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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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		B Telephone number (see instructions) (716) 852-6681			
City or town, state, and ZIP code BUFFALO, NY 14202		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 9,203,058</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>			
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 instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B					
3 Interest on savings and temporary cash investments		62	62		
4 Dividends and interest from securities. . . . .		216,167	216,167		
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10		1,765			
b Gross sales price for all assets on line 6a <b>1,331,241</b>					
7 Capital gain net income (from Part IV, line 2) . . . . .			1,765		
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) . . . . .		56	56		
12 Total. Add lines 1 through 11 . . . . .		218,050	218,050		
13 Compensation of officers, directors, trustees, etc		105,000	65,625		39,375
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .		13,433	12,090		1,343
b Accounting fees (attach schedule) . . . . .		8,475	7,628		847
c Other professional fees (attach schedule) . . . . .		150	150		
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions)		2,403	2,403		
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		1,250	917		333
24 Total operating and administrative expenses.					
Add lines 13 through 23 . . . . .		130,711	88,813		41,898
25 Contributions, gifts, grants paid. . . . .		420,000			420,000
26 Total expenses and disbursements. Add lines 24 and 25		550,711	88,813		461,898
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-332,661			
b Net investment income (if negative, enter -0-)			129,237		
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	End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing . . . . .					
	2 Savings and temporary cash investments . . . . .		775,723	783,889	783,889	
	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)					
	b Investments—corporate stock (attach schedule) . . . . .	50,611	10,753	10,753		
	c Investments—corporate bonds (attach schedule) . . . . .	1,909,644	1,538,594	1,538,594		
	11 Investments—land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►						
12 Investments—mortgage loans . . . . .						
13 Investments—other (attach schedule) . . . . .	5,845,179	6,869,822	6,869,822			
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)	8,581,157	9,203,058	9,203,058			
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			
	<b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>					
	24 Unrestricted . . . . .	8,581,157	9,203,058			
	25 Temporarily restricted . . . . .					
	26 Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.</b>					
	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) . . . . .	8,581,157	9,203,058			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	8,581,157	9,203,058				

**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	8,581,157
2	Enter amount from Part I, line 27a . . . . .		2	-332,661
3	Other increases not included in line 2 (itemize) ►		3	954,562
4	Add lines 1, 2, and 3 . . . . .		4	9,203,058
5	Decreases not included in line 2 (itemize) ►		5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30		6	9,203,058

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
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1a See Additional Data Table

b

c

d

e

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
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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))

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any
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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	1,765
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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	-4,850
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**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2011	438,901	9,170,931	0.047858
2010	386,738	8,848,178	0.043708
2009	377,802	8,284,167	0.045605
2008	660,015	10,896,782	0.060570
2007	642,797	12,818,607	0.050146

2 Total of line 1, column (d).	2	0.247887
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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	0.049577
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4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	8,863,808
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5 Multiply line 4 by line 3.	5	439,441
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,292
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7 Add lines 5 and 6.	7	440,733
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8 Enter qualifying distributions from Part XII, line 4.	8	461,898
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If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	1,292
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	
3	Add lines 1 and 2. . . . .		3	1,292
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,292
6	<b>Credits/Payments</b>			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,920	
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	2,920	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input checked="" type="checkbox"/>	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input checked="" type="checkbox"/>	10	1,628	
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input checked="" type="checkbox"/> 1,628 <b>Refunded</b> <input checked="" type="checkbox"/>	11		

**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? . . . . .		<b>Yes</b>	<b>No</b>
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)? . . . . .		<b>Yes</b>	<b>No</b>
	<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>			
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		<b>Yes</b>	<b>No</b>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach a detailed description of the activities.</i>			
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> . . . . .		<b>Yes</b>	<b>No</b>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		<b>Yes</b>	<b>No</b>
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		<b>Yes</b>	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		<b>Yes</b>	<b>No</b>
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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? . . . . .		<b>Yes</b>	
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>		<b>Yes</b>	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" 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>		<b>Yes</b>	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		<b>Yes</b>	<b>No</b>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>Yes</b>	<b>No</b>

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

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► ARCARA BORCZYNSKI LLP Located at ► 1806 LIBERTY BLDG 424 MAIN STREET BUFFALO NY	Telephone no ► (716) 852-6681 ZIP +4 ► 14202
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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ► 15 and enter the amount of tax-exempt interest received or accrued during the year . . . . . ►
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16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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 . . . . . ►		
1c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) . . . . .		
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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012). . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . .		

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

5a	During the year did the foundation pay or incur any amount to <b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . <b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . . <b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). . . . . <b>(5)</b> 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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . 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 type="checkbox"/> No	
<p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>			
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? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>		6b No
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

## **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

## 1 List all

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)**

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

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

**Total number of others receiving over \$50,000 for professional services. . . . .**

**Part IX-A Summary of Direct Charitable Activities**

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

**Expenses**

1	
2	
3	
4	

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

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

**Amount**

1 N/A	
2	
All other program-related investments. See 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 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. . . . .	<b>1a</b> 8,326,548
b	Average of monthly cash balances. . . . .	<b>1b</b> 672,242
c	Fair market value of all other assets (see instructions). . . . .	<b>1c</b> 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b> 8,998,790
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>
2	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>
3	Subtract line 2 from line 1d. . . . .	<b>3</b> 8,998,790
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b> 134,982
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b> 8,863,808
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b> 443,190

**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. . . . .	<b>1</b> 443,190
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b> 1,292
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>
c	Add lines 2a and 2b. . . . .	<b>2c</b> 1,292
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b> 441,898
4	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>
5	Add lines 3 and 4. . . . .	<b>5</b> 441,898
6	Deduction from distributable amount (see instructions). . . . .	<b>6</b>
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b> 441,898

**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. . . . .	<b>1a</b> 461,898
b	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required). . . . .	<b>3a</b>
b	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 461,898
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). . . . .	<b>5</b> 1,292
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b> 460,606

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				441,898
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .			415,653	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .				
<b>e</b> From 2011. . . . .				
<b>f Total of lines 3a through e. . . . .</b>				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 461,898				
<b>a</b> Applied to 2011, but not more than line 2a			415,653	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				46,245
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				395,653
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .				
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .				

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

**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 instructions.)**

## 1 Information Regarding Foundation Managers

**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 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
- 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	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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	420,000
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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



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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
AMERICAN FUNDS GROWTH FUND OF AMERIC	P		
ROYAL BANK OF CA TRIGGER YON F, 11 1	P		
CIT GROUP INC B/E 07 000%, DUE 05/01	P		
ROYAL BANK OF CA TRIGGER YON PFE, 8	P		
CIT GROUP INC B/E 07 000%, DUE 05/01	P		
SPRINT NEXTEL CORP SERIES 1 COMMON S	P		
CIT GROUP INC B/E 07 000%, DUE 05/01	P		
TARGET CORP 5 875% DUE 3/01/12	P		
DEUTSCHE BANK AG TRIGGER YON MON, 8	P		
WYETH NTS, 5 500%, DUE 03/15/13	P		
FIRST NIAGARA FINL GROUP 8 625% PREF	P		
HSBC USA, INC ROS-CP INTERNATIONAL	P		
HSBC USA, INC ROS-CP ISHARES MSCI E	P		
HSBC USA, INC TRIGGER YON BRCM	P		
INTL LEASE FIN CORP 5 100%, DUE 10/	P		
JPMORGAN CHASE & CO 4 500% DUE 1/15/	P		
POWERSHARES DYN TECHNOLOGY	P		
POWERSHARES DYNAMIC NETWORKING	P		
POWERSHARES ETF TRUST WILDERHILL PRO	P		
ROYAL BANK OF CA TRIGGER PAOS INTC,	P		

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
250,000		255,763	-5,763
24,999		24,999	
10,780		10,708	72
24,993		24,993	
17,967		17,847	120
45,148		49,998	-4,850
25,155		24,986	169
100,000		97,954	2,046
49,982		49,983	-1
101,141		100,005	1,136
49,986		49,987	-1
100,000		100,000	
50,000		50,000	
49,971		49,971	
100,000		100,000	
200,000		196,810	3,190
23,453		25,394	-1,941
21,319		24,952	-3,633
20,806		25,126	-4,320
50,000		50,000	

**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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-5,763
			72
			120
			-4,850
			169
			2,046
			-1
			1,136
			-1
			3,190
			-1,941
			-3,633
			-4,320

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
CHRISTINA D RUPP 	DIRECTOR 10 00	35,000	0	0
424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202				
SUSAN S RUPP 	DIRECTOR 10 00	35,000	0	0
424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202				
WILLIAM R RUPP 	DIRECTOR 10 00	35,000	0	0
424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202				
PETER J BREVORKA 	DIRECTOR 5 00	0	0	0
424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202				
CHESTER E BORCZYNSKI 	DIRECTOR 2 00	0	0	0
424 MAIN ST 1806 LIBERTY BUILDING BUFFALO, NY 14202				

## 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)				
<b>a Paid during the year</b>				
ALLENTOWN ASSOCIATION 14 ALLEN STREET BUFFALO, NY 14202		EXEMPT	RESTORATION	3,000
AMAZON WATCH 221 PINE ST 4TH FLOOR SAN FRANCISCO, CA 94104	NONE	EXEMPT	PRESERVE ECOSYSTEM	20,000
BISHOP TIMON ST JUDE HS 601 MCKINLEY PARKWAY BUFFALO, NY 14220	NONE	EXEMPT	HOCKEY EQUIPMENT	9,250
BUFFALO & ERIE CO HISTORICAL ONE MUSEUM COURT BUFFALO, NY 14216	NONE	EXEMPT	GENERAL	2,000
BUFFALO NIAGARA RIVERKEEPER 1250 NIAGARA ST BUFFALO, NY 14213	NONE	EXEMPT	GENERAL	5,000
BUFFALO NIAGARA SPORTS 617 MAIN ST STE 200 BUFFALO, NY 14203	NONE	EXEMPT	TRIATHLON	10,000
BUFFALO OLMSTED PARKS CONSERVANCY I 84 PARKSIDE AVE BUFFALO, NY 14214	NONE	EXEMPT	GENERAL	25,000
BUFFALO SEMINARY 205 BIDWELL PKWY BUFFALO, NY 14222	NONE	EXEMPT	GENERAL	1,000
BURCHFIELD-PENNEY ART CENTER 1300 ELMWOOD AVE BUFFALO, NY 14222	NONE	EXEMPT	GENERAL	2,000
CAMPAIGN FOR GREATER BUFFALO 14 LAFAYETTE SQUARE BUFFALO, NY 14203	NONE	EXEMPT	BUS TOUR OPERATION	1,000
CARVING STUDIO & SCULPTURE 636 MARBLE STREET WEST RUTLAND, VT 05777	NONE	EXEMPT	GENERAL	8,000
CAZENOVIA COMMUNITY RESOURCE CENTER 155 CAZENOVIA ST BUFFALO, NY 14210	NONE	EXEMPT	RENOVATIONS	9,500
CITY HONORS FOUNDATION 1800 ONE M AND T PLZ BUFFALO, NY 14203	NONE	EXEMPT	ROWING TEAM, BACCALAUREATE PROG	4,500
DAMASCUS CITIZENS PO BOX 147 MILANVILLE, PA 18443		EXEMPT	WATER QUALITY	4,500
DELAWARE SOCCER CLUB 2495 MAIN ST STE 423 BUFFALO, NY 14214	NONE	EXEMPT	GENERAL	5,000

## 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)				
<b>a Paid during the year</b>				
ELMWOOD FRANKLIN SCHOOL 104 NEW AMSTERDAM BUFFALO, NY 14216	NONE	EXEMPT	CAPITAL CAMPAIGN	10,000
ERIE COUNTY COUNCIL PREVENTION 1625 HERTEL AVENUE BUFFALO, NY 14216	NONE	EXEMPT	LEADERSHIP CAMP	9,750
GENESEE LAND TRUST INC 46 PRINCE STREET ROCHESTER, NY 14607	NONE	EXEMPT	GENERAL	20,500
GIVE FOR GREATNESS 810 MAIN STREET BUFFALO, NY 14202	NONE	EXEMPT	GENERAL	10,000
GREENE COUNTY COUNCIL ON THE ARTS 398 MAIN ST CATSKILL, NY 12414	NONE	EXEMPT	GENERAL	11,000
GREENSBORO PUBLIC LIBRARY FOUNDATIO PO BOX 3178 GREENSBORO, NC 27402	NONE	EXEMPT	GENERAL	4,000
HALLWALLS INC 341 DELAWARE AVE BUFFALO, NY 14202	NONE	EXEMPT	GENERAL	30,000
HOMESPACE CORP 1030 ELLICOTT ST BUFFALO, NY 14209	NONE	EXEMPT	GENERAL	4,000
HOUGHTON COLLEGE ONE WILLARD AVENUE HOUGHTON, NY 14744	NONE	EXEMPT	GENERAL	2,000
KEEPER OF THE MOUNTAINS FUND 179 SUMMERS ST STE 234 CHARLESTON, WV 25301	NONE	EXEMPT	GENERAL	10,000
LIGHT ON THE HILL 209 BLAKE HILL ROAD VAN ETEN, NY 14889	NONE	EXEMPT	CONSTRUCTION	40,000
MADRE 121 W 27TH STRM 301 NEW YORK, NY 10001	NONE	EXEMPT	GENERAL	20,000
MARTIN HOUSE RESTORATION 143 JEWETT PARKWAY BUFFALO, NY 14214	NONE	EXEMPT	MAINTENANCE	5,000
MERCY FLIGHT PO BOX 224 BUFFALO, NY 14225	NONE	EXEMPT	GENERAL	3,000
NATIONAL ORGANIC FARMING RESEARCH F PO BOX 440 SANTA CRUZ, CA 95061	NONE	EXEMPT	JUSTICE PROJECT	30,000

## 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
<b>a Paid during the year</b>				
NETOHATINAWKWE OKWEHOWEH NETO 1202 PINE ST NIAGARA FALLS, NY 14214	NONE	EXEMPT	CULTURAL EVENTS	2,000
NO LIES FOUNDATION 901 BERNARDO CT PINOLE, CA 94564	NONE	EXEMPT	GENERAL	10,000
PARK SCHOOL OF BUFFALO 4625 HARLEM ROAD SNYDER, NY 14226	NONE	EXEMPT	GENERAL	10,000
PLANNED PARENTHOOD OF NC 1765 DOBBINS PO BOX 3258 CHAPEL HILL, NC 27515	NONE	EXEMPT	GENERAL	4,000
PLANNED PARENTHOOD OF WESTERN NEWY 2697 MAIN STREET BUFFALO, NY 14214	NONE	EXEMPT	GENERAL	2,500
PLUTA CANCER CENTER 125 RED CREEK DRIVE ROCHESTER, NY 14623	NONE	EXEMPT	NUTRITIONIST	15,000
PRESERVATION BUFFALO NIAGARA 617 MAIN ST STE M108 BUFFALO, NY 14203	NONE	EXEMPT	PRESERVATION CONFER	5,000
PUSH BUFFALO 271 GRANT STREET BUFFALO, NY 14213	NONE	EXEMPT	RENOVATION	5,000
ROAD LESS TRAVELED PRODUCTIONS LTD 120 COMMONWEALTH AVE BUFFALO, NY 14216	NONE	EXEMPT	PRODUCTION COSTS	10,000
ST ADALBERT BASILICA 212 STANISLAUS STREET BUFFALO, NY 14212	NONE	EXEMPT	COMPUTER EQUIPMENT	2,000
THIRD PRESBYTERIAN CHURCH ENDOWMENT 8403 MICHAEL RD RICHMOND, VA 23229	NONE	EXEMPT	GENERAL	8,250
UNITED WAY OF GREATER ROCHESTER INC 75 COLLEGE AVE ROCHESTER, NY 14607	NONE	EXEMPT	GENERAL	4,500
UNIVERSITY OF ROCHESTER 100 GIBBS STREET ROCHESTER, NY 14605	NONE	EXEMPT	THEATER	5,000
WEATHERSPOON ART MUSEUM 500 TATE STREET GREENSBORO, NC 27401	NONE	EXEMPT	GENERAL	2,000
WESTERN NEW YORK BOOK ARTS 468 WASHINGTON STREET BUFFALO, NY 14203	NONE	EXEMPT	GENERAL	5,000

## 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)				
<b>a Paid during the year</b>				
WORLD MUSIC PRODUCTIONS INC 688 UNION STREET BROOKLYN, NY 11215	NONE	EXEMPT	GENERAL	8,000
YOUNG AUDIENCES OF WESTERN NY 1 LAFAYETTE SQUARE BUFFALO, NY 14203	NONE	EXEMPT	GENERAL	1,000
YWCA OF ROCHESTER & MONROE COUNTY 175 NORTH CLINTON AVENUE ROCHESTER, NY 14604	NONE	EXEMPT	PARENTING PROJ	1,750
<b>Total</b>			► 3a	420,000

## TY 2012 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	8,475	7,628		847

## TY 2012 Compensation Explanation

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Person Name	Explanation
CHRISTINA D RUPP	
SUSAN S RUPP	
WILLIAM R RUPP	
PETER J BREVORKA	
CHESTER E BORCZYNSKI	

## TY 2012 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
TARGET CORP 5.875% DUE 3/01/1		
JPMORGAN CHASE & CO 5.125% DU	212,708	212,708
JPMORGAN CHASE & CO 4.500% DU		
INTL. LEASE FIN CORP 5.100%,		
CIT GP 7.0%-5/1/15		
CIT GP 7.0%-5/1/16		
CIT GP 7.0%-5/1/17		
WYETH 5.5%-3/15/13		
M&T CAPITAL TRUST IV 8.500% DUE	50,700	50,700
MORGAN STANLEY NTS, 3.000%, D	96,893	96,893
HSBC 4.7%-9/15/14	104,053	104,053
BK OF AMERICA 5.35%-9/15/15	107,593	107,593
GOLDMAN SACHS GROUP NTS 05.00	108,513	108,513
SUNOCO 5.75%-1/15/17	112,738	112,738
MERRILL LYNCH 5.45%-7/15/14	158,945	158,945
SLM CORP 5.000% DUE 10/1/13	204,750	204,750
CITIGROUP INC 4.7000% DUE 5/2	269,255	269,255
DEUTSCHE BANK 7.60% PREF	53,880	53,880
HSBC BANK USA 4.00% PREF	58,566	58,566

## TY 2012 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
ALPHA NATURAL RESOURCES	10,753	10,753
SPRINT NEXTEL CORP		

## TY 2012 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
AMERICAN CENTURY EQUITY INCOME FUND		205,442	205,442
AMERICAN FUNDS EURO PACIFIC GROWTH F		615,520	615,520
AMERICAN FUNDS GROWTH FUND OF AMERIC		2,178,304	2,178,304
CALVERT GLOBAL ALTERNATIVE		29,846	29,846
CALVERT GLOBAL WATER FUND CLASS A		29,280	29,280
COLUMBIA ACORN FUND CLASS		466,919	466,919
DEUTSCHE BANK AG TRIGGER ROS EEM		49,800	49,800
DEUTSCHE BANK AG TRIGGER YON MON			
DREYFUS EMERGING ASIA FUND		54,949	54,949
FIRST EAGLE US VALUE FUND CLASS A		214,990	214,990
FRANKLIN/TEMPLETON GLOBAL BOND FUND		105,880	105,880
GATEWAY FUND CLASS A		130,486	130,486
GOLDMAN SACHS SATELLITE STRAT		106,111	106,111
HARTFORD FLOATING RATE		98,115	98,115
HSBC USA, INC. ROS-CP INTERNAT			
HSBC USA, INC. ROS-CP ISHARES M			
HSBC USA, INC. TRIGGER YON BRCM			
ISHARES MSCI BRIC		44,924	44,924
ISHARES MSCI EAFE INDEX FUND		133,621	133,621
ISHARES MSCI EMERGING MARKETS INDEX		186,270	186,270
ISHARES TRUST RUSSELL 2000 VALUE IND		420,138	420,138
ISHARES TRUST RUSSELL MIDCAP GROWTH		493,859	493,859
ISHARES TRUST RUSSELL MIDCAP VALUE I		441,811	441,811
OPPENHEIMER DEVELOPING MARKETS FUND		129,791	129,791
POWERSHARES DYN BUILDING & CONST		22,636	22,636
POWERSHARES DYN CONS DISCR		22,305	22,305
POWERSHARES DYN HEALTHCARE		21,333	21,333
POWERSHARES DYN TECHNOLOGY			
POWERSHARES DYNAMIC NETWORKING			
POWERSHARES ETF TR NASDAQ INTERNET		29,021	29,021

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
POWERSHARES ETF TRUST WILDERHILL PRO			
POWERSHARES EXCHANGE TRADED FUND TRU		53,539	53,539
POWERSHARES GLOBAL EXCH TRADED FD TR		49,634	49,634
ROYAL BANK OF CA TRIGGER PAOS I			
ROYAL BANK OF CA TRIGGER YON F,			
ROYAL BANK OF CA TRIGGER YON PF			
SUN TRUST BANK CD DJUBS, DUE		111,490	111,490
THORNBURG INTERNATIONAL VALUE FUND		105,408	105,408
UBS AG PERF. SEC. V10 CURRENCY		20,024	20,024
UBS AG ROS-CP, VARIABLE RATE,		107,200	107,200
UBS AG TRIGGER YON CHK 9/03/13, 8.59		24,329	24,329
UBS AG TRIGGER YON DOW 4/29/14 5.75%		24,002	24,002
UBS AG TRIGGER YON FCX 4/29/13 5.36%		24,678	24,678
UBS AG TRIGGER YON GE 8/29/14 6.04%		24,192	24,192
UBS AG TRIGGER YON URI 12/31/13 6.90		23,589	23,589
UBS AG TRIGGER YON WFT, 12.05%		19,512	19,512
UBS AG TRIGGER YON X 5/30/13, 12.19%		50,874	50,874

## TY 2012 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	13,433	12,090		1,343

## TY 2012 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
EXPENSES				
NYS FILING FEES	250	250		
OTHER ADMINISTRATIVE EXPENSE	1,000	667		333

## TY 2012 Other Income Schedule

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

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS-INVESTM	56	56	

**TY 2012 Other Increases Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Description	Amount
UNREALIZED GAIN (LOSS) ON INVESTMENTS	954,562

## TY 2012 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	150	150		

## TY 2012 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 TAXES	2,403	2,403		