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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE RICHARD W RUPP FOUNDATION		A Employer identification number  16-1551594	
Number and street (or P O box number if mail is not delivered to street address) 5214 MAIN STREET SUITE 200		B Telephone number (see instructions)  (716) 634-2722	
City or town, state or province, country, and ZIP or foreign postal code WILLIAMSVILLE, NY 14221		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,190,323		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments	21	21		
	4 Dividends and interest from securities. . . . .	157,238	157,238		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	375,920			
	b Gross sales price for all assets on line 6a 1,550,466				
	7 Capital gain net income (from Part IV, line 2) . . .		375,920		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	10,652	10,652		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	543,831	543,831		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	125,700	78,562		47,138
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	19,428	17,485		1,943
	b Accounting fees (attach schedule) . . . . .	4,200	3,780		420
	c Other professional fees (attach schedule) . . . . .	192	192		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . .	12,067	12,067		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	459	287		172
	22 Printing and publications . . . . .	299	299		
	23 Other expenses (attach schedule) . . . . .	979	836		143
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	163,324	113,508		49,816
	25 Contributions, gifts, grants paid . . . . .	420,000			420,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	583,324	113,508		469,816
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-39,493			
	b <b>Net investment income</b> (if negative, enter -0-)		430,323		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	27,450	1,549	1,549
	2	Savings and temporary cash investments . . . . .	531,031	838,247	838,247
	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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	7,883	26,240	26,240
	c	Investments—corporate bonds (attach schedule). . . . .	1,402,086	986,275	986,275
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	8,349,609	8,338,012	8,338,012
	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)	10,318,059	10,190,323	10,190,323	
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	10,318,059	10,190,323	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions) . . . . .	10,318,059	10,190,323	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	10,318,059	10,190,323	

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) . . . . .	110,318,059
2	Enter amount from Part I, line 27a . . . . .	-39,493
3	Other increases not included in line 2 (itemize) ▶ _____	-88,243
4	Add lines 1, 2, and 3 . . . . .	10,190,323
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	10,190,323

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) 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	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	375,920
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	1,258

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 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))
2013	468,508	9,584,554	0 048882
2012	460,606	8,863,808	0 051965
2011	438,901	9,170,931	0 047858
2010	386,738	8,848,178	0 043708
2009	377,802	8,284,167	0 045605

2	Total of line 1, column (d). . . . .	2	0 238018
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 047604
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	10,208,171
5	Multiply line 4 by line 3. . . . .	5	485,950
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	4,303
7	Add lines 5 and 6. . . . .	7	490,253
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	469,816

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
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	8,606
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2. . . . .		3	8,606
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	8,606
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,840	
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	6,840
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	1,766
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded		11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> . . . .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . . . .	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 N/A				
14	The books are in care of ARCARA ZUCARELLI LENDA STRAKA CPA Telephone no (716) 634-2722 Located at 5214 MAIN STREET SUITE 200 WILLIAMSVILLE NY ZIP+4 14221			
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.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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		
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 2014 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 2014.).	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 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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 4945(d)(4)(A)? (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

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?

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

No

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?

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
See Additional Data Table				

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

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

## Part IX-A Summary of Direct Charitable Activities

1	
2	
3	
4	

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	

[illegible]



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	9,628,773
b	Average of monthly cash balances. . . . .	1b	734,852
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	10,363,625
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	
3	Subtract line 2 from line 1d. . . . .	3	10,363,625
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	155,454
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,208,171
6	Minimum investment return. Enter 5% of line 5. . . . .	6	510,409

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	510,409
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	8,606
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	8,606
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	501,803
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	501,803
6	Deduction from distributable amount (see instructions). . . . .	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	501,803

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	469,816
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	469,816
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	469,816
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				501,803
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only. . . . .			399,542	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009. . . . .				
b From 2010. . . . .				
c From 2011. . . . .				
d From 2012. . . . .				
e From 2013. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 469,816				
a Applied to 2013, but not more than line 2a			399,542	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .				
c Treated as distributions out of corpus (Election required—see instructions). . . . .				
d Applied to 2014 distributable amount. . . . .				70,274
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
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. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				431,529
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

## Part XIV

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4942(j)(3) or 4942(j)(5)

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

### 1 Information Regarding Foundation Managers:

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

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.

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

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	420,000
b Approved for future payment				
Total . . . . .			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

<b>1</b> 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?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash. . . . .		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	*****	2015-05-12	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
	Signature of officer or trustee	Date	Title	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name DIANE STRAKA	Preparer's Signature	Date 2015-05-13	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00165826
	Firm's name <input checked="" type="checkbox"/> ARCARA ZUCARELLI LENDA & STRAKA CPAS PC			Firm's EIN <input checked="" type="checkbox"/> 47-1793720	
	Firm's address <input checked="" type="checkbox"/> 5214 MAIN ST STE 200 WILLIAMSVILLE, NY 14221			Phone no (716) 634-2722	

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 )
UBS AG TRIGGER YON DOW 4/29/14 5 75%	P		
SUN TRUST BANK CD DJUBS, DUE 09/30/1	P		
UBS AG TRIGGER YON GE 8/29/14 6 04%	P		
UBS AG PERF SEC V10 CURRENCY INDE	P		
UBS AG TRIGGER YON X 4/30/14 6 53%	P		
UBS AG TRIGGER YON SLW 06/02/14 6 11	P		
UBS AG TRIGGER YON GNW 06/02/14 6 23	P		
BARCLAYS BANK PLC TRIGGER PAOS MRK 1	P		
ISHARES TRUST RUSSELL 2000 VALUE IND	P		
POWERSHARES EXCHANGE-TRADED FD TR II	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)
24,968		24,968	
100,000		127,925	-27,925
24,984		24,984	
22,409		24,999	-2,590
24,985		24,985	
24,986		24,986	
25,000		25,000	
25,000		25,000	
24,364		14,255	10,109
25,605		25,314	291

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	
			-27,925
			-2,590
			10,109
			291

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 )
AMERICAN FUNDS GROWTH FUND OF AMERIC	P		
COLUMBIA ACORN FUND CLASS A	P		
DREYFUS EMERGING ASIA FUND CLASS A	P		
HSBC FIN CORP INTERNOTES, 4 700%, DU	P		
JPMORGAN CHASE & CO 5 125% DUE 9/15/	P		
MERRILL LYNCH & CO INC , 5 450%, DUE	P		
M&T CAPITAL TRUST IV 8 500% DUE 01/3	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)
250,000		189,239	60,761
75,000		66,636	8,364
50,497		75,016	-24,519
100,000		100,000	
200,000		198,846	1,154
150,000		149,033	967
50,000		53,360	-3,360

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	
			60,761
			8,364
			-24,519
			1,154
			967
			-3,360




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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTINA D RUPP	DIRECTOR 10 00	40,000	0	0
5214 MAIN STREET SUITE 200 WILLIAMSVILLE,NY 14221				
SUSAN S RUPP	DIRECTOR 10 00	40,000	0	0
5214 MAIN STREET SUITE 200 WILLIAMSVILLE,NY 14221				
WILLIAM R RUPP	DIRECTOR 10 00	40,000	0	0
5214 MAIN STREET SUITE 200 WILLIAMSVILLE,NY 14221				
PETER J BREVORKA	DIRECTOR 5 00	0	0	0
5214 MAIN STREET SUITE 200 WILLIAMSVILLE,NY 14221				
CHESTER E BORCZYNSKI	DIRECTOR 2 00	5,700	0	0
5214 MAIN STREET SUITE 200 WILLIAMSVILLE,NY 14221				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
ACLU OF N CAROLINA LEGAL FDN PO BOX 28004 RALEIGH,NC 27611	NONE	EXEMPT	GENERAL	2,500
AMAZON WATCH 221 PINE ST4TH FLOOR SAN FRANCISCO,CA 94104	NONE	EXEMPT	GENERAL	23,000
ART STUDIO OF WESTERN NEW YORK INC 2495 MAIN STREET SUITE 5 BUFFALO,NY 14214	NONE	EXEMPT	MEETING EXPENSES	7,500
ASHFORD HOLLOW FOUNDATION FOR THE V 28 ESSEX ST BUFFALO,NY 14213	NONE	EXEMPT	RECONSTRUCT OUTDOOR STAGE	3,000
BUFFALO NIAGARA RIVERKEEPER 1250 NIAGARA ST BUFFALO,NY 14213	NONE	EXEMPT	GENERAL	5,000
BUFFALO OLMSTED PARKS CONSERVANCY I 84 PARKSIDE AVE BUFFALO,NY 14214	NONE	EXEMPT	GENERAL	7,500
BUFFALO RENAISSANCE FOUNDATION INC PO BOX 322 BUFFALO,NY 14205	NONE	EXEMPT	GENERAL	5,000
BUFFALO SCHOLASTIC ROWING ASSOC IN 120 WEST TUPPER STREET BUFFALO,NY 14201	NONE	EXEMPT	BUILDING CONSTRUCTION	21,000
BURCHFIELD-PENNEY ART CENTER 1300 ELMWOOD AVE BUFFALO,NY 14222	NONE	EXEMPT	GENERAL	2,500
CARVING STUDIO & SCULPTURE 636 MARBLE STREET PO B WEST RUTLAND,VT 05777	NONE	EXEMPT	GENERAL/VISITING ARTISTS	6,000
CATSKILL MOUNTAINKEEPER 34 TINKER STREET WOODSTOCK,NY 12498	NONE	EXEMPT	ANTI-FRACKING & PUBLIC EDUCATION	9,000
CITY HONORS FOUNDATION 1800 ONE M AND T PLZ BUFFALO,NY 14203	NONE	EXEMPT	ROWING TEAM	2,500
DC CENTRAL KITCHEN INC 425 2ND ST NW WASHINGTON,DC 20001	NONE	EXEMPT	GENERAL	2,000
DELAWARE SOCCER CLUB 2495 MAIN ST STE 423 BUFFALO,NY 14214	NONE	EXEMPT	FIELD MAINTENANCE	5,000
ELMWOOD FRANKLIN SCHOOL 104 NEW AMSTERDAM BUFFALO,NY 14216	NONE	EXEMPT	GENERAL	7,000
<b>Total . . . . .</b>  <b>3a</b>				420,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FAITH WESLEYAN CHURCH 4425 REHOBETH CHURCH ROAD GREENSBORO,NC 27406	NONE	EXEMPT	OUTREACH TO HOMELESS	2,000
FREE103POINT9 INC 5662 ROUTE 23 ACRA,NY 12405	NONE	EXEMPT	GENERAL	8,500
GENESEE LAND TRUST INC 46 PRINCE STREET ROCHESTER,NY 14607	NONE	EXEMPT	STRATEGIC PLANNING/GENERAL	11,000
GREENSBORO PUBLIC LIBRARY FOUNDATIO PO BOX 3178 GREENSBORO,NC 27402	NONE	EXEMPT	GENERAL	2,500
HALLWALLS INC 341 DELAWARE AVE BUFFALO,NY 14202	NONE	EXEMPT	GENERAL	42,000
INNOVATIVE CHARITABLE INITIATIVES I 272 BROADWAY ALBANY,NY 12204	NONE	EXEMPT	NORTH PARK THEATRE	20,000
LIGHT ON THE HILL 209 BLAKE HILL ROAD VAN ETTEN,NY 14889	NONE	EXEMPT	GENERAL	19,600
LOVE THY NEIGHBOR FUND INC 6864 NW 25TH WAY FT LAUDERDALE,FL 33309	NONE	EXEMPT	GENERAL	2,000
MADRE 121 W 27TH STRM 301 NEW YORK,NY 10001	NONE	EXEMPT	GENERAL	23,500
MARTIN HOUSE RESTORATION 143 JEWETT PARKWAY BUFFALO,NY 14214	NONE	EXEMPT	GENERAL	2,000
MERCY FLIGHT PO BOX 224 BUFFALO,NY 14225	NONE	EXEMPT	GENERAL	1,000
SOCIETY OF ST VINCENT DE PAUL INC 1298 MAIN STREET BUFFALO,NY 14209	NONE	EXEMPT	GENERAL	2,000
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 684949 AUSTIN,TX 78768	NONE	EXEMPT	GENERAL	4,500
NEW HAMPTON SCHOOL 70 MAIN ST NEW HAMPTON,NH 03256	NONE	EXEMPT	GENERAL	1,000
NICHOLS SCHOOL OF BUFFALO 1250 AMHERST STREET BUFFALO,NY 14216	NONE	EXEMPT	STUDENT ASSISTANCE, RECRUIT FACULTY	5,000
<b>Total . . . . .</b>  <b>3a</b>				420,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
NORTHEAST ORGANIC FARMING ASSOCIATI NOFA-NY INC ROCHESTER,NY 14620	NONE	EXEMPT	GENERAL	13,500
NATURAL ORGANIC FAMERS ASSOCIATION 168 FAIRVIEW LANE PORTSMOUTH,RI 02871	NONE	EXEMPT	AGRICULTURAL JUSTICE PROJECT	18,000
PARK SCHOOL OF BUFFALO 4625 HARLEM ROAD SNYDER,NY 14226	NONE	EXEMPT	GENERAL	2,000
PLANNED PARENTHOOD OF WESTERN NEWY 2697 MAIN STREET BUFFALO,NY 14214	NONE	EXEMPT	GENERAL	1,500
PLANNED PARENTHOOD OF CENTRAL NORTH 1765 DOBBINS DR CHAPEL HILL,NC 27515	NONE	EXEMPT	GENERAL	1,500
PLUTA CANCER CENTER 125 RED CREEK DRIVE ROCHESTER,NY 14623	NONE	EXEMPT	GENERAL	6,000
PRESERVATION BUFFALO NIAGARA 617 MAIN ST STE M108 BUFFALO,NY 14203	NONE	EXEMPT	IMPLEMENTATION	7,500
ROAD LESS TRAVELED PRODUCTIONS LTD 120 COMMONWEALTH AVE BUFFALO,NY 14216	NONE	EXEMPT	FUND RAISING / GENERAL	10,000
SCENIC HUDSON 1 CIVIC CENTER PLAZA POUGHKEEPSIE,NY 12601	NONE	EXEMPT	MINIMIZE CRUDE OIL HAZARDS	8,000
SHAKESPEARE IN DELAWARE PARK INC PO BOX 716 BUFFALO,NY 14205	NONE	EXEMPT	STAGE RECONSTRUCTION	5,000
SPORTSMENS AMERICANA MUSIC FOUNDATI 330 AMHERST STREET BUFFALO,NY 14207	NONE	EXEMPT	COMPUTER, WEB PAGE & PUBLIC RELATION	15,000
SUSAN B ANTHONY HOUSE 17 MADISON STREET ROCHESTER,NY 14608	NONE	EXEMPT	GENERAL	15,000
THIRD PRESBYTERIAN CHURCH OF ROCHES 4 MEIGS STREET ROCHESTER,NY 14607	NONE	EXEMPT	GENERAL & MARKETING	23,900
UNITED WAY OF GREATER ROCHESTER INC 75 COLLEGE AVE ROCHESTER,NY 14607	NONE	EXEMPT	GENERAL	5,000
UNIVERSITY OF ROCHESTER 100 GIBBS STREET ROCHESTER,NY 14605	NONE	EXEMPT	GENERAL	2,000
<b>Total . . . . .</b>  <b>3a</b>				420,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VILLA MARIA COLLEGE OF BUFFALO 240 PINE RIDGE ROAD BUFFALO, NY 14225	NONE	EXEMPT	RENOVATION OF PERFORMANCE HALL	5,000
WOMEN'S FOUNDATION OF GENESEE VALLE 277 ALEXANDER STREET SUI ROCHESTER, NY 14607	NONE	EXEMPT	GENERAL	10,000
WORLD MUSIC PRODUCTIONS INC 688 UNION STREET BROOKLYN, NY 11215	NONE	EXEMPT	GENERAL & PROGRAM PRODUCTIONS	11,000
YOUNG AUDIENCES OF WESTERN NY 1 LAFAYETTE SQUARE BUFFALO, NY 14203	NONE	EXEMPT	ARTS PROGRAM	5,000
<b>Total</b> . . . . .  <b>3a</b>				420,000

## TY 2014 Accounting Fees Schedule

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,200	3,780		420

**TY 2014 Investments Corporate  
Bonds Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MORGAN STANLEY NTS, 3.000%, D	99,197	99,197
HSBC 4.7%-9/15/14		
BK OF AMERICA 5.35%-9/15/15	102,668	102,668
GOLDMAN SACHS GROUP NTS 05.00	105,925	105,925
SUNOCO 5.75%-1/15/17	108,114	108,114
MERRILL LYNCH 5.45%-7/15/14		
SLM CORP 5.000% DUE 10/1/13		
CITIGROUP INC 4.7000% DUE 5/2	254,058	254,058
DEUTSCHE BANK 7.60% PREF	55,400	55,400
HSBC BANK USA 4.00% PREF	59,985	59,985
FORD MOTOR CREDIT CO LLC 03.000%	49,675	49,675
DOW CHEMICAL CO/THE 03.650%	50,191	50,191
JP MORGAN CHASE & CO 5.125%		
FORD MOTOR CRDT CO LLC 02.350%	49,312	49,312
M&T CAPITAL TRUST IV 8.500%		
CABCO SEF 2004-101 TR GOLDMAN	51,750	51,750

**TY 2014 Investments Corporate  
Stock Schedule**

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

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALPHA NATURAL RESOURCES	26,240	26,240



TY 2014 Investments - Other Schedule

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

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SUN TRUST BANK CD DJUBS, DUE	FMV		
UBS AG PERF. SEC. V10 CURRENCY	FMV		
UBS AG TRIGGER YON DOW 4/29/14 5.75%	FMV		
UBS AG TRIGGER YON GE 8/29/14 6.04%	FMV		
AMERICAN CENTURY EQUITY INCOME FUND	FMV	263,131	263,131
AMERICAN FUNDS EURO PACIFIC GROWTH F	FMV	625,736	625,736
AMERICAN FUNDS GROWTH FUND OF AMERIC	FMV	2,816,923	2,816,923
CALVERT GLOBAL ALTERNATIVE	FMV	35,559	35,559
CALVERT GLOBAL WATER FUND CLASS A	FMV	36,253	36,253
COLUMBIA ACORN FUND CLASS	FMV	390,197	390,197
DREYFUS EMERGING ASIA FUND	FMV		
FIRST EAGLE US VALUE FUND CLASS A	FMV	268,926	268,926
GATEWAY FUND CLASS A	FMV	142,322	142,322
GOLDMAN SACHS SATELLITE STRAT	FMV	125,367	125,367
ISHARES MSCI BRIC	FMV	38,533	38,533
ISHARES MSCI EAFE INDEX FUND	FMV	142,974	142,974
ISHARES MSCI EMERGING MARKETS INDEX	FMV	188,592	188,592
ISHARES TRUST RUSSELL 2000 VALUE IND	FMV	484,404	484,404
ISHARES TRUST RUSSELL MIDCAP GROWTH	FMV	648,645	648,645
ISHARES TRUST RUSSELL MIDCAP VALUE I	FMV	733,161	733,161
OPPENHEIMER DEVELOPING MARKETS FUND	FMV	133,385	133,385
POWERSHARES DYN BUILDING & CONST	FMV	28,081	28,081
POWERSHARES DYN HEALTHCARE	FMV	35,288	35,288
POWERSHARES ETF TR NASDAQ INTERNET	FMV	46,963	46,963
POWERSHARES EXCHANGE TRADED FUND TRU	FMV	109,399	109,399
POWERSHARES GLOBAL EXCH TRADED FD TR	FMV	40,520	40,520
THORNBURG INTERNATIONAL VALUE FUND	FMV	112,457	112,457
FRANKLIN/TEMPLETON GLOBAL BOND FUND	FMV	99,142	99,142
HARTFORD FLOATING RATE	FMV	95,414	95,414
CENTL FUND OF CDA LTD CANADA CL A	FMV	26,634	26,634

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPDR GOLD TRUST	FMV	14,198	14,198
MIRAE ASSET EMERGING MARKETS GREAT C	FMV	144,322	144,322
POWERSHARES EXCHANGE-TRADED FD TR II	FMV	27,890	27,890
POWERSHARES EXCHANGE-TRADED FD TR II	FMV		
POWERSHARES EXCHANGE-TRADED FD TR II	FMV	29,879	29,879
POWERSHARES DYNAMIC MEDIA PORTFOLIO	FMV	35,812	35,812
POWERSHARES DYNAMIC LEISURE & ENTMNT	FMV	35,730	35,730
POWERSHARES FTSE RAFI US 1500 SMALL-	FMV	27,703	27,703
UBS AG TRIGGER YON X 4/30/14 6.53%	FMV		
UBS AG TRIGGER YON SLW 06/02/14 6.11	FMV		
UBS AG TRIGGER YON GNW 06/02/14 6.23	FMV		
MORGAN STANLEY TRIGGER ROS EFA, EEM	FMV	50,175	50,175
BARCLAYS BANK PLC TRIGGER PAOS MRK 1	FMV		
UBS AG BUFFERED ROS EEM 1/30/15	FMV	24,375	24,375
UBS AG TRIGGER YON RAD	FMV	24,639	24,639
UBS AG TRIGGER YON X 4/30/14 6.53%	FMV	24,179	24,179
DEUTSCHE BANK AG TRIGGER PAOS BP 03/	FMV	18,780	18,780
UBS AG TRIGGER PAOS IP 08/30/19	FMV	24,875	24,875
UBS AG TRIGGER PAOS TEX 08/30/19	FMV	20,425	20,425
JPMORGAN CHASE & CO TRIGGER PAOS F 9	FMV	22,600	22,600
JPMORGAN CHASE & CO TRIGGER PAOS MSF	FMV	24,200	24,200
POWERSHARES EXCHANGE-TRADED FD TR II	FMV	24,564	24,564
ALLIANCE BERNSTEIN SELECT	FMV	48,193	48,193
PRINCIPAL GLOBAL DIVERSIFIED INCOME	FMV	47,467	47,467

# TY 2014 Legal Fees Schedule

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	19,428	17,485		1,943

**TY 2014 Other Expenses Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
NYS FILING FEES	750	750		
OTHER ADMINISTRATIVE EXPENSE	229	86		143

TY 2014 Other Income Schedule

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
RETURN OF CAPITAL ON BOND	10,652	10,652	

## TY 2014 Other Increases Schedule

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Description	Amount
UNREALIZED GAIN (LOSS) ON INVESTMENTS	-88,243

TY 2014 Other Professional Fees Schedule

**Name:** THE RICHARD W RUPP FOUNDATION

**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	192	192		

**TY 2014 Taxes Schedule****Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	24	24		
FEDERAL EXCISE TAX	12,043	12,043		