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Form 990-PF

Return of Private Foundation

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

2009

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

For calendar year 2009, or tax year beginning 01-01-2009, and ending 12-31-2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE RICHARD W RUPP FOUNDATION	A Employer identification number 16-1551594		
	Number and street (or P O box number if mail is not delivered to street address) 1806 LIBERTY BUILDING	Room/ suite	B Telephone number (see page 10 of the instructions) (716) 852-6681	
	City or town, state, and ZIP code BUFFALO, NY 14202		C If exemption application is pending, check here ► <input type="checkbox"/>	

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, col. (c), line 16) \$ 9,006,603 **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue	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	203,966	203,966	
	4 Dividends and interest from securities.	53,009	53,009	
	5a Gross rents			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	-1,563,069		
	b Gross sales price for all assets on line 6a 2,411,284			
	7 Capital gain net income (from Part IV, line 2)	0		
	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	-1,306,094	256,975	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	63,000	39,375	23,625
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	15,209	13,688	1,521
	b Accounting fees (attach schedule)	7,850	7,065	785
	c Other professional fees (attach schedule)	3,203	3,203	0
	17 Interest			
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,241	2,241	0
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	1,364	993	371
	24 Total operating and administrative expenses.			
	Add lines 13 through 23	92,867	66,565	26,302
	25 Contributions, gifts, grants paid	351,500		351,500
	26 Total expenses and disbursements. Add lines 24 and 25	444,367	66,565	377,802
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-1,750,461		
	b Net investment income (if negative, enter -0-)		190,410	
	c Adjusted net income (if negative, enter -0-)			

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing					
2	Savings and temporary cash investments			660,358	1,762,088	1,762,088
3	Accounts receivable ►					
	Less allowance for doubtful accounts ►					
4	Pledges receivable ►					
	Less allowance for doubtful accounts ►					
5	Grants receivable					
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
7	Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
8	Inventories for sale or use					
9	Prepaid expenses and deferred charges					
10a	Investments—U S and state government obligations (attach schedule)			639,884	415,046	415,046
b	Investments—corporate stock (attach schedule)			1,259,918	17,063	17,063
c	Investments—corporate bonds (attach schedule)			2,371,414	2,578,863	2,578,863
11	Investments—land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach schedule) ►					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)			3,476,618	4,233,543	4,233,543
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)			8,408,192	9,006,603	9,006,603
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	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
24	Unrestricted			8,408,192	9,006,603	
25	Temporarily restricted					
26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, bldg , and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)			8,408,192	9,006,603	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			8,408,192	9,006,603	

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	8,408,192
2	Enter amount from Part I, line 27a	2	-1,750,461
3	Other increases not included in line 2 (itemize) ►	3	2,348,872
4	Add lines 1, 2, and 3	4	9,006,603
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,006,603

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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 -1,563,069
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	660,015	10,896,782	0 060570
2007	642,797	12,818,607	0 050146
2006	609,856	12,056,213	0 050584
2005	538,590	11,680,900	0 046109
2004	573,043	11,311,731	0 050659
2	Total of line 1, column (d).		2 0 258068
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 051614
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 8,284,167
5	Multiply line 4 by line 3.		5 427,579
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 1,904
7	Add lines 5 and 6.		7 429,483
8	Enter qualifying distributions from Part XII, line 4.		8 377,802

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	3,808
	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		2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	3,808
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
3	Add lines 1 and 2.		5	3,808
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	7,639	
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	7,639	
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 <input type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>	10	3,831	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 3,831 Refunded <input type="checkbox"/>	11		0

Part VII-A Statements Regarding Activities

1a	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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		Yes	No
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?		Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> NY			
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? <i>If "No," attach explanation.</i>		Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	Website address ► N/a			
14	The books are in care of ► ARCARA BORCZYNSKI LLP Located at ► 1806 LIBERTY BLDG 424 MAIN ST BUFFALO NY	Telephone no ► (716) 852-6681 ZIP+4 ► 14202		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year ►			

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?	► 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►	1b	
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 2009?	1c	No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	► 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 page 20 of the instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	► Yes	✓ No
b	If "Yes," did it have excess business holdings in 2009 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 2009).	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2009?	4b	No

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))?	<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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
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		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.			<input checked="" type="checkbox"/>	0

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total	Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,410,322
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,410,322
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	8,410,322
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	126,155
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,284,167
6	Minimum investment return. Enter 5% of line 5.	6	414,208

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	414,208
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	3,808
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,808
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	410,400
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	410,400
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	410,400

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	377,802
b	Program-related investments—total from Part IX-B.	1b	0
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	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	377,802
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	6	377,802
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				410,400
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			313,986	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004.				
b From 2005.				
c From 2006.				
d From 2007.				
e From 2008.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 377,802				
a Applied to 2008, but not more than line 2a			313,986	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2009 distributable amount.			63,816	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (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 page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				346,584
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005.				
b Excess from 2006.				
c Excess from 2007.				
d Excess from 2008.				
e Excess from 2009.				

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

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

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

6 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	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 See Additional Data Table				
Total			► 3a	351,500
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	203,966	
4 Dividends and interest from securities.			14	53,009	
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.					
8 Gain or (loss) from sales of assets other than inventory			18	-1,563,069	
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).		0		-1,306,094	
13 Total Add line 12, columns (b), (d), and (e).			13		-1,306,094
(See worksheet in line 13 instructions on page 28 to verify calculations.)					

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

Additional Data

Software ID: 09000028
Software Version: 2009.03010
EIN: 16-1551594
Name: THE RICHARD W RUPP FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
19 459 Bernstein International Value Port II		2001-01-01	2009-01-08
31778 028 Bernstein International Value Port II		2001-01-01	2009-02-20
9 004 Bernstein Emerging Mkts Value Port		2001-01-01	2009-01-08
14627 242 Bernstein Emerging Mkts Value Port		2001-01-01	2009-02-20
500 Allstate Corp		2007-12-11	2009-02-25
200 Allstate Corp		2008-01-15	2009-02-25
200 Allstate Corp		2008-03-12	2009-02-25
200 Allstate Corp		2009-02-10	2009-02-25
290 Altria Group Inc		2001-02-02	2009-02-25
110 Altria Group Inc		2006-10-03	2009-02-25
100 Altria Group Inc		2006-10-05	2009-02-25
100 Altria Group Inc		2007-07-05	2009-02-25
100 Altria Group Inc		2007-07-18	2009-02-25
100 Altria Group Inc		2007-08-14	2009-02-25
100 Altria Group Inc		2007-09-26	2009-02-25
1000 Altria Group Inc		2008-08-13	2009-02-25
65 American International Group		2004-03-22	2009-02-25
375 American International Group		2006-01-10	2009-02-25
275 American International Group		2006-05-15	2009-02-25
450 American International Group		2006-08-02	2009-02-25
135 American International Group		2006-10-12	2009-02-25
200 American International Group		2008-02-14	2009-02-25
200 American International Group		2008-02-15	2009-02-25
150 Amgen Inc		2008-07-08	2009-02-25
75 Apache Corp		2008-06-30	2009-01-14
25 Apache Corp		2008-07-23	2009-01-14
125 Apache Corp		2008-07-23	2009-02-25
125 Apache Corp		2008-07-25	2009-02-25
75 Apache Corp		2008-08-13	2009-02-25
250 Archer-Daniels-Midland Co		2009-01-23	2009-02-25

TY 2009 Investments Government Obligations Schedule

Name: THE RICHARD W RUPP FOUNDATION

EIN: 16-1551594

US Government Securities - End of

Year Book Value: 415,046

US Government Securities - End of

Year Fair Market Value: 415,046

State & Local Government

Securities - End of Year Book

Value: 0

State & Local Government

Securities - End of Year Fair

Market Value: 0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
243		366	-123
320,323		597,434	-277,111
143		226	-83
202,010		367,067	-165,057
8,785		26,273	-17,488
3,514		10,260	-6,746
3,514		9,404	-5,890
3,514		4,333	-819
4,431		12,943	-8,512
1,681		8,380	-6,699
1,528		7,781	-6,253
1,528		7,016	-5,488
1,528		7,152	-5,624
1,528		6,841	-5,313
1,528		6,880	-5,352
15,281		21,570	-6,289
33		4,717	-4,684
191		26,165	-25,974
140		18,229	-18,089
230		27,369	-27,139
69		9,082	-9,013
102		9,013	-8,911
102		9,150	-9,048
8,429		7,514	915
6,153		10,384	-4,231
2,051		2,793	-742
7,782		13,966	-6,184
7,782		13,676	-5,894
4,669		7,930	-3,261
6,794		6,407	387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-123
			-277,111
			-83
			-165,057
			-17,488
			-6,746
			-5,890
			-819
			-8,512
			-6,699
			-6,253
			-5,488
			-5,624
			-5,313
			-5,352
			-6,289
			-4,684
			-25,974
			-18,089
			-27,139
			-9,013
			-8,911
			-9,048
			915
			-4,231
			-742
			-6,184
			-5,894
			-3,261
			387

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo, day, yr)	(d) Date sold (mo, day, yr)
450 Archer-Daniels-Midland Co		2009-01-23	2009-02-25
300 AT&T Inc		2007-09-20	2009-01-14
100 AT&T Inc		2007-10-18	2009-01-14
100 AT&T Inc		2007-10-18	2009-02-25
200 AT&T Inc		2007-11-01	2009-02-25
200 AT&T Inc		2007-11-05	2009-02-25
1400 AT&T Inc		2007-11-08	2009-02-25
225 Autoliv Inc		2007-04-27	2009-02-25
25 Bank of America Corp		2007-04-05	2009-02-25
275 Bank of America Corp		2008-06-30	2009-02-25
100 Bank of America Corp		2007-05-24	2009-02-25
600 Bank of America Corp		2008-02-08	2009-02-25
200 Bank of America Corp		2008-02-12	2009-02-25
300 Bank of America Corp		2008-09-23	2009-02-25
200 Bank of America Corp		2008-12-16	2009-02-25
600 Bank of America Corp		2009-01-05	2009-02-25
300 Bank of America Corp		2009-01-12	2009-02-25
275 Black & Decker Corp		2006-08-24	2009-01-15
25 BP P L C Sponsored		2006-08-02	2009-02-04
325 BP P L C Sponsored		2007-10-18	2009-02-04
25 BP P L C Sponsored		2008-01-31	2009-02-04
275 BP P L C Sponsored		2008-01-31	2009-02-04
175 Bunge LTD		2008-11-11	2009-02-25
200 Bunge LTD		2008-12-15	2009-02-25
700 Capital One Financial Corp		2009-01-21	2009-02-25
425 Cardinal Health Inc		2008-04-30	2009-02-25
175 Cardinal Health Inc		2008-05-16	2009-02-25
125 Caterpillar Inc		2008-02-14	2009-02-25
475 CBS Corp		2006-05-03	2009-02-25
350 CBS Corp		2006-05-15	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,230		11,533	697
8,187		12,107	-3,920
2,729		4,234	-1,505
2,335		4,234	-1,899
4,670		8,340	-3,670
4,670		8,289	-3,619
32,690		56,194	-23,504
3,602		13,579	-9,977
88		1,261	-1,173
966		7,439	-6,473
351		5,124	-4,773
2,107		25,659	-23,552
702		8,620	-7,918
1,054		10,396	-9,342
702		2,754	-2,052
2,107		7,691	-5,584
1,054		4,195	-3,141
11,351		20,312	-8,961
1,072		1,814	-742
13,929		24,611	-10,682
1,072		1,579	-507
10,901		17,365	-6,464
8,250		7,512	738
9,428		8,609	819
6,332		17,396	-11,064
15,255		22,358	-7,103
6,282		9,700	-3,418
3,361		8,583	-5,222
2,313		12,070	-9,757
1,705		9,309	-7,604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			697
			-3,920
			-1,505
			-1,899
			-3,670
			-3,619
			-23,504
			-9,977
			-1,173
			-6,473
			-4,773
			-23,552
			-7,918
			-9,342
			-2,052
			-5,584
			-3,141
			-8,961
			-742
			-10,682
			-507
			-6,464
			738
			819
			-11,064
			-7,103
			-3,418
			-5,222
			-9,757
			-7,604

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
375 CBS Corp		2006-07-03	2009-02-25
400 CBS Corp		2008-11-11	2009-02-25
365 Chevron Corporation		2004-09-16	2009-02-25
110 Chevron Corporation		2006-07-17	2009-02-25
175 Chevron Corporation		2006-07-26	2009-02-25
325 Citigroup Inc		2003-09-17	2009-01-15
500 Citigroup Inc		2008-02-04	2009-01-15
200 Citigroup Inc		2008-02-08	2009-01-15
200 Citigroup Inc		2008-02-08	2009-02-25
500 Citigroup Inc		2008-02-14	2009-02-25
600 Citigroup Inc		2008-03-03	2009-02-25
125 Conocophillips		2006-12-08	2009-02-02
175 Conocophillips		2006-12-08	2009-02-02
100 Conocophillips		2007-01-31	2009-02-02
100 Conocophillips		2007-08-27	2009-02-25
200 Conocophillips		2007-09-20	2009-02-25
100 Conocophillips		2007-10-11	2009-02-25
100 Conocophillips		2008-01-28	2009-02-25
100 Conocophillips		2008-01-31	2009-02-25
600 Corning Inc		2008-11-14	2009-02-25
400 Corning Inc		2008-12-22	2009-02-25
900 Dell Inc		2009-01-30	2009-02-20
135 Deutsche Bank AG		2007-09-05	2009-02-25
65 Deutsche Bank AG		2007-11-23	2009-02-25
100 Deutsche Bank AG		2008-02-15	2009-02-25
75 Deutsche Bank AG		2008-03-19	2009-02-25
100 Devon Energy Corporation		2008-08-29	2009-02-25
100 Devon Energy Corporation		2008-09-15	2009-02-25
75 Devon Energy Corporation		2008-09-24	2009-02-25
125 Devon Energy Corporation		2009-02-03	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,826		9,941	-8,115
1,948		3,059	-1,111
23,485		16,775	6,710
7,078		7,176	-98
11,260		11,385	-125
1,238		15,279	-14,041
1,905		14,115	-12,210
762		5,560	-4,798
406		5,560	-5,154
1,015		12,913	-11,898
1,218		15,277	-14,059
6,254		8,849	-2,595
8,756		12,389	-3,633
5,003		6,458	-1,455
3,929		7,867	-3,938
7,858		16,991	-9,133
3,929		8,395	-4,466
3,929		7,121	-3,192
3,929		7,508	-3,579
5,803		5,365	438
3,868		3,487	381
8,101		9,158	-1,057
3,110		16,408	-13,298
1,497		7,898	-6,401
2,303		11,161	-8,858
1,728		8,158	-6,430
4,738		10,265	-5,527
4,738		8,972	-4,234
3,554		7,594	-4,040
5,923		7,902	-1,979

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8,115
			-1,111
			6,710
			-98
			-125
			-14,041
			-12,210
			-4,798
			-5,154
			-11,898
			-14,059
			-2,595
			-3,633
			-1,455
			-3,938
			-9,133
			-4,466
			-3,192
			-3,579
			438
			381
			-1,057
			-13,298
			-6,401
			-8,858
			-6,430
			-5,527
			-4,234
			-4,040
			-1,979

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo, day, yr)	(d) Date sold (mo, day, yr)
225 Eastman Chemical Co		2009-01-15	2009-02-25
125 EOG Res Inc		2009-02-04	2009-02-25
50 EOG Res Inc		2009-02-06	2009-02-25
25 Ericsson Co		2008-10-17	2009-02-24
50 Ericsson Co		2008-10-17	2009-02-24
300 Ericsson Co		2008-10-17	2009-02-24
725 Ericsson Co		2008-10-17	2009-02-25
600 Ericsson Co		2008-12-12	2009-02-25
350 Exxon Mobil Corp		2006-02-24	2009-02-25
275 Exxon Mobil Corp		2007-03-27	2009-02-25
100 Exxon Mobil Corp		2007-05-22	2009-02-25
500 Fidelity National Financial Inc CL A		2007-05-22	2009-02-25
700 Fifth Third Bancorp		2008-09-25	2009-02-25
500 Fifth Third Bancorp		2008-12-22	2009-02-25
800 Gannett Co Inc		2008-05-21	2009-02-25
800 Gap Inc		2009-02-13	2009-02-25
100 General Electric Co		2004-12-21	2009-01-14
600 General Electric Co		2006-08-15	2009-01-14
600 Genworth Financial Inc		2005-10-12	2009-02-25
200 Genworth Financial Inc		2006-08-30	2009-02-25
85 Goldman Sachs Group Inc		2007-09-12	2009-02-25
140 Goldman Sachs Group Inc		2008-09-09	2009-02-25
50 Hartford Financial Services		2008-06-12	2009-02-09
150 Hartford Financial Services		2008-07-25	2009-02-09
400 Hartford Financial Services		2008-10-31	2009-02-25
400 Home Depot Inc		2009-01-16	2009-02-25
375 JC Penney Co Inc		2008-02-11	2009-02-25
275 JP Morgan Chase & Co		2006-09-11	2009-02-25
150 JP Morgan Chase & Co		2006-09-14	2009-02-25
100 JP Morgan Chase & Co		2006-09-28	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,051		7,110	-2,059
6,839		8,540	-1,701
2,736		3,353	-617
220		173	47
440		346	94
2,639		2,078	561
5,992		5,022	970
4,959		4,459	500
24,808		21,540	3,268
19,492		20,764	-1,272
7,088		8,179	-1,091
8,893		12,669	-3,776
729		11,502	-10,773
521		3,820	-3,299
2,923		23,885	-20,962
9,154		9,305	-151
1,601		3,744	-2,143
9,606		19,495	-9,889
822		18,637	-17,815
274		6,767	-6,493
6,792		15,142	-8,350
11,187		22,729	-11,542
759		3,568	-2,809
2,278		9,190	-6,912
2,353		4,023	-1,670
7,713		9,036	-1,323
5,535		16,849	-11,314
5,667		12,461	-6,794
3,091		6,954	-3,863
2,061		4,697	-2,636

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,059
			-1,701
			-617
			47
			94
			561
			970
			500
			3,268
			-1,272
			-1,091
			-3,776
			-10,773
			-3,299
			-20,962
			-151
			-2,143
			-9,889
			-17,815
			-6,493
			-8,350
			-11,542
			-2,809
			-6,912
			-1,670
			-1,323
			-11,314
			-6,794
			-3,863
			-2,636

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
50 JP Morgan Chase & Co		2006-09-28	2009-02-25
150 JP Morgan Chase & Co		2006-09-29	2009-02-25
300 JP Morgan Chase & Co		2008-02-20	2009-02-25
400 JP Morgan Chase & Co		2008-06-06	2009-02-25
375 Kroger Co		2003-10-17	2009-02-25
800 Limited Brands Inc		2008-12-12	2009-02-25
400 Limited Brands Inc		2009-01-15	2009-02-25
400 Lincoln National Corp - Ind		2009-01-29	2009-02-25
375 Lowes Companies Inc		2009-02-12	2009-02-25
175 Macys Inc		2007-03-22	2009-01-29
75 Macys Inc		2007-05-17	2009-01-29
325 Macys Inc		2007-05-17	2009-02-25
300 Macys Inc		2007-07-19	2009-02-25
300 Macys Inc		2008-07-30	2009-02-25
225 Magna International Inc		2008-12-15	2009-02-25
350 Merck & Co Inc		2007-04-09	2009-02-25
350 Merck & Co Inc		2008-04-10	2009-02-25
200 Merck & Co Inc		2008-06-04	2009-02-25
600 Merck & Co Inc		2008-06-26	2009-02-25
200 Merck & Co Inc		2008-07-01	2009-02-25
200 Merck & Co Inc		2008-09-04	2009-02-25
100 Merck & Co Inc		2008-09-05	2009-02-25
275 Metlife Inc		2007-08-21	2009-02-25
100 Metlife Inc		2007-10-03	2009-02-25
675 Metlife Inc		2008-11-20	2009-02-25
250 Metlife Inc		2009-01-16	2009-02-25
325 Morgan Stanley		2007-08-14	2009-02-12
50 Morgan Stanley		2007-08-14	2009-02-25
100 Morgan Stanley		2007-09-05	2009-02-25
125 Morgan Stanley		2007-09-26	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
948		2,349	-1,401
2,843		7,072	-4,229
5,687		12,860	-7,173
7,582		17,000	-9,418
8,285		6,872	1,413
6,094		6,790	-696
3,047		3,594	-547
4,375		6,327	-1,952
5,907		7,107	-1,200
1,702		8,067	-6,365
729		3,091	-2,362
2,438		13,393	-10,955
2,250		12,076	-9,826
2,250		5,762	-3,512
5,876		6,534	-658
9,827		15,842	-6,015
9,827		14,374	-4,547
5,615		7,795	-2,180
16,846		21,460	-4,614
5,615		7,667	-2,052
5,615		6,911	-1,296
2,808		3,392	-584
5,490		16,371	-10,881
1,996		6,986	-4,990
13,475		11,693	1,782
4,991		7,247	-2,256
7,629		20,327	-12,698
924		3,127	-2,203
1,848		6,030	-4,182
2,310		8,007	-5,697

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,401
			-4,229
			-7,173
			-9,418
			1,413
			-696
			-547
			-1,952
			-1,200
			-6,365
			-2,362
			-10,955
			-9,826
			-3,512
			-658
			-6,015
			-4,547
			-2,180
			-4,614
			-2,052
			-1,296
			-584
			-10,881
			-4,990
			1,782
			-2,256
			-12,698
			-2,203
			-4,182
			-5,697

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
100 Morgan Stanley		2007-10-11	2009-02-25
200 Morgan Stanley		2007-12-27	2009-02-25
200 Morgan Stanley		2008-02-20	2009-02-25
300 Morgan Stanley		2008-08-19	2009-02-25
1175 Motorola Inc		2008-06-20	2009-02-25
1325 Motorola Inc		2008-10-01	2009-02-25
1500 Motorola Inc		2008-12-18	2009-02-25
900 News Corporation		2008-12-01	2009-02-25
600 News Corporation		2009-01-08	2009-02-25
1500 News Corporation		2009-01-23	2009-02-25
600 Nokia Corp Sponsored ADR		2008-10-06	2009-02-25
200 Nokia Corp Sponsored ADR		2008-10-10	2009-02-25
500 Nokia Corp Sponsored ADR		2009-01-27	2009-02-25
600 Nokia Corp Sponsored ADR		2009-02-09	2009-02-25
400 Nokia Corp Sponsored ADR		2009-02-11	2009-02-25
800 NVIDIA Corp		2008-09-04	2009-02-25
600 NVIDIA Corp		2008-09-16	2009-02-25
200 Occidental Pete Corp		2009-02-03	2009-02-25
700 Pfizer Inc		2006-04-11	2009-02-25
1100 Pfizer Inc		2006-05-11	2009-02-25
425 Pfizer Inc		2006-06-13	2009-02-25
275 Pfizer Inc		2007-04-10	2009-02-25
300 Pfizer Inc		2007-05-04	2009-02-25
400 Pfizer Inc		2007-05-17	2009-02-25
500 Pfizer Inc		2007-05-22	2009-02-25
300 Pfizer Inc		2007-07-05	2009-02-25
500 Philip Morris International		2008-04-03	2009-01-14
300 Philip Morris International		2008-04-03	2009-02-25
600 Reliant Energy		2008-09-02	2009-02-25
150 Royal Dutch Shell PLC		2007-08-24	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,848		6,824	-4,976
3,696		10,781	-7,085
3,696		8,504	-4,808
5,543		11,338	-5,795
4,148		10,587	-6,439
4,677		9,313	-4,636
5,295		6,462	-1,167
5,317		6,447	-1,130
3,545		5,691	-2,146
8,861		11,299	-2,438
6,083		9,754	-3,671
2,028		3,145	-1,117
5,070		6,111	-1,041
6,083		7,618	-1,535
4,056		5,353	-1,297
5,964		9,188	-3,224
4,473		5,659	-1,186
9,840		11,531	-1,691
9,557		17,523	-7,966
15,019		28,099	-13,080
5,803		9,878	-4,075
3,755		7,075	-3,320
4,096		8,125	-4,029
5,461		10,883	-5,422
6,827		13,649	-6,822
4,096		7,664	-3,568
21,293		11,780	9,513
10,652		7,068	3,584
2,411		9,831	-7,420
7,063		10,999	-3,936

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,976
			-7,085
			-4,808
			-5,795
			-6,439
			-4,636
			-1,167
			-1,130
			-2,146
			-2,438
			-3,671
			-1,117
			-1,041
			-1,535
			-1,297
			-3,224
			-1,186
			-1,691
			-7,966
			-13,080
			-4,075
			-3,320
			-4,029
			-5,422
			-6,822
			-3,568
			9,513
			3,584
			-7,420
			-3,936

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
175 Royal Dutch Shell PLC		2007-09-05	2009-02-25
175 Royal Dutch Shell PLC		2008-04-10	2009-02-25
100 Royal Dutch Shell PLC		2008-08-13	2009-02-25
450 Safeway Inc		2003-06-26	2009-02-25
950 Safeway Inc		2008-09-05	2009-02-25
1900 Sanmina-Sci Corp		2003-08-08	2009-02-25
400 Sanofi Aventis		2001-02-03	2009-02-25
700 Schering Plough Corp		2008-05-01	2009-01-14
100 Schering Plough Corp		2008-07-03	2009-01-14
200 Schering Plough Corp		2008-07-03	2009-02-25
700 Schering Plough Corp		2008-07-09	2009-02-25
1200 Sprint Nextel Corporation		2004-04-23	2009-02-18
500 Sprint Nextel Corporation		2004-04-23	2009-02-25
700 Sprint Nextel Corporation		2006-09-26	2009-02-25
100 Sprint Nextel Corporation		2008-04-18	2009-02-25
2500 Sprint Nextel Corporation		2008-04-18	2009-02-25
900 Sprint Nextel Corporation		2008-09-22	2009-02-25
300 Supervalu Inc		2007-11-05	2009-01-16
100 Supervalu Inc		2007-11-13	2009-01-16
100 Supervalu Inc		2007-11-13	2009-02-10
75 Supervalu Inc		2008-04-16	2009-02-10
325 Supervalu Inc		2008-04-16	2009-02-25
170 The Travelers Companies Inc		2004-04-07	2009-02-25
180 The Travelers Companies Inc		2007-05-29	2009-02-25
300 The Travelers Companies Inc		2007-06-29	2009-02-25
350 Tech Data		2001-02-07	2009-01-05
1300 Time Warner Inc		2004-03-22	2009-02-25
800 Time Warner Inc		2008-05-19	2009-02-25
300 Time Warner Inc		2008-09-05	2009-02-25
500 Time Warner Inc		2008-12-01	2009-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,240		13,279	-5,039
8,240		12,670	-4,430
4,709		6,781	-2,072
9,365		8,981	384
19,771		24,273	-4,502
532		15,468	-14,936
11,288		13,081	-1,793
12,746		13,113	-367
1,821		1,982	-161
3,626		3,965	-339
12,690		15,147	-2,457
2,906		17,303	-14,397
1,505		7,209	-5,704
2,107		12,059	-9,952
301		638	-337
7,525		15,950	-8,425
2,709		6,068	-3,359
5,326		11,507	-6,181
1,775		3,717	-1,942
1,879		3,717	-1,838
1,409		2,262	-853
5,636		9,802	-4,166
6,454		6,401	53
6,834		10,040	-3,206
11,389		15,878	-4,489
6,531		12,890	-6,359
9,465		22,202	-12,737
5,824		13,017	-7,193
2,184		4,611	-2,427
3,640		4,334	-694

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,039
			-4,430
			-2,072
			384
			-4,502
			-14,936
			-1,793
			-367
			-161
			-339
			-2,457
			-14,397
			-5,704
			-9,952
			-337
			-8,425
			-3,359
			-6,181
			-1,942
			-1,838
			-853
			-4,166
			53
			-3,206
			-4,489
			-6,359
			-12,737
			-7,193
			-2,427
			-694

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
600 Time Warner Inc		2009-01-12	2009-02-25
400 Time Warner Inc		2009-01-15	2009-02-25
400 TJX Companies Inc		2008-12-18	2009-02-25
200 TJX Companies Inc		2009-01-02	2009-02-25
75 Toyota Motor Corp		2008-05-29	2009-01-14
50 Toyota Motor Corp		2008-05-29	2009-02-25
100 Toyota Motor Corp		2008-06-05	2009-02-25
300 Tyco International Ltd		2007-07-06	2009-01-14
700 Tyson Foods Inc		2008-05-16	2009-02-25
400 Tyson Foods Inc		2009-01-15	2009-02-25
200 Verizon Communications		2006-10-27	2009-02-10
200 Verizon Communications		2006-11-27	2009-02-10
100 Verizon Communications		2006-11-27	2009-02-25
600 Viacom Inc		2008-12-18	2009-02-25
325 Wells Fargo & Co		2009-02-12	2009-02-25
325 Western Digital Corp		2008-05-21	2009-02-25
175 Western Digital Corp		2008-07-30	2009-02-25
100 Western Digital Corp		2008-08-25	2009-02-25
300 Western Digital Corp		2008-08-25	2009-02-25
100 Western Digital Corp		2008-08-27	2009-02-25
200 Western Digital Corp		2008-09-11	2009-02-25
150 Wisconsin Energy Corp		2008-06-10	2009-01-29
100 Wisconsin Energy Corp		2008-06-10	2009-02-25
350 Wyeth		2008-08-25	2009-02-25
300 XL Capital LTD		2004-11-16	2009-02-25
200000 FNMA DEB 6.625%, 9/15/09		2006-04-06	2009-09-15
200000 Walmart Stores 6.875%, 8/10/09		2006-04-06	2009-08-10
100000 Citigroup Inc 5.8000%, due 05/15/14		2007-06-14	2009-12-10
100000 Caterpillar Fin Svc Corp 5.2000%, due 11/15/13		2006-11-30	2009-11-16
100000 Countrywide Fincl Corp, 5.0000%, due 12/15/09		2007-06-14	2009-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,368		6,140	-1,772
2,912		4,048	-1,136
8,430		8,321	109
4,215		3,943	272
5,014		7,432	-2,418
3,186		4,954	-1,768
6,372		10,250	-3,878
7,044		26,778	-19,734
5,291		12,566	-7,275
3,023		3,345	-322
6,145		7,758	-1,613
6,145		6,907	-762
2,831		3,453	-622
9,067		10,227	-1,160
2,924		6,239	-3,315
4,649		11,260	-6,611
2,503		5,082	-2,579
1,431		2,809	-1,378
4,292		8,428	-4,136
1,431		2,821	-1,390
2,861		4,742	-1,881
6,675		7,190	-515
4,199		4,793	-594
14,825		14,761	64
943		22,114	-21,171
200,000		199,547	453
200,000		198,638	1,362
80,363		99,328	-18,965
100,000		100,000	0
100,000		99,621	379

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,772
			-1,136
			109
			272
			-2,418
			-1,768
			-3,878
			-19,734
			-7,275
			-322
			-1,613
			-762
			-622
			-1,160
			-3,315
			-6,611
			-2,579
			-1,378
			-4,136
			-1,390
			-1,881
			-515
			-594
			64
			-21,171
			453
			1,362
			-18,965
			0
			379

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**(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
(mo, day, yr)**(d)** Date sold
(mo, day, yr)

Capital Gains Dividends

P

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
218			218

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			218

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
CHRISTINA D RUPP 424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202	DIRECTOR 10 00	21,000	0	0
SUSAN S RUPP 424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202	Director 10 00	21,000	0	0
WILLIAM R RUPP 424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202	Director 10 00	21,000	0	0
PETER J BREVORKA 424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202	Director 5 00	0	0	0
CHESTER E BORCZYNSKI 424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202	DIRECTOR 2 00	0	0	0

Form 990PF Part XV Line 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				
ALS Therapy Development Foundation Inc 215 First Street Cambridge, MA 02142	None	Exempt	Lou Gehrig Disease	1,000
Amazon WatchOne Hallidie Plaza Suite 402 San Francisco, CA 94102	None	Exempt	Clean Up Ecuador Project	9,000
Buffalo and Erie County Historical Society 25 Nottingham Court Buffalo, NY 14216	None	Exempt	General	3,000
Buffalo Niagara Riverkeeper 1250 Niagara Street Buffalo, NY 14213	None	Exempt	General	5,000
Buffalo Olmsted Parks Conservancy Inc Parkside Lodge 84 Parkside Avenue Buffalo, NY 14214	None	Exempt	Renovation of Lodge Ten french doors, hardwood floor	17,000
Buffalo Olmsted Parks Conservancy Inc Parkside Lodge 84 Parkside Avenue Buffalo, NY 14214	None	Exempt	General	7,000
Buffalo Olmsted Parks Conservancy Inc Parkside Lodge 84 Parkside Avenue Buffalo, NY 14214	None	Exempt	General	1,000
Buffalo Renaissance Foundation Inc PO Box 322 Buffalo, NY 14205	None	Exempt	General	10,000
Buffalo Seminary 205 Bidwell Parkway Buffalo, NY 14222	None	Exempt	General	10,000
Can You Dig It Inc 48 Narragansett Road Buffalo, NY 14220	None	Exempt	South Buffalo Festival	2,000
Carving Studio and Sculpture Center 636 Marble Street PO Box 495 West Rutland, VT 05777	None	Exempt	Market Research & Aid to Artisans	16,800
CEPA Gallery 617 Main Street Buffalo, NY 14203	None	Exempt	General Operations	2,000
City Honors Foundation 140 Pearl Street Suite 100 Buffalo, NY 14202	None	Exempt	Purchase of land for sports field	2,500
Elmwood-Franklin School Inc 104 New Amsterdam Buffalo, NY 14216	None	Exempt	Capital projects	10,000
Erie County Council for the Prevention of Alcohol & Substance Abuse Inc 1625 Hertel Avenue Buffalo, NY 14216	None	Exempt	Focus on Consequences	10,000
Total			► 3a	351,500

Form 990PF Part XV Line 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				
Franklin Stock Company at Chapel Hall Inc25 Institute Street PO Box 821 Franklin, NY 13775	None	Exempt	Summer Season General Operating Support	8,000
Friends of Night People Inc394 Hudson Street Buffalo, NY 14201	None	Exempt	Food and services to homeless	5,000
Genesee Land Trust Inc500 East Avenue Suite 200 Rochester, NY 14607	None	Exempt	General	3,000
Greensboro Public Library Foundation IncPO Box 3178 Greensboro, NC 27402	None	Exempt	Funds for Literacy, Latino Poetry Presentation	5,000
Hallwalls Inc341 Delaware Avenue Buffalo, NY 14202	None	Exempt	General Operating Support	20,000
Harrison County Mississippi Library System2600 24th Avenue Gulfport, MS 39501	None	Exempt	Assistance for libraries damaged by Hurricanes Katrina & Rita	5,000
Homespace Corporation1030 Ellicott Street Buffalo, NY 14209	None	Exempt	Residential facility for young single mothers and their children	5,000
MADRE121 West 27th Street Room 301 New York, NY 10001	None	Exempt	Stone Carving Workshop, Cultural Programming & Operating Support	22,000
Massachusetts Avenue Project Inc 271 Grant Street Buffalo, NY 14213	None	Exempt	Inner city farmed produce	5,000
Maya Educational FoundationRoute 106 PO Box 38 South Woodstock, VT 05071	None	Exempt	Weaving Co-Op General Operating Support	15,200
Mercy Flight IncPO Box 224 Buffalo, NY 14225	None	Exempt	Maintenance of helicopter ambulance	2,000
NYSARC Inc Heritage Centers Erie County Chapter101 Oak Street Buffalo, NY 14203	None	Exempt	Heritage Centers	5,000
Pluta Cancer Center Inc125 Red Creek Drive Rochester, NY 14623	None	Exempt	General	4,000
Riverrun International Film Festival 870 West 4M Street Winston Salem, NC 27101	None	Exempt	For programming of annual festival	5,000
Road Less Traveled Productions Ltd 55 Harper Road Amherst, NY 14226	None	Exempt	Producing works of local playwrights	3,000
Total			► 3a	351,500

Form 990PF Part XV Line 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				
Roxbury Arts Group Inc 53484 Main Street PO Box 93 Roxbury, NY 12474	None	Exempt	Music Programming & General Operating	8,000
Salvation Army PO Box 1428 Alexandria, VA 22313	None	Exempt	General operations	5,000
Shea's Performing Arts Center 646 Main Street Buffalo, NY 14202	None	Exempt	Shea's Annual Fund	3,000
Strong Memorial Hospital - University of Rochester 601 Elmwood Avenue Rochester, NY 14642	None	Exempt	Skating For the Cure	1,000
Third Presbyterian Church Endowment Corporation 8403 Michael Road Richmond, VA 23229	None	Exempt	Capital Campaign	75,000
Third Presbyterian Church Endowment Corporation 8403 Michael Road Richmond, VA 23229	None	Exempt	Rochester Help to New Orleans	5,000
Third Presbyterian Church Endowment Corporation 8403 Michael Road Richmond, VA 23229	None	Exempt	Annual Operating	7,000
United Way of Greater Rochester Inc 75 College Avenue Rochester, NY 14607	None	Exempt	General	4,000
Wellness Institute of Greater Buffalo & Western New York Inc 65 Niagara Square Room 607 Buffalo, NY 14202	None	Exempt	Expenses related to interactive website map	10,000
Western New York Book Arts Collaborative PO Box 770 Buffalo, NY 14213	None	Exempt	General	5,000
Women's Foundation of Genesee Valley 1530 East Avenue Rochester, NY 14610	None	Exempt	General	4,000
World Music Productions Inc 688 Union Street Brooklyn, NY 11215	None	Exempt	General Operating Support	6,000
Total			► 3a	351,500

TY 2009 Accounting Fees Schedule

Name: THE RICHARD W RUPP FOUNDATION

EIN: 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,850	7,065		785

**TY 2009 Investments Corporate
Bonds Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Name of Bond	End of Year Book Value	End of Year Fair Market Value
200000 General Electric 7.375%, 1/19/10	200,486	200,486
200000 SBC Communications 6.250%, 03/15/11	211,794	211,794
100000 Target Corp 5.875% due 3/01/12	108,352	108,352
250000 Citigroup Inc 4.7000% due 5/29/15	242,567	242,567
200000 JPMorgan Chase & Co 5.125% due 9/15/14	210,952	210,952
200000 JPMorgan Chase & Co 4.500% due 1/15/12	209,598	209,598
200000 SLM Corp 5.000% due 10/1/13	183,988	183,988
80000 SLM Corp 5.450% due 04/25/11	79,778	79,778
100000 Intl. Lease Fin Corp 5.100%, due 10/15/12	76,612	76,612
120000 HSBC Fin Corp Internotes 5.100%, due 11/15/11	122,426	122,426
100000 HSBC Fin Corp Internotes, 4.700%, due 09/15/14	98,494	98,494
100000 Cocophilops Canada, 5.300%, due 04/15/12	107,184	107,184
100000 Hartford Life Glob Fund, 5.200%, Due 02/15/11	101,982	101,982
100000 Wyeth Nts, 5.500%, Due 03/15/13	108,729	108,729
150000 Merrill Lynch & Co Inc., 5.450%, Due 07/15/14	156,752	156,752
100000 Bank of America Internotes, 5.350%, due 09/15/15	99,668	99,668
100000 Sun Trust Bank CD DJUBS, Due 09/30/14	99,790	99,790
100000 Dow Chemical Co Nts, 5.100%, Due 12/15/16	95,715	95,715
7187 CIT Group Inc B/E 07.000%, Due 05/01/13	6,702	6,702
10780 CIT Group Inc B/E 07.000%, Due 05/01/14	10,012	10,012
10780 CIT Group Inc B/E 07.000%, Due 05/01/15	9,648	9,648
17968 CIT Group Inc B/E 07.000%, Due 05/01/16	15,812	15,812
25155 CIT Group Inc B/E 07.000%, Due 05/01/17	21,822	21,822

**TY 2009 Investments Corporate
Stock Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Name of Stock	End of Year Book Value	End of Year Fair Market Value
618 CIT Group Inc	17,063	17,063

TY 2009 Investments - Other Schedule

Name: THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
5522 Ishares Trust Russell 2000 Value Index	FMV	320,497	320,497
8720 Ishares Trust Russell Midcap Value Index	FMV	322,204	322,204
7832 Ishares Trust Russell Midcap Growth Index	FMV	355,103	355,103
13907.999 Columbia Acorn Fund Class A	FMV	333,514	333,514
14932.556 American Funds Euro Pacific Growth Fund Class A	FMV	572,514	572,514
70891.193 American Funds Growth Fund of America Class A	FMV	1,937,456	1,937,456
6572.382 Goldman Sachs Satellite Strategies Fund Class A	FMV	48,241	48,241
11176.92 American Century Equity Income Fund Class A	FMV	73,321	73,321
4936.49 First Eagle US Value Fund Class A	FMV	73,307	73,307
1922.363 Gateway Fund Class A	FMV	48,540	48,540
450 Ishares MSCI EAFE Index Fund	FMV	24,876	24,876
600 Ishares MSCI Emerging Markets Index Fund	FMV	24,900	24,900
10000 HSBC USA, Inc. ROS-CP International Fund Basket	FMV	99,070	99,070

TY 2009 Legal Fees Schedule

Name: THE RICHARD W RUPP FOUNDATION

EIN: 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	15,209	13,688		1,521

TY 2009 Other Expenses Schedule

Name: THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NYS FILING FEES	250	250		0
SUNDRY	1,114	743		371

TY 2009 Other Increases Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Description	Amount
Unrealized Gain	2,348,872

TY 2009 Other Professional Fees Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	3,203	3,203		0

TY 2009 Taxes Schedule

Name: THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	2,241	2,241		0