971,065.
	b Average of monthly cash balances		1b	2,735,189.
	c Fair market value of all other assets (see instructions)		1c	12,065,023.
	d **Total** (add lines 1a, b, and c)		1d	30,771,277.
	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	30,771,277.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	461,569.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	30,309,708.
6	**Minimum investment return.** Enter 5% of line 5		6	1,515,485.

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	1,515,485.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 62,858.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	62,858.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,452,627.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,452,627.
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	1,452,627.

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	1,282,354.
	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	1,282,354.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,282,354.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,452,627.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only.			1,236,501.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► $ 1,282,354.				
a Applied to 2011, but not more than line 2a			1,236,501.	
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 2012 distributable amount				45,853.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,406,774.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 or e-mail 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				
Attachment V ,		501(c)(3)	Education	1,168,000.
Total			► 3a	1,168,000.
b Approved for future payment				
Attachment V ,		501(c)(3)	Education	1,227,000.
Total			► 3b	1,227,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	238,618.	
4 Dividends and interest from securities			14	193,398.	
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			15	2,089,785.	
8 Gain or (loss) from sales of assets other than inventory			18	1,095,745.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,617,546.	
13 Total. Add line 12, columns (b), (d), and (e)				13	3,617,546.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
1	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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-15-13 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Ronald E. Waul	Ronald E. Waul	11/15/13	X	P00049096

Firm's name ► KIERL & ASSOCIATES, CPA Firm's EIN ►

Firm's address ► 3000 UNITED FOUNDERS BLVD STE 136 OKLAHOMA CITY, OK 73112-4294 Phone no. (405) 524-1116

Form **8868** (Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Robert Glenn Rapp Foundation	Employer identification number (EIN) or 73-0616840
	Number, street, and room or suite number If a P O box, see instructions 5400 W. Grand Blvd. #545	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Oklahoma City, OK 73112	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Robert Glenn Rapp Foundation

Telephone No ► (405) 524-1116 FAX No. ► (405) 524-1251

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for.

► [X] calendar year 20 12 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 62,858.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 87,000.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions Robert Glenn Rapp Foundation	Employer identification number (EIN) or 73-0616840
File by the extended due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions KIERL & ASSOCIATES, CPA 3000 UNITED FOUNDERS BLVD STE 136	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions OKLAHOMA CITY, OK 73112-4294	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of ► Robert Glenn Rapp Foundation
  Telephone No ► (405) 524-1116 FAX No ► (405) 524-1251
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 __, and ending ______, 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate tax return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 62,858.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 87,000.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► Date ►

ROBERT GLENN RAPP FOUNDATION
990-PF, YEAR ENDED DECEMBER 31, 2012
I D #73-0616840

ATTACHMENT I

PART I - LINE 11 - OTHER INCOME

	Per Books	Column (b) & (c)
OIL & GAS OPRI & Roy Inc	2,074,029	2,074,029
Miscellaneous income (LOE Credit)		
Lease Bonus	15,756	15,756
TOTAL OTHER INCOME	2,089,785	2,089,785

PART I - LINE 16b - ACCOUNTING FEES

ACCOUNTING SERVICES	60,000	54,000
RETURN PREP & FILING & LEGAL	3,54[illegible]	3,18[illegible]
TOTAL ACCOUNTING FEES	63,54[illegible]	57,18[illegible]

PART I LINE 18 - TAXES

GROSS PRODUCTION TAX	[illegible]	[illegible]
Excise tax on Investment Income	19,628	0
ADVALOREM TAX	104,107	101,[illegible]
TOTAL TAXES	[illegible]21,5[illegible]7	202,969

PART I - LINE 23 - OTHER EXPENSE

Bank Charges	182	182
Foreign Tax	1,767	1,767
Advisory Fees	151,331	151,334
Miscellaneous	373	373
Insurance		
Oil & Gas Roy Expenses	23,431	23,431
TOTAL OTHER EXPENSE	177,087	177,087

ROBERT GLENN RAPP FOUNDATION
990-PF, YEAR ENDED DECEMBER 31, 2012
I D #73-0616840

ATTACHMENT II

	BEGINNING BALANCE	BEGIN ACCUM DEPL	DEPL BAL (NBV)	RESERVE BBLS	CURRENT PROD	2012 DEPL
OPRI						
CORNELL UNIT	322,356	322,356	0	1,020	74,072	0
PRODUCING ROYALTIES:						
MISC - TEXAS	32,066	32,066	0			
MISC - ILLINOIS	189	189	0			
MISC - OKLAHOMA	8,067	8,067	0			
TOTALS	362,678	362,678	0		Depletion	0

ROBERT GLENN RAPP FOUNDATION
990-PF, YEAR ENDED DECEMBER 31, 2012
I D #73-0616840

Attachment IV

Allocation of Expenses

		Alloc	Investmnt	Charity	Total
Trustee Fees					
James H Milligan					24,000
	Charity	90		[illegible]1600	
	Invest	10	2,400		
Lois D Milligan					24,000
	Charity	75		18000	
	Invest	[illegible]5	[illegible],000		
Ilene Boghetich					24,000
	Charity	[illegible]		16800	
	Invest	[illegible]	[illegible]		
Mike Milligan					[illegible]4,000
	Charity	[illegible]		1[illegible]000	
	Invest	[illegible]	1[illegible]		
Molly Crowles					24,[illegible]
	Charity	9[illegible]		[illegible]	
	Investment	10	,4[illegible]0		
Tony Boghetich					[illegible]4,[illegible]
	Charity	75		1[illegible]000	
	Investment	25	[illegible]		
Total Trustee Fees			[illegible],000	108,000	144,000
Accounting Services					
Overhead charges					60,000
	Charity	10		6000	
	Invest	90	54,000		
Tax Preparation, Etc					3,54.
	Charity	10		354	
	Invest	90	3188		
Total Accounting Services			57188	6354	63542

GRANTS AND CONTRIBUTIONS PAID OR APPROVED FOR FUTURE PAYMENT

3a PAID DURING THE YEAR-LINE 3a

				2012
1	**Okla City Philharmonic Orch**		Support Youth Concerts	
	Oklahoma City, OK		Endowment for Concerts	35,000
2	**Bishop McGuiness HS**		Support	1,000
	Oklahoma City, OK			
3	**Arthritis Foundation**		Camp & Walk	55,500
	Oklahoma City, OK			
4	**Mayflower Church**		Pipe Organ Project	54,100
	Oklahoma City, OK			
5	**Univ of Oklahoma**		Rapp Endow for Med Sturdents	25,000
	Norman, OK			
6	**Oklahoma Med Research**		Fund Research Tower	50,500
	Oklahoma City, OK			
7	**St Anthony Hosp Fnd**		Education Center	50,000
	Oklahoma City, OK			
8	**Boys & Girls Club**		Help Retire Debt	25,000
	Oklahoma City, OK			
9	**California Space & Science Cntr**		?	10,000
	California			
10	**SMU**		Support	2,000
	Dallas, TX			
11	**Girl Scouts**		Renovations	25,000
	Oklahoma City, OK			
12	**Junior Achievement**		Teacher & Volunteer Tr	11,000
	Oklahoma City, OK			
13	**St Judes**			
	Memphis, TN			
14	**Cumberland College**		Worship Endowment Fund	18,000
	Oklahoma City, OK			
15	**City Rescue Mission, Inc**		Renovations	100,500
	Oklahoma City, OK			
16	**Nature Conservancy**		Housing	75,000
	Oklahoma City, OK			
17				
	Oklahoma City, OK			
18	**Center of Family Love**		Construct Immediate Ca	25,000
	Oklahoma City, OK			
19				
	Oklahoma City, OK			
20	**Okla Christian Univ**		Rapp Endowment Scholarship	50,000
	Oklahoma City, OK	Future ?		
		Future ?		
21				
	Oklahoma City, OK			
22	**Oklahoma State Univ**		Spears School of Business	25,000
	Stillwater, OK	Future		
23	**Notre Dame Club OKC**		Support	1,000
	Oklahoma City, OK	Future		
24	**Regional Food Bank OK**		Food & Kids Prog Expansion	100,750
	Oklahoma City, OK	Future		
25	**Goodland Christian Academy**		Water, Utilities Program	10,000
	Goodland, KA			
26	**John Brown University**		Endow Rapp Scholarship	25,000
	Siloam Springs, AR	Future		
27				
28	**Lifechange Ballroom**		Dancing Instruction in Schools	10,000
	Oklahoma City, OK	Future		
29	**Center of Psychotherapy**		Training & Educational	15,000

	Oklahoma City, OK				
30	**Mount St. Mary High School**		Cafeteria Improvements	25,000	
	Oklahoma City, OK	Future			
31	**Children's Center**		Speech Language Lab	35,000	
	Oklahoma City, OK	Future			
33	**YWCA**		Fund domestic violence shelters	25,000	
	Oklahoma City, OK				
34					
	Oklahoma City, OK				
	Oklahoma City, OK				
35	**Oklahoma Baptist Univ**		Scholarships		
	Shawnee, OK				
36	**North Central College**		Gateway Project	25,000	
	Gainesville, TX				
37	**Univ of Central OK**		Scholarships Upperlevel	10,000	
	Edmond, OK	Future			
38	**St Gregory**		Repairs - earthquake damage	100,000	
	Shawnee, OK				
39	**Rosary Home School Assoc**		Support	1,000	
	Oklahoma City, OK				
40	**St Eugene Catholic Church**				
	Oklahoma City, OK				
41			Scholarships		
42	**Youth Services**				
	Oklahoma City, OK				
43	**Oklahoma Christian School**		Building Campaign	10,000	
	Oklahoma City, OK				
44	**Friends of the Capitol**		Improvements Bldg		
	Oklahoma City, OK				
45	**Piper's Oprah House**		Improvements		
46	**Komen OKC Race**		Cancer Research		
	Oklahoma City, OK				
47					
	Oklahoma City, OK				
48					
49	**Catholic Charities**		Support	1,500	
	Oklahoma City, OK				
50	**All Saints Catholic Schools**		School Expansion		
	Oklahoma City, OK				
51	**CHADD Central OK**		Equip - DVD's		
	Oklahoma City, OK				
52	**Christian Heritage Academy**		Campus Improvements	25,000	
	Oklahoma City, OK	Future			
53	**Canterbury Choral Society**		Music Education	5,000	
	Oklahoma City, OK				
54					
	Oklahoma City, OK				
55					
	Oklahoma City, OK				
56	**Others < $1,000**		Support	1,150	
	Oklahoma City, OK				
57	**San Diego Symphony**		250 Tables & Chairs	30,000	
	San Diego, CA				
58	**St Philip Neri Catholic School**		Gym	25,000	
	Oklahoma City, OK				
59	**St Francis of Assisi Church**		Endowment	100,000	
	Oklahoma City, OK	Future			
	Total Line 3a			1,168,000	0

3b

APPROVED FOR FUTURE PAYMENT-Line 3b

			Total	2013	2014	2014&After
1	**Christian Heritage Academy**					
	Campus Improvement					
		12/2013	25,000	25,000		
2	**Girl Scouts**					
	Renovation	12/2013	25,000	25,000		
		12/2014	25,000		25,000	
3	**Mayflower Church**					
	Pipe Organ	12/2013	50,000	50,000		
		12/2014	50,000		50,000	
4	**Mount St Mary's**					
	Cafeteria & Commons Area	12/2013	25,000	25,000		
		12/2014	25,000		25,000	
		12/2015	25,000			25,000
5	**John Brown Univ**					
	Endow Kapp Scholarship					
		12/2013	25,000	25,000		
	Oklahoma State Univ					
6	**Renovate Human Science Bldg**					
		12/2013	25,000	25,000		
		12/2014	25,000		25,000	
		12/2015	25,000			25,000
7	**Oklahoma University**					
	Band Practice Field	12/2013	25,000			
8	**Oklahoma Christian Univ**					
	Nuclear MRS					
		12/2013	50,000	50,000		
9	**St Francis Church/Rosary School**					
	Endowment Matching	12/2013	100,000	100,000		
		12/2014	100,000		100,000	
		12/2015	42,000			42,000
10	**St Gregory's**					
	Earthquake Damage	12/2014	25,000		25,000	
		12/2015	25,000			25,000
	Technology Improvements	12/2013	100,000	100,000		
11	**Oklahoma Christian Schools**					
	Building Campaign	12/2013				
12	**Oklhoma City Univ**					
	Music Scholarship Challenge	12/2013	50,000	50,000		
	Max matching per year	12/2014	50,000		50,000	
		12/2015	50,000			50,000
13	**St Anthony**					

13	**St Anthony**					
	Completion of Pavilion	12/2013	50,000	50,000		
		12/2014	50,000		50,000	
		12/2015	50,000			50,000
14	**St Philip Neri**					
	Gym	12/2013	25,000	25,000		
		12/2014	25,000		25,000	
15	**UCO**					
	Chamber Music Groups	12/2013	10,000	10,000		
16	**YWCA**					
	Domestic Violence Shelters	12/2013	25,000	25,000		
		12/2014	25,000		25,000	
	Total Line 3b - Future Payments		1,[illegible]7,000	585,000	[illegible]00,000	[illegible]17,000

ROBERT GLENN RAPP FOUNDATION
990-PF, YEAR ENDED DECEMBER 31, 2012
I D. #73-0616840

Attm VI

1

PART VIII - page 6

(a) Name and Address	(b) Title & avg hrs/week	(c)	(d)	(e) Comp-enstn
James H Milligan Oklahoma City, OK	Trustee Est 5	0	0	24,000
Lois D Milligan Oklahoma City, OK	Trustee Est 20	0	0	24,000
Jilene Boghetich Oklahoma City, OK	Trustee Est 5	0	0	24,000
Merry Knowles Oklahoma City, OK	Trustee Est 5	0	0	24,000
Michael Milligan Oklahoma City, OK	Trustee Est 5	0	0	24,000
Tony Boghetich Oklahoma City, OK	Trustee Est 5	0	0	24,000
				144,000

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 2,089,785.	$ 2,089,785.	$ 2,089,785.
Total	$ 2,089,785.	$ 2,089,785.	$ 2,089,785.

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
Accounting & Legal	$ 63,542.	$ 57,188.		$ 6,354.
Total	$ 63,542.	$ 57,188.	$ 0.	$ 6,354.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taxes	$ 221,597.	$ 202,969.		
Total	$ 221,597.	$ 202,969.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other - Attachment I	$ 177,087.	$ 177,087.		
Total	$ 177,087.	$ 177,087.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 6,049.	$ 6,049.	$ 0.	$ 0.
Total	$ 6,049.	$ 6,049.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Accum Depletion	$ -362,678.	
Non-producing		$ 1,888.
Non-producing Oil & Gas	1,888.	
Oil & Gas Prod Roy 10%NPV, 5% Decline		11,499,305.
Oil & Gas Prod Roy Int	362,678.	
Rounding	31.	
Total	$ 1,919.	$ 11,501,193.

Statement 7
Form 990-PF, Part III, Line 3
Other Increases

Rounding	$ 1.
Total	$ 1.

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

Name of Grant Program:
Name: Robert Glenn Rapp Foundation
Care Of: Michael J. Milligan
Street Address: 5400 W. Grand Blvd., Ste 545
City, State, Zip Code: Oklahoma City, OK 73112
Telephone: (405) 525-8331
E-Mail Address:
Form and Content: The foundation has an official application form that must be completed. Applications are available by calling or writing the foundation.
Submission Deadlines: August 31 of each year.
Restrictions on Awards: Educational purpose is required. No contributions for operating expenses.

Robert Glenn Rapp Foundation 73-0616840

Other Income Producing Activities
Interest on savings & cash investments

Bank Interest		$ 107.
Bond Interest, OID, Etc.		238,511.
	Total	$ 238,618.

Other Income Producing Activities
Other investment income [O]

Oil & Gas ORRI		$ 2,074,029.
Lease Bonus		15,756.
	Total	$ 2,089,785.

Net Investment Income / Adj. Net Income
Other investment income

Roy Income		$ 2,074,029.
Lease Bonus		15,756.
	Total	$ 2,089,785.

Net Investment Income / Adj. Net Income
Other investment income

Oil & Gas ORRI		$ 2,074,029.
Lease bonus'		15,756.
	Total	$ 2,089,785.

Operating & Administrative Exp. (990-PF)
Compensation of officers, etc. (see Screen 38)[O]

Sched Attached		$ 144,000.
	Total	$ 144,000.

Operating & Administrative Exp. (990-PF)
Occupancy

Insurance		$ 1,400.
	Total	$ 1,400.

Undistributed Income (990-PF)
Average monthly fair market value of securities [O]

Equities		$ 9,259,271.
Bonds		6,711,794.
	Total	$ 15,971,065.

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Undistributed Income (990-PF)
Fair market value of all other assets

Accrued Oil & Gas Rec	$ 338,983.
Oil & Gas Minerals	11,724,152.
Nonproducing	1,888.
Total	$ 12,065,023.

Balance Sheet
Accounts receivable

Accrued Interest	$ 0.
Accrued Oil & Gas	313,912.
Total	$ 313,912.

Balance Sheet
Prepaid expenses and deferred charges

Prepaid Fed Excise Tax	$ 144,898.
Rounding	0.
Total	$ 144,898.

Balance Sheet
Retained earnings or accumulated income

Corpus Beginning	$ 16,033,268.
Net Income before Contributions	3,009,919.
Contributions	-1,168,000.
Total	$ 17,875,187.