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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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. By law, the IRS cannot redact the information on the form.
 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation RUPP ROBERT A TR UW	A Employer identification number 23-6706769						
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1100 WEHRLE DRIVE 2ND FLOOR	B Telephone number (see instructions) (716) 842-5506						
City or town, state or province, country, and ZIP or foreign postal code BUFFALO, NY 14221	C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="width:100%; border: none;"> <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	D 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						
H Check type of organization: <table style="width:100%; border: none;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
<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					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 223,013	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> <td><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis.)	<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____				
<input type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____					

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	3,883	3,883		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,992			
	b Gross sales price for all assets on line 6a 118,245				
	7 Capital gain net income (from Part IV, line 2)		17,992		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		21,875	21,875		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,211	3,211		
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	182	62		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,393	3,273	0	0
	25 Contributions, gifts, grants paid	8,000			8,000
26 Total expenses and disbursements. Add lines 24 and 25	11,393	3,273	0	8,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,482				
b Net investment income (if negative, enter -0-)		18,602			
c Adjusted net income (if negative, enter -0-)			0		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	288	6,287	6,287	
	2 Savings and temporary cash investments	3,893			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0	
	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 ▶ _____ 0				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	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)	180,665	189,071	216,726	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	184,846	195,358	223,013		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	184,846	195,358			
28 Paid-in or capital surplus, or land, bldg, and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	184,846	195,358			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	184,846	195,358			

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	184,846
2	Enter amount from Part I, line 27a	2	10,482
3	Other increases not included in line 2 (itemize) ▶ _____	3	47
4	Add lines 1, 2, and 3	4	195,375
5	Decreases not included in line 2 (itemize) ▶ _____	5	17
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	195,358

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,992
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	8,000	198,566	0.040289
2011	8,000	205,186	0.038989
2010	8,000	179,616	0.044539
2009	8,000	172,430	0.046396
2008	11,977	207,038	0.057849
2	Total of line 1, column (d).		2 0.228062
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.045612
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 210,122
5	Multiply line 4 by line 3.		5 9,584
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 186
7	Add lines 5 and 6.		7 9,770
8	Enter qualifying distributions from Part XII, line 4.		8 8,000

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

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

Table with 11 main rows and sub-rows (a-e) for credits/payments. Includes columns for line numbers and amounts. Total tax due is 304.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, unrelated business income, and substantial contributors. Includes Yes/No columns.

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 No
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 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address
14 The books are in care of M AND T BANK Telephone no (716) 842-5506
Located at 1100 WEHRLE DRIVE 2ND FLOOR BUFFALO NY ZIP +4 14221
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
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? 16 Yes No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. 1b
Organizations relying on a current notice regarding disaster assistance check here.
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 No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. Yes No
If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions). 2b No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No
b If "Yes," did it have excess business holdings in 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
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 (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
M AND T BANK 1100 WEHRLE DRIVE 2ND FLOOR BUFFALO, NY 14221	TRUSTEE 1	3,211		

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

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

Total number of other employees paid over \$50,000. 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	▶	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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	205,766
b	Average of monthly cash balances.	1b	7,556
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	213,322
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	213,322
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,200
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	210,122
6	Minimum investment return. Enter 5% of line 5.	6	10,506

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

1	Minimum investment return from Part X, line 6.	1	10,506
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	372
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	372
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	10,134
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	10,134
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	10,134

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	8,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,000

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
1 Distributable amount for 2013 from Part XI, line 7				10,134
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			7,284	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	0			
b From 2009.	0			
c From 2010.	0			
d From 2011.	0			
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>8,000</u>				
a Applied to 2012, but not more than line 2a			7,284	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				716
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				9,418
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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

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

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2a 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 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ALBRIGHT COLLEGE C/O WILLIAM WOOD VICE PRESIDENT ADMINISTRATION FINANCIAL SERVICE READING, PA 196125234	NONE	PC	SUPPORT	2,000
HAMBURG BOROUGH PARK C/O MARISA C LENCESKI MANAGER 61 N THIRD ST HAMBURG, PA 19526	NONE	PC	SUPPORT	2,000
FIRST REFORMED CHURCH UCC HAMBURG ATTN SHEILA D DUNKLE VICE PRES 76 S 3RD ST HAMBURG, PA 19526	NONE	PC	SUPPORT	2,000
VAUX MASONIC TEMPLE ASSOC C/O TREASURER P O BOX 24 HAMBURG, PA 19526	NONE	PC	SUPPORT	2,000
Total				8,000
b Approved for future payment				
Total				3b

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
792 959 ABERDEEN GLBL HIGH INC CL I		2012-01-19	2013-01-24
15 544 ABERDEEN GLBL HIGH INC CL I		2012-09-06	2013-01-24
12 384 ABERDEEN GLBL HIGH INC CL I		2012-03-16	2013-01-24
1 519 GUINNESS ATKINSON CHINA HONG KONG FD		2011-12-29	2013-01-24
6 743 HARBOR INTERNATIONAL FUND #11		2011-10-20	2013-01-24
2 ISHARES HIGH DIVIDEND ETF		2012-03-16	2013-01-24
58 ISHARES HIGH DIVIDEND ETF		2012-01-19	2013-01-24
34 ISHARES HIGH DIVIDEND ETF		2012-11-05	2013-01-24
6 929 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2013-01-24
20 882 LITMAN GREGORY MSTRS INTL FD CL-INST		2011-10-20	2013-01-24
3 028 RS GLOBAL NATURAL RESOURCES FUND		2011-11-18	2013-01-24
114 VANGUARD FTSE DEVELOPED MARKET ETF		2012-11-05	2013-01-24
1 662 WILMINGTON MULTI-MGR REAL ASSET - I		2012-01-20	2013-01-24
15 586 WILMINGTON SMALL CAP GROWTH FUND -I		2007-08-27	2013-01-24
46 13 WILMINGTON MID CAP GROWTH FUND -I		2012-01-19	2013-01-24
153 154 WILMINGTON LARGE CAP GROWTH FUND -I		2011-12-02	2013-01-24
25 762 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-01-24
64 019 LSV VALUE EQUITY FUND STRATEGY		2010-11-17	2013-05-03
13 274 T ROWE PRICE LRG CAP GROWTH FD INST		2008-02-12	2013-05-03
46 787 LAZARD EMRG MARKETS EQUITY FD CL-I		2008-02-12	2013-05-03
9 515 MORGAN STANLEY FOCUS GROWTH FD CL-I		2011-11-18	2013-05-03
2 899 RS GLOBAL NATURAL RESOURCES FUND		2012-07-26	2013-05-03
32 887 RS GLOBAL NATURAL RESOURCES FUND		2012-12-14	2013-05-03
39 843 RS GLOBAL NATURAL RESOURCES FUND		2012-03-16	2013-05-03
2 75 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2007-08-27	2013-05-03
21 818 WILMINGTON MULTI-MGR REAL ASSET - I		2012-03-16	2013-05-03
193 572 WILMINGTON LARGE CAP GROWTH FUND -I		2010-11-17	2013-05-03
158 356 WILMINGTON LARGE CAP VALUE FUND -I		2011-10-20	2013-05-03
44 773 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2013-05-03
2 705 WILMINGTON BROAD MARKET BOND FUND -I		2010-11-17	2013-05-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
222 607 LSV VALUE EQUITY FUND STRATEGY		2012-07-26	2013-11-04
10 465 DREYFUS INTERNATIONAL BOND CL I		2013-05-03	2013-11-04
232 365 DREYFUS INTERNATIONAL BOND CL I		2012-09-06	2013-11-04
13 611 FEDERATED ULTRA SHORT BOND CL I		2013-05-03	2013-11-04
438 444 FEDERATED ULTRA SHORT BOND CL I		2012-09-06	2013-11-04
3 224 GUINNESS ATKINSON CHINA HONG KONG FD		2013-05-03	2013-11-04
33 969 GUINNESS ATKINSON CHINA HONG KONG FD		2012-09-06	2013-11-04
90 813 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-12-24	2013-11-04
280 836 LAZARD EMRG MARKETS EQUITY FD CL-I		2012-07-26	2013-11-04
45 851 MFS EMERGING MARKETS DEBT FUND - I		2012-09-06	2013-11-04
3 097 MORGAN STANLEY FOCUS GROWTH FD CL-I		2012-05-04	2013-11-04
105 805 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2013-01-24	2013-11-04
671 936 RIDGEWORTH SEIX FLTNG RT HI INC FD I		2012-09-06	2013-11-04
325 406 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2013-05-03	2013-11-04
210 634 TIAA-CREF MID-CAP VALUE FD RETAIL CL		2012-07-26	2013-11-04
863 237 WILMINGTON SHORT-TERM CORP BOND -I		2012-09-06	2013-11-04
24 287 WILMINGTON SMALL CAP GROWTH FUND -I		2013-05-03	2013-11-04
253 219 WILMINGTON SMALL CAP GROWTH FUND -I		2012-07-26	2013-11-04
24 57 WILMINGTON MID CAP GROWTH FUND -I		2012-05-04	2013-11-04
73 807 WILMINGTON LARGE CAP GROWTH FUND -I		2012-12-04	2013-11-04
360 958 WILMINGTON LARGE CAP GROWTH FUND -I		2012-07-26	2013-11-04
37 686 WILMINGTON LARGE CAP VALUE FUND -I		2012-11-05	2013-11-04
571 903 WILMINGTON LARGE CAP VALUE FUND -I		2012-07-26	2013-11-04
10 74 WILMINGTON MULTI-MGR INTERNATIONAL-I		2008-08-26	2013-11-04
1358 962 WILMINGTON BROAD MARKET BOND FUND -I		2012-09-06	2013-11-04
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
8,041		7,595	446
158		152	6
126		121	5
46		40	6
429		337	92
123		115	8
3,556		3,210	346
2,085		2,068	17
137		153	-16
324		269	55
116		110	6
4,118		3,791	327
25		23	2
282		309	-27
725		683	42
1,256		1,229	27
285		265	20
1,149		825	324
279		186	93
922		1,034	-112
417		336	81
112		103	9
1,268		1,205	63
1,537		1,280	257
25		26	-1
341		304	37
1,700		1,552	148
1,859		1,326	533
330		357	-27
27		27	

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,579		2,949	1,630
173		181	-8
3,846		3,763	83
125		126	-1
4,016		4,013	3
99		91	8
1,040		943	97
1,815		1,802	13
5,614		4,488	1,126
681		672	9
169		124	45
958		956	2
6,081		5,768	313
7,543		6,184	1,359
4,883		3,621	1,262
8,891		8,842	49
551		463	88
5,743		4,266	1,477
462		369	93
736		581	155
3,599		2,633	966
477		393	84
7,235		4,502	2,733
82		86	-4
13,182		13,406	-224
			3,867

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			446
			6
			5
			6
			92
			8
			346
			17
			-16
			55
			6
			327
			2
			-27
			42
			27
			20
			324
			93
			-112
			81
			9
			63
			257
			-1
			37
			148
			533
			-27

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,630
			-8
			83
			-1
			3
			8
			97
			13
			1,126
			9
			45
			2
			313
			1,359
			1,262
			49
			88
			1,477
			93
			155
			966
			84
			2,733
			-4
			-224

TY 2013 Investments - Other Schedule**Name:** RUPP ROBERT A TR UW**EIN:** 23-6706769

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
T ROWE PRICE INS. LG CAP GR FD	AT COST	5,444	9,168
HARBOR INTL FUND	AT COST	10,344	15,246
LAZARD EMERGING MKTS			
RIDGEWORTH SEIX FLOATING RATE	AT COST	5,385	5,397
GUINNESS ATKINSON CHINA & HK			
DREYFUS INTL BOND FUND			
MFS EMERGING MKTS DEBT FUND	AT COST	10,724	10,554
ARTIO GLOBAL HI INCOME			
LSV VALUE EQUITY FUND	AT COST	7,480	11,414
MORGAN STANLEY FOCUS GROWTH	AT COST	9,693	14,070
RS GLOBAL NATURAL RESOURCES			
DWS FLOATING RATE PLUS	AT COST	5,391	5,391
FEDERATED ULTRA SHORT			
LITMAN GREGORY MASTERS INTL	AT COST	6,560	9,437
WILMINGTON BROAD MARKET BD FD	AT COST	12,475	12,818
WILMINGTON SHORT TERM CORP BD	AT COST	6,463	6,680
TIAA-CREF MID CAP VALUE FD			
WILMINGTON LARGE CAP GROWTH FD			
WILMINGTON LARGE CAP VALUE FD			
WILMINGTON MID CAP GROWTH FD	AT COST	8,956	12,731
WILMINGTON MULTI-MANAGER REAL	AT COST	10,604	10,785
WILMINGTON SMALL CAP GROWTH FD			
VANGUARD MSCI EAFE			
WILMINGTON MULTI-MANAGER INTL	AT COST	16,395	19,971
ISHARES HIGH DIVIDEND EQUITY			
FPA NEW INCOME FUND	AT COST	4,744	4,703
SCOUT UNCONSTRAINED BOND FD	AT COST	11,501	11,481
DIAMOND HILL LGE CAP FUND	AT COST	11,206	11,115
MORGAN STANLEY SM CO GROWTH	AT COST	9,483	9,300
STERLING CAPITAL MID CAP VALUE	AT COST	12,809	12,725

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILMINGTON MUL MGR ALTERNATIVE	AT COST	10,907	10,897
MFS INTL NEW DISCOVERY FUND	AT COST	7,763	7,868
ISHARES RUSSELL 2000 VALUE ETF	AT COST	4,744	4,975

TY 2013 Other Decreases Schedule

Name: RUPP ROBERT A TR UW

EIN: 23-6706769

Description	Amount
ROUNDING	5
RETURN OF CAPITAL ADJUSTMENT	12

TY 2013 Other Increases Schedule

Name: RUPP ROBERT A TR UW

EIN: 23-6706769

Description	Amount
MUTUAL FUND ADJUSTMENT	47

TY 2013 Taxes Schedule

Name: RUPP ROBERT A TR UW

EIN: 23-6706769

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES PRIOR YEAR BALAN	52	0		0
FEDERAL ESTIMATED TAX DEPOSITS	68	0		0
FOREIGN TAXES ON QUALIFIED FOR	35	35		0
FOREIGN TAXES ON NONQUALIFIED	27	27		0