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**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**2013**

Open to Public Inspection

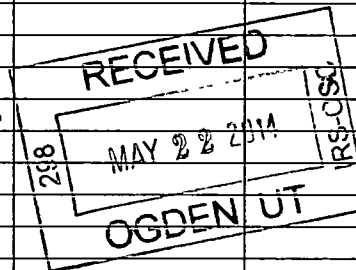
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation <b>Rich Family Foundation</b>		<b>A</b> Employer identification number 16-6026199						
Number and street (or P O box number if mail is not delivered to street address) <b>PO Box 245</b>		<b>B</b> Telephone number (see instructions) 716-878-8000						
City or town, state or province, country, and ZIP or foreign postal code <b>Buffalo, NY 14240-0245</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>						
<b>G</b> Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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	<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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							
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>8,579,334</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	2,400,000			
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
<b>3</b>	Interest on savings and temporary cash investments . . . . .				
<b>4</b>	Dividends and interest from securities . . . . .	203,240	203,240		
<b>5a</b>	Gross rents . . . . .				
<b>b</b>	Net rental income or (loss) . . . . .				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10 . . . . .	151,115			
<b>b</b>	Gross sales price for all assets on line 6a <b>527,717</b> . . . . .		151,115		
<b>7</b>	Capital gain net income (from Part IV, line 2) . . . . .				
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances . . . . .				
<b>b</b>	Less Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b>	Other income (attach schedule) . . . . .	2			
<b>12</b>	<b>Total. Add lines 1 through 11 . . . . .</b>	<b>2,754,357</b>	<b>354,355</b>		
<b>13</b>	Compensation of officers, directors, trustees, etc. . . . .				
<b>14</b>	Other employee salaries and wages . . . . .				
<b>15</b>	Pension plans, employee benefits . . . . .				
<b>16a</b>	Legal fees (attach schedule) . . . . .				
<b>b</b>	Accounting fees (attach schedule) . . . . .				
<b>c</b>	Other professional fees (attach schedule) . . . . .	30,504	15,252		15,252
<b>17</b>	Interest . . . . .				
<b>18</b>	Taxes (attach schedule) (see instructions) . . . . .				
<b>19</b>	Depreciation (attach schedule) and depletion . . . . .				
<b>20</b>	Occupancy . . . . .				
<b>21</b>	Travel, conferences, and meetings . . . . .				
<b>22</b>	Printing and publications . . . . .				
<b>23</b>	Other expenses (attach schedule) . . . . .	5,974	2,987		2,987
<b>24</b>	<b>Total operating and administrative expenses. Add lines 13 through 23 . . . . .</b>	<b>36,478</b>	<b>18,239</b>		<b>18,239</b>
<b>25</b>	Contributions, gifts, grants paid . . . . .	1,198,381			1,198,381
<b>26</b>	<b>Total expenses and disbursements. Add lines 24 and 25 . . . . .</b>	<b>1,234,859</b>	<b>18,239</b>		<b>1,216,620</b>
<b>27</b>	Subtract line 26 from line 12 . . . . .				
<b>a</b>	Excess of revenue over expenses and disbursements . . . . .	1,519,498			
<b>b</b>	Net investment income (if negative, enter -0-) . . . . .		336,116		
<b>c</b>	Adjusted net income (if negative, enter -0-) . . . . .				



<b>Part II Balance Sheets</b>		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		
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		744,847	685,211	685,211
	2	Savings and temporary cash investments . . . . .		1,193,647	407,669	407,669
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) . . . . .	564,261	336,813	1,165,880	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	3,422,209	6,014,769	6,320,574	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	5,924,964	7,444,462	8,579,334		
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/></b> <b>check here and complete lines 27 through 31.</b>					
	27	Capital stock, trust principal, or current funds . . . . .	2,307,302	3,508,921		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .	3,618,662	3,935,541		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,924,964	7,444,462		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,924,964	7,444,462		

**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) . . . . .	<b>1</b>	5,924,964
2	Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,519,498
3	Other increases not included in line 2 (itemize) ▶	<b>3</b>	
4	Add lines 1, 2, and 3 . . . . .	<b>4</b>	7,444,462
5	Decreases not included in line 2 (itemize) ▶	<b>5</b>	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	<b>6</b>	7,444,462

**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.)
<b>1a</b> SEE ATTACHED SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	151,115	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>		

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

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

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

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

☐ Yes ☒ No

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

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,267,327	4,726,927	0.2681
2011	1,773,979	4,670,525	0.3798
2010	1,869,871	5,702,898	0.3279
2009	1,549,486	5,751,848	0.2694
2008	1,273,810	7,089,040	0.1797
<b>2</b> Total of line 1, column (d)			<b>2</b> 1.4249
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0.2850
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			<b>4</b> 7,590,410
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,163,267
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 3,361
<b>7</b> Add lines 5 and 6			<b>7</b> 2,166,628
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			<b>8</b> 1,216,620

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
<b>b</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 . . . . .	<b>1</b>	6,722
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	6,722
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	<b>4</b>	
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	6,722
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	<b>6a</b>	4,162
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	4,162
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	<b>9</b>	2,560
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> <b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> 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		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	N	A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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? . . . . .	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>ROBERT E. RICH, JR.</u> Telephone no <u>716-878-8000</u> Located at <u>ONE ROBERT RICH WAY, P.O. BOX 245 BUFFALO, NY</u> ZIP+4 <u>14240-0245</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N A
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 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years <u></u> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 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 2013.)	3b	N A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐**5b** N AOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**7b** N A**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE				

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

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

**Total** number of other employees paid over \$50,000 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . .		▶

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

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

	Expenses
<b>1</b> NONE	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b> NONE	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,238,492
<b>b</b>	Average of monthly cash balances	<b>1b</b>	467,508
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	7,706,000
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	7,706,000
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	115,590
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	7,590,410
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	379,521

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	379,521
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	6,722
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	6,722
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	372,799
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	372,799
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	372,799

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,216,620
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,216,620
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,216,620

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				372,799
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . . 922,016				
<b>b</b> From 2009 . . . . . 1,262,548				
<b>c</b> From 2010 . . . . . 1,586,286				
<b>d</b> From 2011 . . . . . 1,542,516				
<b>e</b> From 2012 . . . . . 1,035,393				
<b>f</b> Total of lines 3a through e . . . . .	6,348,759			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,216,620				
<b>a</b> Applied to 2012, but not more than line 2a . . .				
<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 2013 distributable amount . . . . .				372,799
<b>e</b> Remaining amount distributed out of corpus . .	843,821			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,192,580			
<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 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
<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 2008 not applied on line 5 or line 7 (see instructions) . . .	922,016			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	6,270,564			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . 1,262,548				
<b>b</b> Excess from 2010 . . . 1,586,286				
<b>c</b> Excess from 2011 . . . 1,542,516				
<b>d</b> Excess from 2012 . . . 1,035,393				
<b>e</b> Excess from 2013 . . . 843,821				

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

ROBERT E. RICH, JR. C/O RICH FAMILY FOUNDATION, P.O. BOX 245, BUFFALO, NY 14240-0245

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

BY FORMAL LETTER REQUEST

**c** Any submission deadlines:

APPLICATION (LETTER REQUEST) ACCEPTED AT ANY TIME

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

NO RESTRICTIONS IF FROM BONAFAIDE CHARITABLE CONTRIBUTIONS

**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 ATTACHED SCHEDULE				1,198,381
<b>Total</b> . . . . .			▶ <b>3a</b>	1,198,381
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

**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 instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments . . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities . . . . .			14	203,240	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property . . . . .					
<b>b</b> Not debt-financed property . . . . .					
<b>6</b> Net rental income or (loss) from personal property .					
<b>7</b> Other investment income . . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	151,115	
<b>9</b> Net income or (loss) from special events . . . . .					
<b>10</b> Gross profit or (loss) from sales of inventory . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> INTEREST FROM REFUND			14	2	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) . . . . .				354,357	
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .				13	354,357

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

**1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X

[illegible]

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Signature of officer or trustee

**TREASURER**

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

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

## Schedule of Contributors

OMB No 1545-0047

**2013**

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

Name of the organization

Employer identification number

Rich Family Foundation

16-6026199

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

### General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

### Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> Rich Family Foundation	<b>Employer identification number</b> 16-6026199
---	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	RICH PRODUCTS CORPORATION ONE ROBERT RICH WAY, PO BOX 245 BUFFALO, NY 14240-0245	\$ 2,400,000.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Name of organization

Rich Family Foundation

Employer identification number

16-6026199

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

Name of organization

Employer identification number

Rich Family Foundation

16-6026199

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

Schedule D						
Contributions Paid						

-7-

Schedule D						
Contributions Paid						
	Check		If Individual,	If Foundation,	Purpose of	
Date	Number	Name and Address	Relationship	Status	Contribution	Amount
11/08/13	1125	Food Allergy Research & Education, Inc , McLean VA	N/A	N/A	Memorial Donation	500 00
11/08/13	1126	Williams College Alumni Fund, Williamstown, MA	N/A	N/A	Annual Donation	3,000 00
12/05/13	1127	Glendale Armenian Church of the Nazarene, Glendale, CA	N/A	Public	Annual Donation	1,000 00
12/18/13	1128	Canisius College, Buffalo, NY	N/A	N/A	Annual Donation	5,000 00
12/18/13	1129	Guides Trust Foundation (The Don Hawley Foundation), Islamorada, FL	N/A	Public	Annual Donation	1,000 00
12/18/13	1130	Research Foundation of SUNY at Buffalo State College, Buffalo, NY	N/A	Public	General Donation	2,000 00
12/18/13	1131	Women's & Children's Hospital of Buffalo Foundation, Buffalo, NY	N/A	Public	Corporate Sponsorship	2,500 00
12/23/13	1132	WNY United Against Drug & Alcohol Abuse Foundation, Cheektowaga, NY	N/A	Public	Monthly Donation	3,000 00
						1,198,380 98

RICH FAMILY FOUNDATION  
2013  
FORM 990PF

PART I-LINE 1-CONTRIBUTIONS RECEIVED

RICH PRODUCTS CORPORATION	2,400,000
	<u>2,400,000</u>

	NET INV.	CHARITABLE
<u>PER BOOKS</u>	<u>INCOME</u>	<u>ACTIVITIES</u>

PART I-LINE 16c-OTHER PROFESSIONAL FEES

INVESTMENT FEES	30,504	15,252	15,252
	<u>30,504</u>	<u>15,252</u>	<u>15,252</u>

PART I-LINE 23-OTHER EXPENSES

BANK CHARGES	136	68	68
IRS EXCISE TAX	5,838	2,919	2,919
	<u>5,974</u>	<u>2,987</u>	<u>2,987</u>

RICH FAMILY FOUNDATION

2013  
FORM 990PF

	BEG OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FAIR MKT VAL
<u>PART II-LINE 10B-CORPORATE STOCK</u>			
ABBOTT LABS - 500 SH	23,048	5,538	19,165
ABBVIE INC - 1000 SH	0	11,973	52,810
AGILENT TECHNOLOGIES - 800 SH	28,610	0	0
AMERICAN INTERNATIONAL GROUP NEW - 25 SH	28,518	28,518	1,276
AMERICAN INTERNATIONAL GROUP WARRENTS - 13	211	211	263
AMGEN, INC - 2,000 SH	26,353	26,353	228,160
AT&T CORP NEW - 116 SH	5,360	0	0
ATMEL CORP - 4,000 SH	25,739	0	0
BAXTER INTERNATIONAL - 500 SH	14,861	0	0
BRISTOL MYERS SQUIBB - 750 SH	34,951	0	0
COLGATE PALMOLIVE - 2,000 SH	51,170	51,170	130,420
COMCAST CORP NEW - 1,125 SH	24,395	0	0
CORNING, INC - 1,500 SH	12,784	12,784	26,730
DUPONT E I DE NEMOURS - 1,000 SH	10,151	0	0
EASTMAN CHEMICAL - 1500 SH	41,461	41,461	121,050
FRONTIER COMMUNICATIONS - 180 SH	298	298	837
GENERAL ELECTRIC - 500 SH	17,662	0	0
HEWLETT PACKARD - 1,000 SH	291	0	0
INTEL CORP - 1,600 SH	12,900	12,900	41,528
IBM CORP - 750 SH	64,015	64,015	140,677
INTERNATIONAL PAPER - 500 SH	16,822	0	0
INTERPUBLIC GROUP OF COMPANIES - 1,500 SH	18,955	0	0
JDS UNIPHASE - 31 SH	9,915	9,915	403
JOHNSON & JOHNSON - 600 SH	17,394	17,394	54,954
MERCK & CO, INC NEW - 500 SH	15,479	15,479	25,025
PFIZER, INC - 10,000 SH	30,687	30,687	306,300
PROCTER & GAMBLE - 200 SH	8,117	8,117	16,282
VERIZON COMMUNICATIONS - 750 SH	24,114	0	0
TOTALS	564,261	336,813	1,165,880

PART II-LINE 13-OTHER INVESTMENTS

DELAWARE INTERNATIONAL VALUE EQUITY FUND - 1,971 508 SH	31,412	0	0
GUGGENHEIM MULTI HEDGE FUND - 26 708 SH	538	538	615
SCHARF INVESTOR FUND - 12,536 375 SH	160,000	361,146	444,164
IQ HEDGE MULTI STRATEGY ETF - 7,000 SH	192,193	192,193	202,790
ISHARES MSCI ACWI ETF - 600 SH	0	121,141	126,764
ISHARES BARCLAYS TIPS BOND ETF - 1,300 SH	125,156	125,156	142,870
SPDR BARCLAYS INTER TERM TREASURY ETF - 1,000 SH	58,296	0	0
SPDR BARCLAYS AGGREGATE CAPITAL BOND ETF - 1,000 SH	54,054	54,054	56,400
SPDR GOLD TRUST ETF - 500 SH	59,148	0	0
SPDR INDEX SHARES ETF - 3,000 SH	0	100,615	97,950
VANGUARD DIV APPRECIATION ETF - 1,500 SH	83,678	83,678	112,860
VANGUARD TOTAL STOCK MARKET ETF - 3000 SH	213,309	213,309	287,760
LOOMIS SAYLES HIGH INCOME FUND - 55,767 975 SH	200,000	240,000	244,821
PIMCO EMERGING LOCAL BOND FUND - 26,645 264 SH	207,745	278,337	248,600
PIMCO FOREIGN BOND FUND - 28,167 902 SH	200,915	300,915	282,806
PIMCO TOTAL RETURN FUND - 147,296 882 SH	647,770	1,632,770	1,574,604
AMERICAN FUNDS EUROPACIFIC - 17,262 323 SH	430,000	680,000	845,509
COHEN & STEERS GLOBAL REALTY FUND - 5045 208 SH	100,000	218,000	228,346
GOLDMAN SACHS ABSOLUTE RETURN FUND - 45,523 509 SH	358,000	418,000	424,279
LAZARD GLOBAL LISTED INFRASTRUCTURE FUND - 18,090 870 SH	0	230,000	237,533
PIMCO COMMODITY REAL RETURN FUND - 20,349 558 SH	0	115,000	111,719
RS GLOBAL NATURAL RESOURCES FUND - 3,090 246 SH	0	120,000	110,507
VANGUARD INTERNATIONAL EXPLORER FUND - 5,217 467 SH	75,000	75,000	96,106
VANGUARD FTSE EMERGING MARKETS FUND - 10,782 SH	224,995	454,917	443,571
TOTALS	3,422,209	6,014,769	6,320,574

RICH FAMILY FOUNDATION

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PART IV 1e-CAPITAL GAINS AND LOSSES

(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) SALES PRICE	(F) DEPRECIATION ALLOWED	(G) COST OR BASIS	(H) GAIN/ LOSS
<u>SHORT TERM</u>							
DELAWARE INTL VALUE EQT - 25.42 SH.	P	12/21/2012	3/27/2013	316		409	(93)
				316		409	(93)
<u>LONG TERM</u>							
A T & T INC. NEW - 116 SH.	P	1/20/1994	2/12/2013	4,098		5,360	(1,262)
ABBOTT LABS - 500 SH.	P	5/28/1996	8/12/2013	17,937		5,537	12,400
AGILENT TECHNOLOGIES - 800 SH.	P	PRE 1992	3/27/2013	33,110		28,610	4,500
ATMEL CORP. - 4,000 SH.	P	8/21/1997	2/12/2013	26,434		25,739	695
BAXTER INTERNATIONAL - 500 SH.	P	1/20/2004	11/19/2013	34,552		14,861	19,691
BRISTOL MYERS SQUIBB - 750 SH.	P	2/27/2001	2/12/2013	27,599		34,951	(7,352)
COMCAST CORP. NEW - 1125 SH.	P	1/20/1994	8/12/2013	50,270		24,395	25,875
DELAWARE INTL VALUE EQT - 1206.74 SH.	P	5/24/2005	3/27/2013	15,024		19,410	(4,386)
DELAWARE INTL VALUE EQT - 739.29 SH.	P	VARIOUS	3/27/2013	9,205		11,891	(2,686)
DU PONT E I DE NEMOURS - 1000 SH.	P	PRE 1992	11/19/2013	61,583		10,151	51,432
GENERAL ELECTRIC - 500 SH.	P	8/26/2004	3/27/2013	11,491		17,662	(6,171)
HEWLETT PACKARD - 1000 SH.	P	PRE 1992	8/12/2013	26,693		291	26,402
INTERNATIONAL PAPER - 500 SH.	P	5/24/2005	8/12/2013	24,137		16,822	7,315
INTERPUBLIC GROUP OF COS - 1500 SH.	P	5/24/2005	3/27/2013	19,446		18,955	491
SPDR BARCLAYS INT TERM ETF - 1000 SH.	P	3/5/2009	3/27/2013	60,729		58,296	2,433
SPDR GOLD TRUST ETF - 500 SH.	P	7/19/2010	5/29/2013	67,076		59,148	7,928
VERIZON COMMUNICATIONS - 750 SH.	P	1/20/1994	11/19/2013	38,017		24,114	13,903
				527,401		370,833	151,208
				527,717		371,242	151,115

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PART VIII- INFORMATION ABOUT OFFICERS, DIRECTORS ...

(a) Name and address	(b) Title & Avg. hours/week	(c) Compensation	(d) Contributions to benefit plans	(e) Expense account
Robert E. Rich, Jr. P.O. Box 245, Buffalo, NY 14240	Chairman As required	0	0	0
Melinda Rich P.O. Box 245, Buffalo, NY 14240	President As required	0	0	0
Mary Pat O'Connor P.O. Box 245, Buffalo, NY 14240	Exec. Director & Secretary As required	0	0	0
Joseph W. Segarra P.O. Box 245, Buffalo, NY 14240	Treasurer As required	0	0	0