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**Return of Private Foundation**

Department of the Treasury  
Internal Revenue Service

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

, and ending

Name of foundation: **JUPITER RESEARCH FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **350 SECOND STREET**

Room/suite: **#6**

City or town, state or province, country, and ZIP or foreign postal code: **LOS ALTOS, CA 94022**

A Employer identification number: **20-0513215**

B Telephone number: **650-947-9920**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

H Check type of organization:  
 Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  
 Other taxable private foundation

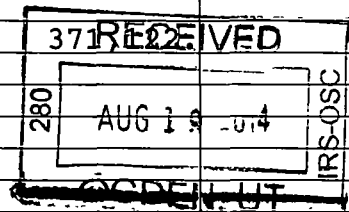
I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 3,712,189.**

J Accounting method:  
 Cash  
 Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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		1,769,857.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		228.	228.	228.	STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		371,122.			
b Gross sales price for all assets on line 6a		1,625,848.			
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		325,960.	0.	325,960.	STATEMENT 2
12 Total Add lines 1 through 11		2,467,167.	371,350.	326,188.	
13 Compensation of officers, directors, trustees, etc		110,000.	0.	0.	110,000.
14 Other employee salaries and wages		1,117,521.	0.	0.	1,117,521.
15 Pension plans, employee benefits		148,607.	0.	0.	148,607.
16a Legal fees STMT 3		14,133.	0.	0.	14,133.
b Accounting fees STMT 4		138.	0.	0.	138.
c Other professional fees STMT 5		164,629.	0.	0.	164,629.
17 Interest		754.	0.	0.	754.
18 Taxes STMT 6		92,962.	0.	0.	92,962.
19 Depreciation and depletion		24,777.	0.	0.	
20 Occupancy		124,593.	0.	0.	124,593.
21 Travel, conferences, and meetings		20,094.	0.	0.	10,655.
22 Printing and publications					
23 Other expenses STMT 7		229,379.	0.	0.	229,379.
24 Total operating and administrative expenses. Add lines 13 through 23		2,047,587.	0.	0.	2,013,371.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements Add lines 24 and 25		2,047,587.	0.	0.	2,013,371.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		419,580.			
b Net investment income (if negative, enter -0-)			371,350.		
c Adjusted net income (if negative, enter -0-)				326,188.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,786.	59,396.	59,396.
	2 Savings and temporary cash investments	228,009.	619,214.	619,214.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	51,602.	42,765.	42,765.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 10</b>	429,500.	423,000.	2,030,625.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ <b>871,566.</b>				
Less accumulated depreciation ▶	878,133.	871,566.	871,566.	
15 Other assets (describe ▶ <b>STATEMENT 11</b> )	81,025.	88,623.	88,623.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	<b>1,672,055.</b>	<b>2,104,564.</b>	<b>3,712,189.</b>	
Liabilities	17 Accounts payable and accrued expenses	1,946.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )	0.	0.	
	23 <b>Total liabilities</b> (add lines 17 through 22)	<b>1,946.</b>	<b>0.</b>	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31</b>			
	24 Unrestricted	1,670,109.	2,104,564.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>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 <b>Total net assets or fund balances</b>	<b>1,670,109.</b>	<b>2,104,564.</b>		
31 <b>Total liabilities and net assets/fund balances</b>	<b>1,672,055.</b>	<b>2,104,564.</b>		

**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	1,670,109.
2 Enter amount from Part I, line 27a	2	419,580.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 8</b>	3	21,375.
4 Add lines 1, 2, and 3	4	2,111,064.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 9</b>	5	6,500.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,104,564.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENT</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>1,625,848.</b>		<b>1,254,726.</b>	<b>371,122.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			
b			
c			
d			
e			<b>371,122.</b>

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	<b>371,122.</b>
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). If (loss), enter -0- in Part I, line 8	3	<b>0.</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	<b>1,945,924.</b>	<b>1,786,161.</b>	<b>1.089445</b>
2011	<b>1,633,231.</b>	<b>1,733,228.</b>	<b>.942306</b>
2010	<b>801,227.</b>	<b>1,448,853.</b>	<b>.553008</b>
2009	<b>501,620.</b>	<b>212,101.</b>	<b>2.365005</b>
2008	<b>398,174.</b>	<b>214,314.</b>	<b>1.857900</b>

2 Total of line 1, column (d)	2	<b>6.807664</b>
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	<b>1.361533</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	<b>2,505,132.</b>
5 Multiply line 4 by line 3	5	<b>3,410,820.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>3,714.</b>
7 Add lines 5 and 6	7	<b>3,414,534.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>2,013,371.</b>

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 instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	7,427.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	7,427.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	7,427.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,546.
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	14,546.
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>	9	
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	7,119.
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>7,119.</b>   <b>Refunded</b> <input type="checkbox"/> <b>0.</b>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
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.		
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
2		X
If "Yes," attach a detailed description of the activities.		
3		X
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		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
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?		
6	X	
7	X	
7 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		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
8b	X	
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		
9	X	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses <b>STMT 12</b>		

**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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.JUPITERFOUNDATION.ORG	X		
14	The books are in care of ► THE FOUNDATION Telephone no. ► 650-947-9920 Located at ► 350 SECOND STREET, LOS ALTOS, CA ZIP+4 ► 94022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
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 ►		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	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?  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)? **N/A**  **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**  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? **6b**  Yes  No **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? **N/A** **7b**

**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.**

(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 STATEMENT 13		110,000.	0.	0.

**2 Compensation of five highest-paid employees (other than those included on line 1). 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
TIMOTHY RICHARDSON 2940 STROTMAN CT, GILROY, CA 95020	BUSINESS DEVELOPMENT 40.00	277,500.	0.	0.
KEVIN REA - 314 WALNUT STREET, MENLO PARK, CA 94025	SOFTWARE ENGINEER 40.00	180,480.	0.	0.
WILLIAM STUTZ 2368 YESLER CT, SAN JOSE, CA 95131	CHIEF SCIENTIST 40.00	175,000.	0.	0.
DIANE GOODWIN P O BOX 44340, KAMUELA, HI 96743	MANAGER, MARINE OPS 40.00	110,000.	0.	0.
BRUCE KAMOLNICK - 1040 NOBEL DRIVE, SANTA CRUZ, CA 95060	CFO 40.00	110,000.	0.	0.
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COPPERLESS NETWORKS-KURT KIESOW P O BO 8669, SAN JOSE, CA 95155	BUSINESS DEVELOPMENT	66,667.
RAVI MULAM 4841 TUSCAN CIRCLE, SAN JOSE, CA 95135	SOFTWARE CONSULTING	50,000.
SUNIEL THOMAS 710 5TH AVENUE, SAN FRANCISCO, CA 94118	BUSINESS DEVELOPMENT	44,000.
ADLER & COLVIN - 235 MONTGOMERY ST, SUITE 1220, SAN FRANCISCO, CA 94104	LEGAL SERVICES	12,963.
BENJAMIN CROCKETT 65-1222 PAKO PLACE, KAMUELA, HI 96743	WEB DEVELOPMENT	4,941.
Total number of others receiving over \$50,000 for professional services		0

**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 SEE STATEMENT 14	806,131.
2 ASSEMBLY, MAINTENANCE, AND DEPLOYMENT OF SPECIALIZED SONOBUOYS AND AUTONOMOUS MARITIME VEHICLES IN NEAR-SHORE WATERS OF HAWAII ISLAND.	371,124.
3 THIS PROJECT SEEKS TO EXPLORE AND ATTEMPT TO CHARACTERIZE THE NATURE OF COMPLEX ELECTRICAL WAVE PATTERNS OBSERVABLE IN ALL PLANT LIFE.	298,713.
4 DEVELOPMENT OF WEBSITE FOR PUBLIC FORUM, SCIENTIFIC FORUM, AND WORLDWIDE INTERFACE WITH SONOBUOYS AND AUTONOMOUS MARITIME VEHICLES. PROMOTION OF SAME.	8,529.

**Part IX-B** Summary of Program-Related Investments

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 instructions.	
3	
Total. Add lines 1 through 3	0.

**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>	2,019,047.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	524,234.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,543,281.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,543,281.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	38,149.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	2,505,132.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	125,257.

**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>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<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>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<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>	

**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>	2,013,371.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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>	2,013,371.
<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	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	2,013,371.

**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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				
<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:				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$				
<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				
<b>e</b> Remaining amount distributed out of corpus				
<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				
<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 instr.				
<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)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

**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 ▶ 07/22/05  
 b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	125,257.	89,308.	86,661.	642.	301,868.
b 85% of line 2a	106,468.	75,912.	73,662.	546.	256,588.
c Qualifying distributions from Part XII, line 4 for each year listed	2,013,371.	1,945,924.	1,633,231.	801,227.	6,393,753.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,013,371.	1,945,924.	1,633,231.	801,227.	6,393,753.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	83,505.	59,539.	57,774.	48,295.	249,113.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

**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).)  
**JOSEPH D. RIZZI**  
 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:  
**BRUCE KAMOLNICK, 650-947-9920**  
**350 2ND STREET, SUITE 6, LOS ALTOS, CA 94022**  
 b The form in which applications should be submitted and information and materials they should include:  
**ORGANIZATION IS AN OPERATING FDN AND DOESN'T ACCEPT UNSOLICITED REQUESTS.**  
 c Any submission deadlines:

**NONE**

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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>				
<b>NONE</b>				
<b>Total</b>			▶ <b>3a</b>	<b>0.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>			▶ <b>3b</b>	<b>0.</b>





JUPITER RESEARCH FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 400 SH PPG INDS	P	VARIOUS	01/29/13
b 115 SH SPDR GOLD	P	VARIOUS	01/29/13
c 12000 SH VERIZON	P	VARIOUS	01/29/13
d 3000 SH EXXON	P	VARIOUS	08/12/13
e 5610 SH SCHLUMBERGER	P	VARIOUS	10/29/13
f 2900 SH HESS CORP	P	VARIOUS	10/29/13
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 57,089.		26,080.	31,009.
b 18,467.		12,153.	6,314.
c 510,778.		323,280.	187,498.
d 274,111.		215,524.	58,587.
e 524,264.		462,184.	62,080.
f 241,139.		215,505.	25,634.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			31,009.
b			6,314.
c			187,498.
d			58,587.
e			62,080.
f			25,634.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	371,122.
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). If (loss), enter "-0-" in Part I, line 8 }	3	0.

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ 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).

OMB No 1545-0047

**2013**

Name of the organization

JUPITER RESEARCH FOUNDATION

Employer identification number

20-0513215

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization <b>JUPITER RESEARCH FOUNDATION</b>	Employer identification number <b>20-0513215</b>
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**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
1	JOSEPH D RIZZI P O BOX 2129 SANTA CRUZ, CA 950632129	\$ 515,131.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	JOSEPH D RIZZI P O BOX 2129 SANTA CRUZ, CA 950632129	\$ 586,334.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
3	JOSEPH D RIZZI P O BOX 2129 SANTA CRUZ, CA 950632129	\$ 274,111.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
4	JOSEPH D RIZZI P O BOX 2129 SANTA CRUZ, CA 950632129	\$ 765,403.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization

Employer identification number

**JUPITER RESEARCH FOUNDATION**

**20-0513215**

**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
2	SEE STATEMENT 15	\$ 586,334.	01/29/13
3	SEE ATTACHMENT A	\$ 274,111.	08/12/13
4	SEE ATTACHMENT A	\$ 765,403.	10/29/13
		\$	
		\$	
		\$	

Name of organization  <b>JUPITER RESEARCH FOUNDATION</b>	Employer identification number  <b>20-0513215</b>
--	---

**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) ▶ \$ \_\_\_\_\_  
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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY	228.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	228.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACADEMIC CONSULTING	325,960.	0.	325,960.
TOTAL TO FORM 990-PF, PART I, LINE 11	325,960.	0.	325,960.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ATTORNEY FEES	14,133.	0.	0.	14,133.
TO FM 990-PF, PG 1, LN 16A	14,133.	0.	0.	14,133.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	138.	0.	0.	138.
TO FORM 990-PF, PG 1, LN 16B	138.	0.	0.	138.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SCIENTIFIC RESEARCH & DEVELOPMENT	53,068.	0.	0.	53,068.	
CONTRACT OPS SUPPORT	111,561.	0.	0.	111,561.	
TO FORM 990-PF, PG 1, LN 16C	164,629.	0.	0.	164,629.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PERSONAL PROPERTY TAXES	831.	0.	0.	831.	
STATE TAXES	10.	0.	0.	10.	
FEDERAL TAX	10,000.	0.	0.	10,000.	
OTHER - AG, SALES, OTHER	120.	0.	0.	120.	
BUSINESS PROPERTY TAX	2,143.	0.	0.	2,143.	
PAYROLL TAXES	79,773.	0.	0.	79,773.	
LICENSES AND PERMITS	85.	0.	0.	85.	
TO FORM 990-PF, PG 1, LN 18	92,962.	0.	0.	92,962.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PARTS AND SUPPLIES	19,073.	0.	0.	19,073.	
MARINE OPERATIONS	16,693.	0.	0.	16,693.	
INTERNET SERVICES	7,515.	0.	0.	7,515.	
LAB SUPPLIES AND EQUIPMENT	8,093.	0.	0.	8,093.	
SHIPPING	1,590.	0.	0.	1,590.	
TECH SUPPORT	238.	0.	0.	238.	
TELEPHONE & TELECOMMUNICATIONS	5,192.	0.	0.	5,192.	
WEBSITE DEVELOPMENT AND HOSTING	8,529.	0.	0.	8,529.	
OFFICE EXPENSE	10,679.	0.	0.	10,679.	
BOOKS & SUBSCRIPTIONS	563.	0.	0.	563.	

BANK FEES	965.	0.	0.	965.
INSURANCE	116,408.	0.	0.	116,408.
SMALL TOOLS & EQUIPMENT	6,133.	0.	0.	6,133.
UTILITIES	10,530.	0.	0.	10,530.
SATCOM AND OPS CELL COM	23,825.	0.	0.	23,825.
REPAIR AND MAINTENANCE	1,097.	0.	0.	1,097.
PROMOTIONAL	17,855.	0.	0.	17,855.
PAYROLL EXPENSE	251.	0.	0.	251.
CONFERENCES	6,598.	0.	0.	6,598.
AUTO EXPENSE	254.	0.	0.	254.
EXTERNAL REIMB OF TRAVEL	<32,702.>	0.	0.	<32,702.>
TO FORM 990-PF, PG 1, LN 23	229,379.	0.	0.	229,379.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
EQUITY AJE FOR PRIVATELY HELD STOCK	21,375.
TOTAL TO FORM 990-PF, PART III, LINE 3	21,375.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
REDUCTION IN OWNERSHIP OF PRIVATELY HELD STOCK	6,500.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,500.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
LIQUID ROBOTICS COMMON SHS	423,000.	2,030,625.
TOTAL TO FORM 990-PF, PART II, LINE 10B	423,000.	2,030,625.



FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH D. RIZZI P O BOX 2129 SANTA CRUZ, CA 950632129	FOUNDING MEMBER, PRESIDENT 1.00	0.	0.	0.
BRUCE KAMOLNICK P O BOX 2129 SANTA CRUZ, CA 950632129	DIRECTOR, CFO 40.00	110,000.	0.	0.
WILLIAM STUTZ P O BOX 2129 SANTA CRUZ, CA 950632129	DIRECTOR 1.00	0.	0.	0.
TIMOTHY RICHARDSON P O BOX 2129 SANTA CRUZ, CA 950632129	DIRECTOR 1.00	0.	0.	0.
A. THAMPY THOMAS P O BOX 2129 SANTA CRUZ, CA 950632129	DIRECTOR 1.00	0.	0.	0.
JORGE DEL CALVO P O BOX 2129 SANTA CRUZ, CA 950632129	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		110,000.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY ONE

ENGINEERING, RESEARCH, DESIGN, AND DEVELOPMENT OF SPECIALIZED SONOBUOYS AND AUTONOMOUS MARITIME VEHICLES FOR OCEAN DEPLOYMENT TO TRANSMIT HUMPBACK WHALE SOUNDS AND SONGS AND IN SITU PHOTOGRAPHY FOR INDIVIDUAL AND COMPARATIVE ANALYSIS.

TO FORM 990-PF, PART IX-A, LINE 1

EXPENSES

806,131.

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SCHEDULE B

STATEMENT 15

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SEE ATTACHMENT A

SEE ATTACHMENT A

ATTACHMENT A - Jupiter Research Foundation 2013 Contributions/cash and non-cash EIN 20-0513215

2013 Jupiter Gains/Income analysis

SOLD	Security Description	Shares	Transfer		Proceeds	Per Date
			Basis	Xfr Gain		
1/29/2013	PPG INDUSTRIES	400	26,080	31,009	57,089	
1/29/2013	SPDR GOLD TRUST	115	12,153	6,314	18,467	
1/29/2013	VERIZON	12,000	323,280	187,498	510,778	586,334
8/12/2013	EXXON	3,000	215,524	58,587	274,111	274,111
10/29/2013	SCHLUMBERGER	5,610	462,184	62,080	524,264	
10/29/2013	HESS CORP	2,900	215,505	25,634	241,139	765,403
			<u>1,254,726</u>	<u>371,122</u>	<u>1,625,848</u>	<u>1,625,848</u>
	Total 2013 Cash contributions		<u>515,131</u>		<u>515,131</u>	<u>515,131</u>
	TOTAL CONTRIBUTIONS - 2013		<u>1,769,857</u>	***	<u>2,140,978</u>	<u>2,140,978</u>

\*\*\* Note: Although gross contributions for 2013 were \$2,140,978, we reported \$1,769,857 contributions on Line 1 of 990-PF page 1, and the remaining \$371,122 of contributions on line 6a, since contributed property was immediately sold upon being contributed to the Foundation