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

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

**For calendar year 2012 or tax year beginning** \_\_\_\_\_, **2012, 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>		Room/suite	B Telephone number (see instructions) <b>(214) 871-7521</b>
City or town, state, and ZIP code <b>Dallas, TX 75219-0407</b>			
G Check all that apply		C If exemption application is pending, check here <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1. Foreign organizations, check here . . . . . <input type="checkbox"/>	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . <input type="checkbox"/>	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . <input type="checkbox"/>	
H Check type of organization		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . <input type="checkbox"/>	
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust			
<input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>2,174,176</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

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)
<b>Revenue</b>	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 . . . . .	17,875	17,875		
	4 Dividends and interest from securities . . . . .	44,405	44,405		
	5a Gross rents . . . . .				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	(1,199)			
	b Gross sales price for all assets on line 6a <b>100,000</b>				
	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 Total. Add lines 1 through 11	61,081	62,280			
<b>Operating and Administrative Expenses</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) <b>STM108</b>	1,328	664		664
	c Other professional fees (attach schedule) <b>STM109</b>	6,695	6,695		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) <b>STM110</b>	1,340	246		
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	9,363	7,605		664
	25 Contributions, gifts, grants paid . . . . .	110,000			110,000
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	119,363	7,605		110,664	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements . . . . .	(58,282)				
b Net investment income (if negative, enter -0-) . . . . .		54,675			
c Adjusted net income (if negative, enter -0-) . . . . .			0		

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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	13,735	14,523	14,523
	2 Savings and temporary cash investments	200,704	242,738	242,738
	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	1,001	1,096	1,096
	10a Investments - U S and state government obligations (attach schedule)	790,651	689,515	750,705
	b Investments - corporate stock (attach schedule)	1,131,987	1,165,114	1,165,114
	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)	2,138,078	2,112,986	2,174,176	
Liabilities	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	
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			
	27 Capital stock, trust principal, or current funds	2,138,078	2,112,986	
	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)	2,138,078	2,112,986		
31 Total liabilities and net assets/fund balances (see instructions)	2,138,078	2,112,986		

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	2,138,078
2 Enter amount from Part I, line 27a	2	(58,282)
3 Other increases not included in line 2 (itemize)	3	33,254
4 Add lines 1, 2, and 3	4	2,113,050
5 Decreases not included in line 2 (itemize)	5	64
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,112,986

**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>	<b>U S TREASURY NOTE</b>	<b>P</b>	<b>2011-02-17</b>	<b>2012-11-15</b>
<b>b</b>				
<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> 100,000		101,199	(1,199)	
<b>b</b>				
<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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>				(1,199)
<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 }			<b>2</b> (1,199)
<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	{ . . . }			<b>3</b>

**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))
2011	100,742	2,204,666	0.045695
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.252679
<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			<b>3</b> 0.050536
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 2,208,888
<b>5</b> Multiply line 4 by line 3			<b>5</b> 111,628
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 547
<b>7</b> Add lines 5 and 6			<b>7</b> 112,175
<b>8</b> Enter qualifying distributions from Part XII, line 4 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			<b>8</b> 110,664

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 calculations. Includes sub-rows for credits/payments (6a-6d) and a 'Refunded' column for line 11.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes a 'TX' section for state reporting.

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?
14 The books are in care of LEE C RITCHIE Telephone no 214-871-7521
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041-Check here
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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
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 2012?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
PAULA R DENNARD P O Box 190407, TX 75219-0407	PRESIDENT 2	0	0	0
LEE C RITCHIE P O Box 190407, TX 75219-0407	VICE-PRESIDENT 1	0	0	0
DENNIS L LUTES 5956 SHERRY-1820 DALLAS, TX 75225	SECRETARY 1	0	0	0
SILVIA STOUNBAUGH P O Box 190407, TX 75219-0407	ASSISTANT SECRE 1	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		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		

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

**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>	1,990,664
<b>b</b>	Average of monthly cash balances	<b>1b</b>	251,862
<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>	2,242,526
<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>	2,242,526
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	33,638
<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>	2,208,888
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	110,444

**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>	110,444
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,491
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,491
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	107,953
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	107,953
<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>	107,953

**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>	110,664
<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>	110,664
<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>	110,664

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				<b>107,953</b>
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			<b>104,471</b>	
<b>b</b> Total for prior years . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>110,664</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			<b>104,471</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				<b>6,193</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e Subtract line 5 . . . . .				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				<b>101,760</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

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

990APP

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year DALLAS 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	20,000
JUNE SHELTON SCHOOL 15720 HILLCREST ROAD Dallas TX 75248	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
PARKLAND FOUNDATION 2777 N STEMMONS FRWY STE 1700 Dallas TX 75207	NONE	PBLC CHRTY	GENERAL SUPPORT	20,000
NORTH TEXAS FOOD BANK 4500 COCKRELL HILL RD Dallas TX 75236	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
SHELTER MINISTRIES OF DALLAS 4411 LEMMON AVE Dallas TX 75219	NONE	PBLC CHRTY	GENERAL SUPPORT	10,000
S M WRIGHT FOUNDATION 9213 SOVEREIGN ROW Dallas TX 75247	NONE	PBLC CHRTY	GENERAL SUPPORT	5,000
<b>Total</b> ..... ▶				<b>3a</b>
b Approved for future payment				
<b>Total</b> ..... ▶				<b>3b</b>

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year MI ESCUELITA PRESCHOOL PO Box 191487 Dallas TX 75219-9998	NONE	PBLC CHRTY	GENERAL SUPPORT	5,000
<b>Total</b> .....				<b>110,000</b>
b Approved for future payment				
<b>Total</b> .....				<b>3b</b>



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... 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... 1c Sharing of facilities...

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 5-9-13 Title: VICE-PRESIDENT

Paid Preparer Use Only Pprint/Type preparer's name: BURTON COMBES JR. Preparer's signature: [Signature] Date: 05-09-2013 Check self-employed [ ] if PTIN: P00306929 Firm's name: COMBES & ASSOCIATES Firm's address: 14001 N DALLAS PARKWAY STE 1200 DALLAS TX 75240 Firm's EIN: Firm's phone no: 214-303-1120

DUPLICATE COPY

**Federal Supporting Statements****2012 PG 01**

Name(s) as shown on return

RUPE FOUNDATION

Your Social Security Number

75-6022488

**Form 990PF, Part XV, Line 2  
Application Submission Information**

990APP

**Grant Program****Applicant Name**

LEE RITCHIE

**Address**

P O BOX 190407

Dallas

TX 75219-0407

**Telephone**

214-871-7521

**Email Address**

sstoumbaugh@rupeinvestment.com

**Form & Content**

LETTER SHOULD BE SUBMITTED INCLUDING NAME AND PURPOSE OF THE ORGANIZATION

**Submission Deadline**

BY OCTOBER 31ST -ANNUALLY

**Restrictions on Award**

NONE

**Federal Supporting Statements**

**2012 PG 01**

Name(s) as shown on return

FEIN

RUPE FOUNDATION

75-6022488

**Form 990PF, Part III, Line 3  
Other Increases Schedule**

Statement #115

UNREALIZED G(L) - CORP STOCK EOY	428,163
UNREALIZED G(L) - CORP STOCK BOY	----- (394,909)
Total	===== 33,254

STM116

**Form 990PF, Part III, Line 5  
Other Decreases Schedule**

PG 01  
Statement #116

MISCELLANEOUS ADJUSTMENT	----- 64
Total	===== 64

STM136

**Form 990PF, Part II, Line 10(a)  
Investments: U.S. Government Obligation Schedule**

PG 01  
Statement #136

<u>Category</u>	<u>Book Value (BOY)</u>	<u>Book Value (EOY)</u>	<u>FMV (EOY)</u>
U S TREASURY NOTES	790,651	689,515	749,003
ACCRUED INTEREST	-----	-----	----- 1,702
Totals	===== 790,651	===== 689,515	===== 750,705

## Federal Supporting Statements

2012 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)	45,360	50,565	50,565
ANADARKO PETROLEUM (230 SHS)	17,556	17,091	17,091
BP PLC SPNSRD ADR (1512 SHS)	64,623	62,960	62,960
CH ENERGY GROUP INC (800 SHS)	46,704	52,176	52,176
CHEVRON CORPORATION (616 SHS)	65,542	66,614	66,614
CITI GROUP INC (19 SHS)	500	752	752
CONSOLIDATED EDISON (700 SHS)	43,421	38,878	38,878
CONSTELLATION ENERGY(1000 SHS)	39,670		
DTE ENERGY CO (1200 SHS)	65,340	72,060	72,060
DOMINION RES VA NEW (1696 SHS)	90,024	87,853	87,853
DUNN & BRADSTREET (350 SHS)	26,191	27,527	27,527
EXELON CORPORATION(930 SHS)		27,658	27,658
FIRST ENERGY CORP (618 SHS)	27,378	25,808	25,808
FORD MOTOR CO (874 SHS)	9,404	11,318	11,318
FRONTIER COM CORP (474 SHS)	2,441	2,029	2,029
GENERAL MILLS INC (1600 SHS)	64,656	64,672	64,672
GLAXOSMITHCLINE PLC (910 SHS)	41,523	39,558	39,558
GREAT PLAINS ENERGY (1200 SHS)	26,136	24,372	24,372
KIMBERLY CLARK CORP (1000 SHS)	73,560	84,430	84,430
MOODY'S CORP (1400 SHS)	47,152	70,448	70,448
J C PENNEY CO INC (600 SHS)	21,090	11,826	11,826
PFIZER INC (2100 SHS)	45,444	52,666	52,666
PITNEY BOWES INC (600 SHS)	11,124	6,384	6,384
PUBLIC SVC ENT GRP (2400 SHS)	79,224	73,440	73,440
ROYAL DUTCH SHELL PLC(480 SHS)	35,083	33,096	33,096
UNION PACIFIC CORP (600 SHS)	63,564	75,432	75,432
VERIZON COMMUNICATI (1976 SHS)	79,277	85,501	85,501
Totals	<u>1,131,987</u>	<u>1,165,114</u>	<u>1,165,114</u>

# Federal Supporting Statements

**2012** PG 01

Your Social Security Number  
75-6022488

Name(s) as shown on return

**RUPE FOUNDATION**

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	1,328	664	0	664
<b>Totals</b>	<u>1,328</u>	<u>664</u>	<u>0</u>	<u>664</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	6,680	6,680	0	0
BANK FEES	15	15	0	0
<b>Totals</b>	<u>6,695</u>	<u>6,695</u>	<u>0</u>	<u>0</u>

# Federal Supporting Statements

**2012** PG 01

Your Social Security Number

75-6022488

Name(s) as shown on return

**RUPE FOUNDATION**

Statement #110

Form 990PF, Part I, Line 18 - Taxes Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAXES	246	246	0	0
FEDERAL EXCISE TAXES	1,094	0	0	0
<b>Totals</b>	<u>1,340</u>	<u>246</u>	<u>0</u>	<u>0</u>