

Form 990-PF

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

OMB No. 1545-0047

2019

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection

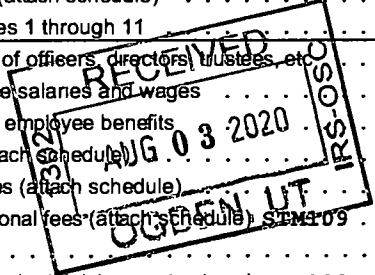
For calendar year 2019 or tax year beginning 2019, and ending 20

Name of foundation: RUPE FOUNDATION
A Employer identification number: 75-6022488
B Telephone number: (214) 871-7521
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
H Check type of organization: Section 501(c)(3) exempt private foundation
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

3/4

SCANNED JAN 10 2022



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	8,599	11,468	11,468
	2 Savings and temporary cash investments	72,174	36,624	36,624
	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	502	857	857
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . . . STM137	2,007,783	2,243,586	2,243,586
	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)	2,089,058	2,292,535	2,292,535	
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 FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	2,089,058	2,292,930	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds		(395)	
29 Total net assets or fund balances (see instructions)	2,089,058	2,292,535		
30 Total liabilities and net assets/fund balances (see instructions)	2,089,058	2,292,535		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	2,089,058
2	Enter amount from Part I, line 27a	2	(69,810)
3	Other increases not included in line 2 (itemize) ▶ STM115	3	273,287
4	Add lines 1, 2, and 3	4	2,292,535
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 29	6	2,292,535

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story bnck warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1 See STM134				
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 729,044		729,560	(516)	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				(516)
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 (516)
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 1,483

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 doesn't 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))
2018	123,272	2,251,899	0.054741
2017	116,103	2,321,460	0.050013
2016	110,626	2,281,014	0.048499
2015	115,613	2,284,620	0.050605
2014	110,978	2,349,192	0.047241
2 Total of line 1, column (d)			2 0.251099
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.05022
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			4 2,227,921
5 Multiply line 4 by line 3			5 111,886
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 443
7 Add lines 5 and 6			7 112,329
8 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			8 103,445

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	885
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (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	885
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	885
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	857
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	857
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	28
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2020 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		x
1b		x
1c		x
2		x
3		x
4a		x
4b		
5		x
6		x
7	x	
8a		
8b	x	
9		x
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		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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>N/A</u>			
14	The books are in care of ▶ <u>LEE C RITCHIE</u> Telephone no ▶ <u>214-871-7521</u>		
	Located at ▶ <u>P O Box 190407, Dallas, TX</u> ZIP+4 ▶ <u>75219-0407</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here ▶ <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		X

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

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

		Yes	No
1a	During the year, did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	1b	
	Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>		
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 2019?	1c	
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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	X

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

5a	During the year, did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	

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

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address See 990 OFOV	(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
GRETCHEN D CRANE P O Box 190407, Dallas, TX 75219-0407	PRES/TRUSTEE 2.00	0	0	0
LEE C RITCHIE P O Box 190407, Dallas, TX 75219-0407	VP/TREAS/TRUSTEE 1.00	0	0	0
DENNIS L LUTES 4807 W. Lovers-205, Dallas, TX 75209	SECR/TRUSTEE 1.00	0	0	0
SILVIA STOUNBAUGH P O Box 190407, Dallas, TX 75219-0407	ASSTSEC/ASSTTRE 1.00	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 ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	0
2	
3 All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶

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	2,154,172
b	Average of monthly cash balances	1b	107,677
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,261,849
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,261,849
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,928
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,227,921
6	Minimum investment return. Enter 5% of line 5	6	111,396

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	111,396
2a	Tax on investment income for 2019 from Part VI, line 5	2a	885
b	Income tax for 2019 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	885
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,511
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	110,511
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	110,511

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	103,445
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	103,445
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	103,445

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 2018	(c) 2018	(d) 2019
1	Distributable amount for 2019 from Part XI, line 7				110,511
2	Undistributed income, if any, as of the end of 2019				
a	Enter amount for 2018 only			90,274	
b	Total for prior years				
3	Excess distributions carryover, if any, to 2019.				
a	From 2014				
b	From 2015				
c	From 2016				
d	From 2017				
e	From 2018				
f	Total of lines 3a through e				
4	Qualifying distributions for 2019 from Part XII, line 4 ▶ \$ 103,445				
a	Applied to 2018, but not more than line 2a			90,274	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2019 distributable amount				13,171
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see instructions				
e	Undistributed income for 2018 Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				97,340
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8	Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions)				
9	Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2015				
b	Excess from 2016				
c	Excess from 2017				
d	Excess from 2018				
e	Excess from 2019				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email address 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 24 HOUR CLUB INC 4636 ROSS AVE DALLAS, TX 75204	NONE	PC	GENERAL SUPPORT	15,000
DALLAS ARBORETUM & BOTANICAL GARDEN 8517 GARLAND ROAD DALLAS, TX 75218	NONE	PC	CHILDREN'S ADVENTURE PROGRAM	10,000
DALLAS ARBORETUM & BOTANICAL GARDEN 8525 GARLAND ROAD DALLAS, TX 75218	NONE	PC	GENERAL OPERATING FUND	10,000
NORTH TEXAS FOOD BANK 4500 COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PC	GENERAL SUPPORT	20,000
PARKLAND FOUNDATION INC 2777 N STEMMONS PKWY 1700 DALLAS, TX 75207	NONE	PC	WOMEN'S AND INFANT'S SPECIALTY HEALTH	20,000
SHELTER MINISTRIES DALLAS - GENESIS 4411 LEMMON AVE, SUITE 201 DALLAS, TX 75219	NONE	PC	GENERAL SUPPORT	15,000
CALLIER FOUNDATION 1966 INWOOD RD DALLAS, TX 75235	NONE	PC	GENERAL SUPPORT	10,000
Total				3a 100,000
b Approved for future payment				
Total				3b

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

Table with 3 columns: Question, Yes, No. Contains questions 1a through 1d regarding transfers and transactions with noncharitable exempt organizations.

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) (other than section 501(c)(3)) or in section 527? Yes 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.

Paid Preparer Use Only section containing fields for Preparer's name, signature, date, firm's name, address, and phone number.

Federal Supporting Statements

2019 PG01

Name(s) as shown on return

Tax ID Number

RUPE FOUNDATION

75-6022488

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

Statement #115

CHNG IN UNREALIZED GAIN MKTBLE SECU 273,287

Total 273,287

**Form 990PF - Part II - Line 10(b)
Investments: Corporate Stock Schedule**

**PG01
Statement #137**

Category	BOY	Book Value	EOY FMV
CORE MSCI EATF (7753-8931)	426,415	582,658	582,658
CORE MSC EMRG (2843-3442)	134,047	185,042	185,042
INC MSCI JAPAN (1108-389)	56,165	23,044	23,044
RUSSELL 1000 GRW (1019-1290)	133,397	226,937	226,937
RUSSELL 1000 VALUE (2271-1853)	252,195	252,897	252,897
RUSSELL 2000 GRW (104-110)	17,472	23,564	23,564
RUSSELL 2000 VALUE (164-533)	17,637	68,533	68,533
RUSSELL MIDCAP G (331-153)	37,638	23,345	23,345
RUSSELL MIDCAP V (484-481)	36,954	45,585	45,585
TIPS BOND ETF (783-0)	85,746		
PIMCO ENHNCD SHRT (1937-1267)	195,540	128,715	128,715
VANGUARD SHRT TERM (4487-2700)	351,679	217,647	217,647
VANGUARD TOTAL BOND(3319-4245)	262,898	355,986	355,986
HY COR BD ETF(0-494)		43,442	43,442
JPM EM BOND ETF(0-197)		22,568	22,568
VANG INTL BND ETF (0-771)		43,623	43,623
Totals	<u><u>2,007,783</u></u>	<u><u>2,243,586</u></u>	<u><u>2,243,586</u></u>

Federal Supporting Statements

2019

PG01

Tax ID Number

75-6022488

Name(s) as shown on return

RUPE FOUNDATION

Statement #103-

Form 990PF - Part I - Line 23 - Other Expenses Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
CAPITAL MANAGEMENT FEES-MS	10,925	10,925	0	0
Totals	<u>10,925</u>	<u>10,925</u>	<u>0</u>	<u>0</u>

PG01

Statement #109-

Form 990PF - Part I - Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
LEGAL FEES	0	0	0	0
TAX CONSULTING	6,890	3,445	0	3,445
Totals	<u>6,890</u>	<u>3,445</u>	<u>0</u>	<u>3,445</u>

Federal Supporting Statements

2019

PG01

Tax ID Number

75-6022488

Statement #110-

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

Name(s) as shown on return

RUPE FOUNDATION

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FOREIGN TAXES	1,866	1,866	0	0
FEDERAL EXCISE TAXES	10,116	0	0	0
OTHER	0	0	0	0
Totals	<u>11,982</u>	<u>1,866</u>	<u>0</u>	<u>0</u>

Federal Supporting Statements

2019

PG01

Name(s) as shown on return

Tax ID Number

RUPE FOUNDATION

75-6022488

Form 990-PF - Part IV - Capital Gains And Losses Information (Overflow)

Statement #134~

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or other basis	Gain or Loss	Gains Minus Excess or Losses
75 SHS CORE MSCI EAFE ETF	P	07-27-2018	04-18-2019	4,680		4,890	(210)	(210)
75 SHS CORE MSCI EAFE ETF	P	04-26-2019	04-30-2019	4,695		4,877	(182)	(182)
12 SHS IBOXX HY COR BD ETF	P	04-26-2019	04-30-2019	1,044		1,042	2	2
7 SHS INC MSCI JAPAN ETF	P	07-27-2018	04-18-2019	388		418	(30)	(30)
342 SHS INC MSCI JAPAN ETF	P	06-27-2018	04-26-2019	18,921		19,887	(966)	(966)
12 SHS INC MSCI JAPAN ETF	P	06-27-2018	04-30-2019	666		698	(32)	(32)
4 SHS JP MORGAN EM BOND ETF	P	04-26-2019	04-30-2019	439		438	1	1
4 SHS RUSSELL MIDCAP G ETF	P	06-27-2018	04-30-2019	566		505	61	61
13 SHS RUSSELL MIDCAP V ETF	P	04-26-2019	04-30-2019	1,165		1,158	7	7
39 SHS RUSSELL 1000 GRW ETF	P	04-26-2019	04-30-2019	6,166		6,161	5	5
71 SHS RUSSELL 1000 GRW ETF	P	04-26-2019	12-17-2019	12,305		11,215	1,090	1,090
177 SHS RUSSELL 1000 VALUE ETF	P	07-28-2018	04-18-2019	22,289		22,122	167	167
177 SHS RUSSELL 1000 VALUE ETF	P	07-27-2018	04-26-2019	22,394		22,122	272	272
4 SHS RUSSELL 2000 GRWTH ETF	P	06-27-2018	04-30-2019	810		819	(9)	(9)
759 SHS TIPS BOND ETF	P	06-27-2018	04-26-2019	86,042		85,729	313	313
24 SHS TIPS BOND ETF	P	07-27-2018	04-26-2019	2,721		2,684	37	37
1255 SHS 20+ YR TREASU BOND ETF	P	04-18-2019	04-26-2019	155,284		154,342	942	942
451 SHS PINCO ENHANCD SHRT MTRT EXC	P	07-27-2018	04-26-2019	45,836		45,813	23	23
100 SHS VANGUARD TOTAL BOND MARKET	P	04-26-2019	04-30-2019	8,092		8,100	(8)	(8)
17 SHS VANGUARD TOTAL INTL BOND ETF	P	04-26-2019	04-30-2019	948		948		
995 SHS CORE MSCI EAFE ETF	P	03-08-2018	04-18-2019	62,087		66,008	(3,921)	(3,921)
210 SHS CORE MSCI EAFE ETF	P	03-08-2018	04-30-2019	13,144		13,931	(787)	(787)
158 SHS CORE MSCI EAFE ETF	P	03-08-2018	12-17-2019	10,285		10,482	(197)	(197)
1 SHS CORE MSCI EMERGING	P	03-08-2018	04-30-2019	53		59	(6)	(6)
6 SHS CORE MSCI EMERGING	P	03-08-2018	04-30-2019	317		351	(34)	(34)
21 SHS CORE MSCI EMERGING	P	03-08-2018	12-17-2019	1,114		1,234	(120)	(120)
1 SHS CORE MSCI EMERGING	P	04-18-2019	12-17-2019	53		59	(6)	(6)
6 SHS CORE MSCI EMERGING	P	04-18-2019	12-17-2019	318		356	(38)	(38)
127 SHS INC MSCI JAPAN ETF	P	03-08-2018	04-18-2019	7,031		7,669	(638)	(638)
178 SHS INC MSCI JAPAN ETF	P	03-08-2018	04-18-2019	9,854		10,749	(895)	(895)
1 SHS INC MSCI JAPAN ETF	P	03-08-2018	04-26-2019	55		60	(5)	(5)
1 SHS INC MSCI JAPAN ETF	P	03-08-2018	04-26-2019	55		60	(5)	(5)
51 SHS INC MSCI JAPAN ETF	P	03-08-2018	04-26-2019	2,822		3,080	(258)	(258)
2 SHS RUSSELL MIDCAP G ETF	P	03-08-2018	04-18-2019	277		252	25	25

Federal Supporting Statements

2019

PG02

Name(s) as shown on return

Tax ID Number

RUPE FOUNDATION

75-6022488

Form 990-PF - Part IV - Capital Gains And Losses Information (Overflow)

Statement #134~

Description	P-Purchase D-Donation	Date Acquired	Date Sold	Sales Price	Depreciation	Cost or		Gain or Loss	Excess or Losses
						other basis	Gain or Loss		
84 SHS RUSSELL MIDCAP G ETF	P	03-08-2018	04-18-2019	11,621		10,590	1,031	1,031	1,031
86 SHS RUSSELL MIDCAP G ETF	P	03-08-2018	04-18-2019	11,898		10,842	1,056	1,056	1,056
2 SHS RUSSELL MIDCAP G ETF	P	03-08-2018	04-30-2019	283		252	31	31	31
2 SHS RUSSELL MIDCAP V ETF	P	03-08-2018	04-18-2019	177		176	1	1	1
232 SHS RUSSELL MIDCAP V ETF	P	03-08-2018	04-18-2019	20,510		20,463	47	47	47
4 SHS RUSSELL 1000 GRW ETF	P	03-08-2018	04-18-2019	620		567	53	53	53
23 SHS RUSSELL 1000 GRW ETF	P	03-08-2018	04-18-2019	3,565		3,266	299	299	299
6 SHS RUSSELL 1000 VALUE ETF	P	03-08-2018	04-30-2019	766		741	25	25	25
58 SHS RUSSELL 1000 VALUE ETF	P	03-08-2018	04-30-2019	7,408		7,177	231	231	231
1 SHS RUSSELL 2000 VALUE ETF	P	03-08-2018	04-30-2019	124		125	(1)	(1)	(1)
1 SHS RUSSELL 2000 VALUE ETF	P	03-08-2018	04-30-2019	124		125	(1)	(1)	(1)
14 SHS RUSSELL 2000 VALUE ETF	P	03-08-2018	04-30-2019	1,741		1,744	(3)	(3)	(3)
193 SHS PIMCO ENHANCED SHRT MTRT EX	P	03-08-2018	04-26-2019	19,615		19,593	22	22	22
4 SHS PIMCO ENHANCED SHRT MTRT EXC	P	03-08-2018	04-30-2019	407		406	1	1	1
29 SHS PIMCO ENHANCED SHRT MTRT EXC	P	03-08-2018	04-30-2019	2,948		2,944	4	4	4
2 SHS VANGUARD SHORT TERM BND	P	03-08-2018	04-18-2019	159		157	2	2	2
32 SHS VANGUARD SHORT TERM BND	P	03-08-2018	04-18-2019	2,538		2,507	31	31	31
1674 SHS VANGUARD SHORT TERM BND	P	03-08-2018	04-26-2019	133,072		131,133	1,939	1,939	1,939
68 SHS VANGUARD SHORT TERM BND	P	03-08-2018	04-30-2019	5,408		5,327	81	81	81
39 SHS VANGUARD TOTAL BOND MARKET	P	04-06-2018	04-18-2019	3,144		3,107	37	37	37
Total				729,044		729,560	(516)	(516)	(516)

Federal Supporting Statements

2019 PG01

Name(s) as shown on return

Your Social Security Number

RUPE FOUNDATION

75-6022488

Form 990PF - Part XV - Line 2
Application Submission Information

Grant Program

Applicant Name

LEE RITCHIE

Address

P O BOX 190407
Dallas, TX 75219-0407

Telephone

214-871-7521

Email Address

stoumbaugh@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