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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.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
THE RICHARD W RUPP FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
4476 MAIN STREET SUITE 108

City or town, state or province, country, and ZIP or foreign postal code
AMHERST, NY 14226

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ 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) \$ 10,962,032

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
16-1551594

B Telephone number (see instructions)
(716) 332-3739

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

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 not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	149,187	149,187	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	682,583		
	b Gross sales price for all assets on line 6a			
		3,356,283		
	7 Capital gain net income (from Part IV, line 2)		682,583	
	8 Net short-term capital gain			
	9 Income modifications			
Operating and Administrative Expenses	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)	4,821	4,821	
	12 Total. Add lines 1 through 11	836,591	836,591	
	13 Compensation of officers, directors, trustees, etc	114,000	71,250	42,750
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	28,361	25,525	2,836
	b Accounting fees (attach schedule)	3,500	3,150	350
	c Other professional fees (attach schedule)	15,248	14,044	1,204
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	1,719	1,074	645
	22 Printing and publications	310	310	0
	23 Other expenses (attach schedule)	549	549	0
24 Total operating and administrative expenses. Add lines 13 through 23	163,687	115,902	47,785	
25 Contributions, gifts, grants paid	434,006		434,006	
26 Total expenses and disbursements. Add lines 24 and 25	597,693	115,902	481,791	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	238,898		
	b Net investment income (if negative, enter -0-)		720,689	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	605,896	284,351	284,351
	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)	0	337,317	337,317
	b	Investments—corporate stock (attach schedule)	23,184	1,084,359	1,084,359
	c	Investments—corporate bonds (attach schedule)	452,623	643,338	643,338
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	8,693,621	8,612,667	8,612,667
	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)	9,775,324	10,962,032	10,962,032	
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	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	9,775,324	10,962,032	
	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)	9,775,324	10,962,032	
31	Total liabilities and net assets/fund balances (see instructions) .	9,775,324	10,962,032		

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	9,775,324
2	Enter amount from Part I, line 27a	2	238,898
3	Other increases not included in line 2 (itemize) ▶ _____	3	947,810
4	Add lines 1, 2, and 3	4	10,962,032
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	10,962,032

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)
1 a PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS	P		
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 3,136,767		2,673,700	463,067
b 219,516			219,516
c			
d			
e			

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			463,067
b			219,516
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	682,583
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 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))
2016	483,877	9,296,070	0 052052
2015	491,789	9,844,862	0 049954
2014	469,816	10,208,171	0 046024
2013	468,508	9,584,554	0 048882
2012	460,606	8,863,808	0 051965
2 Total of line 1, column (d)			0 248877
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			0 049775
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			11,038,005
5 Multiply line 4 by line 3			549,417
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,207
7 Add lines 5 and 6			556,624
8 Enter qualifying distributions from Part XII, line 4			481,791

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	14,414
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	14,414
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	14,414
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,841
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	2,841
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	11,573
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 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	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"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T	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? If "Yes," complete Part II, col (c), and Part XV	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? If "No," attach explanation .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>TRONCONI SEGARRA ASSOCIATES LLP</u> Telephone no ▶ <u>(716) 633-1373</u>			

Located at ▶ 8321 MAIN STREET WILLIAMSVILLE NY ZIP+4 ▶ 14221


15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2017, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? <input type="checkbox"/>	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 2017? <input type="checkbox"/>	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2017?	4b		No

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

5a	<p>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 4945(d)(4)(A)? (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>			
b	<p>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>	5b		
c	<p>If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p>			
6a	<p>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>			
b	<p>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>	6b		No
7a	<p>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>			
b	<p>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>	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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	10,494,755
b	Average of monthly cash balances.	1b	711,341
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,206,096
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	11,206,096
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	168,091
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	11,038,005
6	Minimum investment return. Enter 5% of line 5.	6	551,900

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	551,900
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	14,414
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	14,414
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	537,486
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	537,486
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	537,486

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	481,791
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	
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	481,791
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	481,791

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				537,486
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			404,443	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 481,791				
a Applied to 2016, but not more than line 2a			404,443	
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 2017 distributable amount.				77,348
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				460,138
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
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 or email address 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 Name and address (home or business)	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
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	434,006
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(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 **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here	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.	***** 2018-05-09 *****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	DIANE M STRAKA CPA		2018-05-09		P00165826
	Firm's name ▶ TRONCONI SEGARRA & ASSOCIATES LLP				Firm's EIN ▶ 04-3728817
	Firm's address ▶ 8321 MAIN STREET WILLIAMSVILLE, NY 14221				Phone no (716) 633-1373


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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CHRISTINA D RUPP	DIRECTOR 10 00	38,000	0	0
4476 MAIN STREET SUITE 108 WILLIAMSVILLE, NY 14226				
SUSAN S RUPP	DIRECTOR 10 00	38,000	0	0
4476 MAIN STREET SUITE 108 WILLIAMSVILLE, NY 14226				
WILLIAM R RUPP	DIRECTOR 10 00	38,000	0	0
4476 MAIN STREET SUITE 108 WILLIAMSVILLE, NY 14226				
PETER J BREVORKA	DIRECTOR 5 00	0	0	0
4476 MAIN STREET SUITE 108 WILLIAMSVILLE, NY 14226				
CHESTER E BORCZYNSKI	DIRECTOR 2 00	0	0	0
4476 MAIN STREET SUITE 108 WILLIAMSVILLE, NY 14226				


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)				
a <i>Paid during the year</i>				
AGRICULTURAL JUSTICEPO BOX 510 GLASSBORO, NJ 08020	NONE	EXEMPT	UNRESTRICTED	20,000
AMAZON WATCH221 PINE ST SAN FRANCISCO, CA 94104	NONE	EXEMPT	BIO-DIVERSE AMAZON TROPICAL RAINFOREST	10,000
AMERICAN CIVIL LIBERTIES UNION OF NORTH CAROLINA INC PO BOX 28004 RALEIGH, NC 12761	NONE	EXEMPT	UNRESTRICTED	12,000
ASHFORD HOLLOW FOUNDATION 28 ESSEX ST BUFFALO, NY 14213	NONE	EXEMPT	REVIEW AND ADVICE ON VARIOUS ORGANIZAITON OPERATIONS	10,000
BUFFALO ARTS STUDIO2495 MAIN ST BUFFALO, NY 14214	NONE	EXEMPT	UNRESTRICTED	7,000
Total ▶ 3a				434,006

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)				
a <i>Paid during the year</i>				
BUFFALO OLMSTEAD PARKS CONSERVANCY 84 PARKSIDE AVE BUFFALO, NY 14214	NONE	EXEMPT	ROSE GARDEN AND MAINTENANCE	20,000
CITY HONORS FOUNDATION 1800 ONE MT PLAZA BUFFALO, NY 14203	NONE	EXEMPT	MATERIALS, EQUIPMENT AND TRAINING FOR INTERNATIONAL BACCALAUREATE PROGRAM	2,000
HALLWALLS341 DELAWARE AVENUE BUFFALO, NY 14202	NONE	EXEMPT	UNRESTRICTED	35,000
LIGHT ON THE HILL 209 BLAKE HILL ROAD VAN ETEN, NY 14889	NONE	EXEMPT	UNRESTRICTED	10,000
MADRE 121 WEST 27TH STREET ROOM 301 NEW YORK, NY 10001	NONE	EXEMPT	PROGRAMS FOR WOMEN CLIMATE DEFENDERS AND RAPE VICTIMS	7,000
Total ► 3a				434,006

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)				
a <i>Paid during the year</i>				
NICHOLS SCHOOL 1250 AMHERST STREET BUFFALO, NY 14216	NONE	EXEMPT	STUDENT ASSISTANCE	10,000
NORTHEAST ORGANIC FARMINGS ASSOCIATION 1423 HATHAWAY DRIVE FARMINGTON, NY 14425	NONE	EXEMPT	UNRESTRICTED	36,000
PLANNED PARENTHOOD OF WESTERN NEW YORK 2697 MAIN STREET BUFFALO, NY 14214	NONE	EXEMPT	UNRESTRICTED	29,000
PLUTA CANCER CENTER FOUNDATION 125 RED CREEK DRIVE ROCHESTER, NY 14623	NONE	EXEMPT	STRONG MEMORAL FOUNDATION	30,000
PUSH BUFFALO271 GRANT STREET BUFFALO, NY 14213	NONE	EXEMPT	ECOLOGICAL AND ENVIRONMENTAL PROGRAM	20,000
Total 				434,006
3a				

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)				
a <i>Paid during the year</i>				
ROAD LESS TRAVELLED PRODUCTIONS 120 COMMONWEALTH AVE BUFFALO, NY 14216	NONE	EXEMPT	WORKS BY WNY PLAYWRIGHTS	4,000
ST LUKES CHURCHPO BOX 448 BUFFALO, NY 14215	NONE	EXEMPT	UNRESTRICTED	2,000
ST VINCENT DEPAUL SOCIETY 1298 MAIN STREET BUFFALO, NY 14209	NONE	EXEMPT	ANNUAL FUND	1,456
SURVIVAL INTERNATIONAL USA 466 GREEN STREET STE 301 SAN FRANCISCO, CA 94133	NONE	EXEMPT	ANCESTRAL HOMELANDS	5,000
THIRD PRESBYTERIAN CHURCH OF ROCHESTER 4 MEIGS STREET ROCHESTER, NY 14607	NONE	EXEMPT	UNRESTRICTED	9,750
Total ▶ 3a				434,006

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)				
a <i>Paid during the year</i>				
TORN SPACE THEATER 612 FILLMORE AVENUE BUFFALO, NY 14212	NONE	EXEMPT	THEATER RENOVATION	10,000
UNITED WAY OF ROCHESTER 75 COLLEGE AVE ROCHESTER, NY 14607	NONE	EXEMPT	UNRESTRICTED	5,350
UNIVERSITY OF ROCHESTER PO BOX 270251 ROCHESTER, NY 14627	NONE	EXEMPT	HORIZONS PROGRAM	2,000
WOMEN'S FOUNDATION OF GENESEE VALLEY 277 ALEXANDER STREET ROCHESTER, NY 14607	NONE	EXEMPT	UNRESTRICTED	5,000
WORLD MUSIC PRODUCTIONS 688 UNION ST BROOKLYN, NY 11215	NONE	EXEMPT	WORLD MUSIC MOVEMENT	11,000
Total 				434,006
3a				

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)				
a <i>Paid during the year</i>				
NIAGARA ARTS & CULTURAL CENTER INC 1201 PINE AVENUE NIAGARA FALLS, NY 14301	NONE	EXEMPT	NECO PROJECT	3,000
PLANNED PARENTHOOD SOUTH ATLANTIC 100 S BOYLAN AVE RALEIGH, NC 27603	NONE	EXEMPT	UNRESTRICTED	4,000
ROCHESTER ARE INTERFAIT HOSPITALITY NETWORK INC 142 WEBSTER AVENUE ROCHESTER, NY 14609	NONE	EXEMPT	UNRESTRICTED	9,550
BISHOP TIMON ST JUDE HIGH SCHOOL 601 MCKINLEY PARKWAY BUFFALO, NY 14220	NONE	EXEMPT	UNRESTRICTED	10,000
SQUEAKY WHEEL FILM & MEDIA ART CENTER 617 MAIN STREET BUFFALO, NY 14203	NONE	EXEMPT	UNRESTRICTED	2,500
Total 3a				434,006

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)				
a <i>Paid during the year</i>				
THE PARK SCHOOL OF BUFFALO 4625 HARLEM ROAD BUFFALO, NY 14226	NONE	EXEMPT	UNRESTRICTED	10,000
UNIVERSITY OF BUFFALO FOUNDATION 101 SERVICE CENTER BUFFALO, NY 14260	NONE	EXEMPT	UNRESTRICTED	1,500
OUR CHILDREN'S TRUSTPO BOX 5181 EUGENE, NY 97405	NONE	EXEMPT	UNRESTRICTED	10,000
HUDSON RIVERKEEPERS 20 SECOR ROAD OSSINING, NY 10562	NONE	EXEMPT	UNRESTRICTED	5,000
DEMOCRACY NOW PRODUCTIONS INC 207 WEST 25TH STREET 11TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT	UNRESTRICTED	7,000
Total ▶ 3a				434,006

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)				
a <i>Paid during the year</i>				
EMERGING LEADERS IN THE ARTS BUFFALO INC 464 AMHERST STREET BUFFALO, NY 14207	NONE	EXEMPT	UNRESTRICTED	10,000
BISON SCHOLARSHIP FUND 320 PORTER AVE BUFFALO, NY 14201	NONE	EXEMPT	UNRESTRICTED	7,000
UNIVERSITY HEIGHTS COLLABORATIVE 5 W NORTHRUP PLACE BUFFALO, NY 14214	NONE	EXEMPT	UNRESTRICTED	10,000
SHEA'S PERFORMING ARTS CENTER 646 MAIN STREET BUFFALO, NY 14202	NONE	EXEMPT	UNRESTRICTED	5,000
JUNTOS Y UNIDOS POR PUERTO RICO INC 252 PONCE DE LEON AVE SUITE 1802 SAN JUAN, PR 00917	NONE	EXEMPT	UNRESTRICTED	14,900
Total ► 3a				434,006

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)				
a <i>Paid during the year</i>				
PRESBYTERY OF GENESEE VALLEY 1190 S WINTON ROAD ROCHESTER, NY 14618	NONE	EXEMPT	UNRESTRICTED	5,000
ICNA RELIEF USA91 144TH STREET JAMAICA, NY 11435	NONE	EXEMPT	UNRESTRICTED	3,000
TEXAS FAIR DEFENSE PROJECT 314 E HIGHLAND MALL BLVD 108 AUSTIN, TX 78752	NONE	EXEMPT	UNRESTRICTED	3,000
Total ▶ 3a				434,006

TY 2017 Accounting Fees Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,500	3,150		350

TY 2017 Investments Corporate Bonds Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOW CHEMICAL CO. 3.650%	49,676	49,676
BANK OF AMERICA CORP. 6.625%	108,600	108,600
CABCO SER TR GOLDMAN	57,475	57,475
DEUTSCHE BK CONTGNT CAP TR III	51,400	51,400
WPX ENERGY INC	6,270	6,270
REGIONS FINL CORP	9,969	9,969
BANK OF AMERICA CORP	12,276	12,276
BERRY PLASTICS CORP NTS	8,320	8,320
MERITOR INC	6,315	6,315
ROCKWELL COLLINS INC	8,061	8,061
WYNDHAM WORLDWIDE CORP	10,047	10,047
JPMORGAN CHASE & CO	10,398	10,398
ENABLE MIDSTEAM PARTNERS	6,033	6,033
US CONCRETE INC	8,580	8,580
AIR LEASE CORP NTS	10,494	10,494
LOUISIANA PAC CORP NTS	8,260	8,260
MAGELLAN HEALTH SERVICES	10,065	10,065
TRINITY INDUSTRIES INC	5,994	5,994
NCA INC B/E	8,280	8,280
T-MOBILE USA INC	6,420	6,420

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ELDORADO RESORTS INC NTS	6,270	6,270
VULCAN MATERIALS CO	10,656	10,656
ZAYO GROUP LLC	8,460	8,460
HOLLYFRONTIER CORP	11,126	11,126
HANOVER INS GROUP INC	8,322	8,322
SOUTHERN CO	11,769	11,769
EAGLE MATERIALS NTS	9,383	9,383
CITIGROUP INC	10,457	10,457
ABBOTT LABS NTS	6,161	6,161
PLAINS ALL AMER PIPELINE	4,055	4,055
HEXCEL CORP NEW NTS	10,195	10,195
MERCURY GENL CORP	12,339	12,339
KAISER FOUNDATION HOSPIITALS	12,011	12,011
CONSTELLATION BRANDS INC	8,163	8,163
SSM HEALTH CARE	10,370	10,370
EQT CORP	8,947	8,947
HUDSON PACIFIC PROPERTIES	3,980	3,980
ANDEAVOR LOGIS LP CORP	10,086	10,086
MORGAN STANLEY B/E CALL	10,092	10,092
AMERADA HESS CORP	3,740	3,740

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
TORONTO DOMINION BANK	11,969	11,969
BANK MONTREAL QUE PFD CL	4,943	4,943
PLAINS ALL AMER PIPELINE	5,709	5,709
AT&T INC	5,063	5,063
DISCOVERY COMMUNICATIONS	6,217	6,217
GOLDMAN SACHS GROUP INC	8,032	8,032
ENBRIDGE ENERGY PARTNERS	7,767	7,767
MOTOROLA SOLUTIONS INC	6,093	6,093
PHILLIPS 66 PARTNERS LP	3,174	3,174
ENERGY TRANSFER PARTNERS	4,856	4,856

TY 2017 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
SILVER WHEATON CORP	26,556	26,556
A P MOLLAR-MAERSK A/S	8,429	8,429
ADOBE SYSTEMS INC	19,101	19,101
ALLERGAN PLC	13,414	13,414
ALNYLAM PHARMACEUTICALS INC	10,545	10,545
AMAZON.COM, INC	32,745	32,745
APPLIED MATERIALS INC	9,048	9,048
APTIV PLC	22,225	22,225
ARISTA NETWORKS INC	13,899	13,899
ASHTED GROUP PLC	21,434	21,434
AVIVA PLC	14,056	14,056
BIO RAD LABORATORIES	17,184	17,184
BRAMBLES LTD	9,745	9,745
CELGENE CORP	7,931	7,931
CISCO SYSTEMS	11,452	11,452
COSTCO WHOLESALE	12,842	12,842
CREDIT AGRICOLE CA ADR	18,796	18,796
DEUTSCHE TELEKOM AG	11,038	11,038
ECOLAB	24,957	24,957
ELECTRONIC ARTS	16,074	16,074
EOG RESOURCES INC	20,395	20,395
HESS CORP INTERGRATED DEVICE TECH INC	14,906	14,906
INTEGRATED DEVICE TECH	11,387	11,387
INVESTORS BANCORP INC	14,630	14,630
KAO CORP REPSTG	16,083	16,083
KROGER COMPANY	15,866	15,866
LABORATROY CORP AMER HOLDINGS	13,039	13,039
LEXICON PHARMACEUTICALS	4,120	4,120
LILLY ELI & CO	10,980	10,980
LYONDELLBASELL INDUSTRIES	20,299	20,299

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MAKITA CORP ADR JAPAN	21,363	21,363
MARSH & MCLENNAN COS INC	28,405	28,405
MEDIASET ESPANA COMMUNICATION	10,811	10,811
MEDICIENES CO	5,839	5,839
METLIFE INC	15,584	15,584
MICRON TECHNOLOGY	13,241	13,241
NORDEA BANK SWED	18,407	18,407
NTT DOCOMO INC	9,508	9,508
PANASONIC CORP	13,724	13,724
PING AN INSURANCE	22,875	22,875
PINNACLE FINACIAL PARTNERS	11,801	11,801
PRAXAIR INC	20,263	20,263
PRICE T ROWE GROUP INC	19,307	19,307
PROCTER & GAMBLE CO	13,414	13,414
PTC INC COM	18,231	18,231
RECKITT BENCKIS	12,415	12,415
ROYAL DSM N V SPON	18,006	18,006
SAGE GROUP PLC	27,622	27,622
SAP SE SPON ADR	27,753	27,753
SCHLUMBERGER LTD NETHERLANDS	13,141	13,141
SCHNEIDER ELEC SE	16,826	16,826
SHIN ETSU CHECM CO LTD	15,323	15,323
SHIRE PLC SPON ADR	14,116	14,116
SIMON PPTY GROUP INC SBI	14,598	14,598
SOUTHWEST AIRLIEN CO	14,661	14,661
STATOIL ASA SPON ADR	12,788	12,788
SUMITOMO MITSUI FINANCIAL SPON	8,812	8,812
TAIWAN SEMICONDUCTOR MFG CO	13,521	13,521
TELENOR ASA ADR	13,925	13,925
THK CO LTD ADR	14,981	14,981

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TJX COS INC NEW	23,856	23,856
UNILEVER NV	25,062	25,062
UNITEDHEALTH GROUP INC	26,235	26,235
US BANCORP DEL	6,322	6,322
VISA INC CL	13,910	13,910
WALT DISNEY CO	18,277	18,277
ZOETIS INC	10,878	10,878
ZURICH INS GROUP LTD	15,382	15,382

TY 2017 Investments Government Obligations Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594**US Government Securities - End
of Year Book Value:**

337,317

**US Government Securities - End
of Year Fair Market Value:**

337,317

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DEUTSCHE BANK AG TRIGGER PAOS BP	FMV	24,120	24,120
UBS AG TRIGGER PAOS TEX	FMV	18,625	18,625
JP MORGAN CHASE & CO. TRIGGER PAOS F	FMV	25,650	25,650
FIRST TRUST DW FOCUS 5 ETF	FMV	82,325	82,325
ISHARES RUSSELL 2000 VALUE ETF	FMV	528,150	528,150
ISHARES RUSSELL 2000 GROWTH ETF	FMV	65,345	65,345
ISHARES RUSSELL MID-CAP VALUE	FMV	783,985	783,985
ISHARES RUSSELL MID-CAP GROWTH ETF	FMV	948,713	948,713
ISHARES MSCI EAFE ETF	FMV	165,229	165,229
ISHARES MSCI EMERGING MARKETS	FMV	226,176	226,176
ISHARES MSCI BRIC ETF	FMV	48,939	48,939
POWERSHARES DWA EMERGING MARKETS MOMENTUM	FMV	128,027	128,027
POWERSHARES SMALL CAP INFORMATION TECHNOLOGY	FMV	55,419	55,419
POWERSHARES SMALL CAP HEALTH	FMV	56,649	56,649
POWER SHARES DYNAMIC LEISURE & ENTERTAINMENT PORTFOLIO	FMV	44,190	44,190
POWER SHARES DYNAMIC SOFTWARE PORTFOLIO	FMV	52,388	52,388
POWER SHARES DYNAMIC BLDG & CONSTRUCTION	FMV	45,084	45,084
POWER SHARES FTSE RAFI US 1500	FMV	35,720	35,720
POWER SHARES DWA HEALTHCARE	FMV	39,639	39,639
SPDR S&P REGL BANKING ETF	FMV	52,965	52,965
WISDOMTREE EUROPE HEDGED EQUITY FUND	FMV	70,081	70,081
AMERICAN CENTURY EQUITY INCOME FUND	FMV	336,943	336,943
AMERICAN FUNDS EURO PACIFIC GROWTH FUND CL A	FMV	786,185	786,185
AMERICAN FUNDS GROWTH FUND OF AMERICA CLASS A	FMV	1,777,421	1,777,421
EVENTIDE GILEAD FUND CL	FMV	130,268	130,268
FIRST EAGLE US VALUE FUND CLASS A	FMV	328,649	328,649
MIRAE ASSET EMERGING MARKETS GREAT CONSUMER FUND CLASS A	FMV	183,394	183,394
OPPENHEIMER DEVELOPING MARKETS FUND CLASS A	FMV	163,577	163,577
THORNBURG INTERNATIONAL VALUE FUND CLASS A	FMV	140,631	140,631
ZACKS SMALL CAP CORE FUND CLASS INVESTOR	FMV	277,701	277,701

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UNTS FT SABRIENT SMALL CAP GROWTH PORT SER 8	FMV	115,940	115,940
FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS A	FMV	94,606	94,606
HARTFORD FLOATING RATE FUND CLASS A	FMV	96,075	96,075
GATEWAY FUND CLASS A	FMV	161,038	161,038
ACAP STRATEGIC FUNDS IN ESCROW	FMV	100,000	100,000
CENTRAL FUND OF CDA LTD CANADA	FMV	30,820	30,820
POWERSHARES DB PRECIOUS METALS	FMV	42,339	42,339
SPDR GOLD SHARES ETF	FMV	15,456	15,456
PRINCIPAL GLOBAL DIVERSIFIED INCOME FUND CLASS A	FMV	48,196	48,196
JUNGHENRICH AG ORD	FMV	21,996	21,996
NUSTAR LOGISTICS LP	FMV	4,260	4,260
CARMAX AUTO OWNER TRUST	FMV	11,935	11,935
WORLD FINANCIAL NETWORK CREDIT	FMV	31,423	31,423
SYNCHRONY CR CARD MASTER NT	FMV	16,995	16,995
UNITED AIR 2014-2 A PIT	FMV	9,158	9,158
SPIRIT AIR 2017-1 PTT AA	FMV	4,005	4,005
FNMA PL AS8740	FMV	48,935	48,935
FNMA PL AS8157	FMV	38,519	38,519
FHLMC PL Q46279	FMV	39,169	39,169
FNMA PL MA3073	FMV	10,871	10,871
FNMA PL MA3058	FMV	48,743	48,743

TY 2017 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	28,361	25,525		2,836

TY 2017 Other Expenses Schedule**Name:** THE RICHARD W RUPP FOUNDATION**EIN:** 16-1551594**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHAMBER OF COMMERCE MEMBERSHIP	299	299		0
NYS FILING FEE	250	250		0

TY 2017 Other Income Schedule

Name: THE RICHARD W RUPP FOUNDATION

EIN: 16-1551594

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UBS MISC INVESTMENT INCOME	4,821	4,821	4,821

TY 2017 Other Increases Schedule

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

Description	Amount
UNREALIZED GAIN	947,810

TY 2017 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
OTHER PROFESSIONAL FEES	3,210	2,006		1,204
INVESTMENT FEES	12,038	12,038		0