



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

MIDDLETOWN COMMUNITY FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

36 DONHAM PLAZA
ROOM/SUITE 110

City or town, state or country, and ZIP + 4

MIDDLETOWN, OH 45042

D Employer identification number

31-0898380

E Telephone number

(513) 424-7369

G Gross receipts \$ 2,626,025

F Name and address of principal officer

DUANE GORDON EXEC DIRECTOR
36 DONHAM PLAZA
MIDDLETOWN, OH 45042

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status ☒ 501(c) (3) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: WWW.MCFOUNDATION.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation 1976

M State of legal domicile OH

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities TO IMPROVE THE QUALITY OF LIFE FOR RESIDENTS OF GREATER MIDDLETOWN BY FUNDING CHARITABLE PROGRAMS AND PROJECTS INCLUDING SCHOLARSHIPS FOR YOUTH AND ADULTS, EDUCATION, ARTS, RECREATION, HUMAN NEEDS AND COMMUNITY DEVELOPMENT ACTIVITIES		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	21
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5	Total number of employees (Part V, line 2a)	5	3
Revenue	6	Total number of volunteers (estimate if necessary)	6	150
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	
	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	2,174,750	1,858,813
Expenses	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	140,320	71,800
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	374,507	271,495
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,832	496
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,693,409	2,202,604
	14	Benefits paid to or for members (Part IX, column (A), line 4)	2,409,930	1,961,519
Net Assets or Fund Balances	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		0
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	145,895	144,336
	b	Total fundraising expenses (Part IX, column (D), line 25) <input type="checkbox"/> 38,105		0
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)		
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	194,596	389,333
	19	Revenue less expenses Subtract line 18 from line 12	2,750,421	2,495,188
	20	Total assets (Part X, line 16)	-57,012	-292,584
	21	Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22	Net assets or fund balances Subtract line 21 from line 20	19,400,973	22,822,052
			1,867,359	180,000
Part II Signature Block			17,533,614	22,642,052

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 officer) is based on all information of which preparer has any knowledge

Signature of officer

2010-08-06

Date

DUANE GORDON EXEC DIRECTOR

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ☐ LARRY F WARNER CPA

Date 2010-08-09

Check if self-employed ☐

Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4

STEPHENSON AND WARNER INC CPAS
1502 UNIVERSITY BLVD STE E
HAMILTON, OH 450113300

EIN

Phone no (513) 868-8600

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2009)

Part III

Statement of Program Service Accomplishments

1

Briefly describe the organization's mission

TO IMPROVE THE QUALITY OF LIFE FOR RESIDENTS OF GREATER MIDDLETOWN BY FUNDING CHARITABLE PROGRAMS AND PROJECTS INCLUDING SCHOLARSHIPS FOR YOUTH AND ADULTS, EDUCATION, ARTS, RECREATION, HUMAN NEEDS AND COMMUNITY DEVELOPMENT ACTIVITIES

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

☒

No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

☒

No

If "Yes," describe these changes on Schedule O

4

Describe the exempt purpose achievements for each of the organization's three largest program services by expenses

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 1,329,448 including grants of \$ 1,153,423) (Revenue \$)

RECEIVE, MANAGE AND DISTRIBUTE CHARITABLE GIFTS ON BEHALF OF DONORS TO SUPPORT LOCAL CHARITIES, SUPPORT COMMUNITY PROGRAMS AND PROJECTS WITH CHARITABLE GRANTS, TEACH PHILANTHROPY TO TEENAGE MEMBERS OF THE YOUTH ADVISORY COUNCIL

4b

(Code) (Expenses \$ 808,096 including grants of \$ 808,096) (Revenue \$)

AWARD SCHOLARSHIPS AND ACADEMIC AWARDS TO HIGH SCHOOL STUDENTS AND ADULTS RETURNING TO COLLEGE

4c

(Code) (Expenses \$ 19,790 including grants of \$) (Revenue \$)

DELIVERY OF BOOKS TO LOCAL CHILDREN AGE 0-5 UNDER DOLLY PARTON'S IMAGINATION LIBRARY PROGRAM

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)









4e

Total program service expenses

\$ 2,157,334

Form 990 (2009)

Part IV Checklist of Required Schedules

		Yes	No	
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors? 	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4		No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	Yes	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II 	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9		No
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	Yes	
11	Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.	11	Yes	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.			
	• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.			
	• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.			
	• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.			
12	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII 	12	Yes	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year?	Yes	No	
	If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	12A	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Part II	15		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III	16		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		No
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20		No

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	1	
	b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	3	
	b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)			2b
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a		No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
	b If "Yes," enter the name of the foreign country: <input type="text"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?			5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b	
7 Organizations that may receive deductible contributions under section 170(c).				
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f	
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g	
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8	
9 Sponsoring organizations maintaining donor advised funds.				
a Did the organization make any taxable distributions under section 4966?			9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b	
10 Section 501(c)(7) organizations. Enter				
a Initiation fees and capital contributions included on Part VIII, line 12		10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b		
11 Section 501(c)(12) organizations. Enter				
a Gross income from members or shareholders		11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year		12b		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body . . .		
	1a 21		
b	Enter the number of voting members that are independent . . .		
	1b 21		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . .	3	No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a material diversion of the organization's assets? . . .	5	No
6	Does the organization have members or stockholders?	6	Yes
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	Yes
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . .	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes
11A	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes
13	Does the organization have a written whistleblower policy?	13	Yes
14	Does the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	No
If "Yes" to line a or b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶OH
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ DUANE GORDON 36 DONHAM PLAZA SUITE 110 MIDDLETOWN, OH 45042 (513) 423-9761

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization’s tax year Use Schedule J-2 if additional space is needed

- List all of the organization’s **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization’s **current** key employees See instructions for definition of "key employee "
- List the organization’s five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization’s **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization’s **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
BEAN DOUG TRUSTEE	2 00	X						0	0	0
BURKE JIM TRUSTEE	2 00	X						0	0	0
CARLSON TIM TRUSTEE	2 00	X						0	0	0
BLACKWELL CLARK EDWINA TRUSTEE	1 00	X						0	0	0
CONNER ROGER W TRUSTEE	1 00	X						0	0	0
COWAN KELLY NON VOTING T	1 00	X						0	0	0
DELARK CANDICE TREASURER	2 00	X		X				0	0	0
DILLMAN STEVE TRUSTEE	1 00	X						0	0	0
ELY ROLAND NON VOTING T	1 00	X						0	0	0
FLAGEL BOB TRUSTEE	1 00	X						0	0	0
FREEZE RHONDA TRUSTEE	1 00	X						0	0	0
GAGE PATRICIA TRUSTEE	1 00	X						0	0	0
GANT DOUGLAS TRUSTEE	1 00	X						0	0	0
GASTON KARL TRUSTEE	1 00	X						0	0	0
NOONAN JACKIE TRUSTEE	1 00	X						0	0	0
MULLIGAN LARRY NON VOTING T	1 00	X						0	0	0
POWELL LARRY V PRES	2 00	X		X				0	0	0

Part VII

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization	1
---	---	---

Section B. Independent Contractors

Form 990 (2009)

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b	65,298			
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,793,515			
	g	Noncash contributions included in lines 1a-1f \$ _____					
	h	Total. Add lines 1a-1f		1,858,813			
Program Service Revenue	2a	ADMINISTRATIVE FEES	Business Code	71,800	71,800		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		71,800			
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		669,756		
4		Income from investment of tax-exempt bond proceeds . . .					
5		Royalties					
6a		Gross Rents	(i) Real (ii) Personal				
b		Less rental expenses					
c		Rental income or (loss)					
d		Net rental income or (loss)					
7a		Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	25,160			
b		Less cost or other basis and sales expenses		423,421			
c		Gain or (loss)		-398,261			
d		Net gain or (loss)		-398,261	-398,261		
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . . .					
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . . .					
10a		Gross sales of inventory, less returns and allowances	a				
b		Less cost of goods sold	b				
c		Net income or (loss) from sales of inventory . . .					
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS		496	496			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		496				
12	Total revenue. See Instructions		2,202,604	-325,965		669,756	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	1,153,423	1,153,423		
2	Grants and other assistance to individuals in the U S See Part IV, line 22	808,096	808,096		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	79,720		66,965	12,755
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	54,083		45,430	8,653
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	83		69	14
10	Payroll taxes	10,450		8,778	1,672
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	10,365		10,365	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees	54,956		54,956	
g	Other	20,661		20,661	
12	Advertising and promotion	18,094		9,047	9,047
13	Office expenses				
14	Information technology				
15	Royalties				
16	Occupancy	17,521		17,521	
17	Travel				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	19,488		15,127	4,361
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,012		2,012	
23	Insurance	7,751		7,751	
24	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a	GRANTS-LESS THAN 5000	128,897	128,897		
b	PROGRAM EXPENSES	47,128	47,128		
c	BOOKS TO CHILDREN	19,790	19,790		
d	EQUIPMENT & SOFTWARE	12,507		12,507	
e	PAYROLL PREPARATION FEE	6,588		6,588	
f	All other expenses	23,575		21,972	1,603
25	Total functional expenses. Add lines 1 through 24f	2,495,188	2,157,334	299,749	38,105
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			116,603	1	13,824
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	41,697			
	b	Less accumulated depreciation	10b	36,834	6,875	10c	4,863
	11	Investments—publicly traded securities			19,277,495	11	22,803,365
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11				15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)			19,400,973	16	22,822,052
Liabilities	17	Accounts payable and accrued expenses				17	
	18	Grants payable			219,000	18	180,000
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D			1,648,359	25	
	26	Total liabilities. Add lines 17 through 25			1,867,359	26	180,000
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			8,819,503	27	12,552,898
	28	Temporarily restricted net assets			1,638,886	28	10,089,154
	29	Permanently restricted net assets			7,075,225	29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			17,533,614	33	22,642,052
	34	Total liabilities and net assets/fund balances			19,400,973	34	22,822,052

Part XI **Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . .		No
b Were the organization's financial statements audited by an independent accountant? 	Yes	
c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . .	Yes	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 		
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .		

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization MIDDLETOWN COMMUNITY FOUNDATION	Employer identification number 31-0898380
---	--

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,609,377	1,780,052	2,042,215	2,247,198	1,858,813	9,537,655
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge		-3,465	3,832			367
4 Total. Add lines 1 through 3	1,609,377	1,776,587	2,046,047	2,247,198	1,858,813	9,538,022
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						9,538,022

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	1,609,377	600,718	2,046,047	2,247,198	1,858,813	9,538,022
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	487,996	600,718	1,738,474	990,312	669,756	4,487,256
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						14,025,278

12 Gross receipts from related activities, etc (See instructions)

12288,190

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	68 010 %
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	67 840 %

16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test—2008. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part IIISupport Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3Gross receipts from activities that are not an unrelated trade or business under section 513						
4Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5The value of services or facilities furnished by a governmental unit to the organization without charge						
6Total. Add lines 1 through 5						
7aAmounts included on lines 1, 2, and 3 received from disqualified persons						
bAmounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
cAdd lines 7a and 7b						
8Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9Amounts from line 6						
10aGross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
bUnrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
cAdd lines 10a and 10b						
11Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13Total support (Add lines 9, 10c, 11 and 12.)						
14First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	
16Public support percentage from 2008 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	
18Investment income percentage from 2008 Schedule A, Part III, line 17	18	
19a33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
b33 1/3% support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions		

Part IV

Supplemental Information. Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

Additional Data

Software ID:
Software Version:
EIN: 31-0898380
Name: MIDDLETOWN COMMUNITY FOUNDATION

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
GRANTS-LESS THAN 5000	128,897	128,897		
PROGRAM EXPENSES	47,128	47,128		
BOOKS TO CHILDREN	19,790	19,790		
EQUIPMENT & SOFTWARE	12,507		12,507	
PAYROLL PREPARATION FEE	6,588		6,588	

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.**
► **Attach to Form 990. ► See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
MIDDLETOWN COMMUNITY FOUNDATION

Employer identification number

31-0898380

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year	45	201
2 Aggregate contributions to (during year)	247,388	1,813,027
3 Aggregate grants from (during year)	228,750	2,361,630
4 Aggregate value at end of year	2,176,762	18,267,413
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

2a Total number of conservation easements

2b Total acreage restricted by conservation easements

2c Number of conservation easements on a certified historic structure included in (a)

2d Number of conservation easements included in (c) acquired after 8/17/06

Held at the End of the Year

2a

2b

2c

2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4 Number of states where property subject to conservation easement is located ► _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☒ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☒ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization’s financial statements that describes the organization’s accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

1b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2009

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐

Public exhibition

b

☐

Scholarly research

c

☐

Preservation for future generations

d

☐

Loan or exchange programs

e

☐

Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☒ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☒ No

b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	17,211,596	23,757,195			
b Contributions	1,154,402	2,295,871			
c Investment earnings or losses	5,274,462	-5,557,849			
d Grants or scholarships	2,843,074	2,969,962			
e Other expenditures for facilities and programs					
f Administrative expenses	198,809	313,272			
g End of year balance	20,444,175	17,211,983			

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 51 040 % %

b

Permanent endowment ▶ %

c

Term endowment ▶ 48 960 % %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		No
3a(ii)		No
3b		No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		41,697	36,834	4,863
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				4,863

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,202,604
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,495,188
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-292,584
4	Net unrealized gains (losses) on investments	4	3,987,157
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-433,274
9	Total adjustments (net) Add lines 4 - 8	9	3,553,883
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	3,261,299

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	6,154,108
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	3,987,157
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	3,987,157
3	Subtract line 2e from line 1	3	2,166,951
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	35,653
c	Add lines 4a and 4b	4c	35,653
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	2,202,604

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	2,892,809
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	668,272
e	Add lines 2a through 2d	2e	668,272
3	Subtract line 2e from line 1	3	2,224,537
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	270,651
c	Add lines 4a and 4b	4c	270,651
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	2,495,188

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
RECONCILIATION OF CHANGES - OTHER	SCHEDULE D, PAGE 4, PART XI, LINE 8	AGENCY ACCOUNTS-CONTRIBUTIONS -16,209 AGENCY ACCOUNTS-INTEREST AND DIVIDENDS -55,446 AGENCY ACCOUNTS-REALIZED LOSSES 36,002 INTER FUND TRANSFERS -662,027 MSBP DEPRECIATION -6,245 INVESTMENT EXPENSES 4,667 CHANGE IN LIFE INSURANCE CSV 37,003 AGENCY FUND GRANTS 148,981 2008 CANCELLED GRANT 80,000
REVENUE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XII, LINE 4B	AGENCY ACCOUNTS-CONTRIBUTIONS 16,209 AGENCY ACCOUNTS-INTEREST AND DIVIDENDS 55,446 AGENCY ACCOUNTS-REALIZED LOSSES -36,002
EXPENSE AMOUNTS INCLUDED IN FINANCIALS - OTHER	SCHEDULE D, PAGE 4, PART XIII, LINE 2D	INTER FUND TRANSFERS 662,027 MSBP DEPRECIATION 6,245
EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER	SCHEDULE D, PAGE 4, PART XIII, LINE 4B	INVESTMENT EXPENSES 4,667 CHANGE IN LIFE INSURANCE CSV 37,003 AGENCY FUND GRANTS 148,981 2008 CANCELLED GRANT 80,000

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization
MIDDLETOWN COMMUNITY FOUNDATION

Employer identification number
31-0898380

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations

▶

3

Enter total number of other organizations

▶

Software ID:

Software Version:

EIN: 31-0898380

Name: MIDDLETOWN COMMUNITY FOUNDATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) A mount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ABILITIES FIRST FOUNDATION ABILITIES FIRST FOUNDATION4710 TIMBER TRAIL DR 4710 TIMBER TRAIL DR MIDDLETOWN,OH 45044			79,726				
AMERICAN CANCER SOCIETY AMERICAN CANCER SOCIETYPO BOX 720366 PO BOX 720366 OKLAHOMA CITY,OK 73162			5,592				
ART CENTRAL FOUNDATION ART CENTRAL FOUNDATION1504 NORTH BREIEL BLVD 1504 NORTH BREIEL BLVD MIDDLETOWN,OH 45402			8,450				
ATRIUM MEDICAL CENTER FOUNDATION ATRIUM MEDICAL CENTER FOUNDATIONONE MEDICAL CENTER DR ONE MEDICAL CENTER DR MIDDLETOWN,OH 45002			58,252				
BIG BROTHERSBIG SISTERS- BUTLER CO BIG BROTHERS/BIG SISTERS- BUTLER CO5539 EUREKA DRIVE 5539 EUREKA DRIVE HAMILTON,OH 45013			20,370				
BULLS RUN ARBORETUM BULLS RUN ARBORETUMPO BOX 425 PO BOX 425 MIDDLETOWN,OH 45042			9,819				
BUTLER COUNTY UNITED WAY BUTLER COUNTY UNITED WAY323 NORTH 3RD STREET 323 NORTH 3RD STREET HAMILTON,OH 45011			10,000				
CEDAR VILLAGE CEDAR VILLAGE5467 CEDAR VILLAGE DRIVE 5467 CEDAR VILLAGE DRIVE MASON,OH 45040			34,000				
CHURCH OF THE ASCENSION CHURCH OF THE ASCENSION2709 MCGEE AVENUE 2709 MCGEE AVENUE MIDDLETOWN,OH 45044			13,000				
CITIZENS AGAINST DOMESTIC VIOLENCE CITIZENS AGAINST DOMESTIC VIOLENCE2105 CENTRAL AVE 2105 CENTRAL AVE MIDDLETOWN,OH 45044			17,600				

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CITY OF MIDDLETOWN CITY OF MIDDLETOWN - RECREATIONS DEONE DONHAM PLAZA ONE DONHAM PLAZA MIDDLETOWN,OH 45042			98,035				
COMMUNITY PREGNANCY CENTER COMMUNITY PREGNANCY CENTER2230 CENTRAL AVE 2230 CENTRAL AVE MIDDLETOWN,OH 45042			6,433				
DAYTON CHILDREN'S HOSPITAL DAYTON CHILDREN'S HOSPITALONE CHILDRENS PLAZA ONE CHILDRENS PLAZA DAYTON,OH 45404			15,000				
FAMILY SERVICES OF MIDDLETOWN FAMILY SERVICES OF MIDDLETOWN1131 CENTRAL AVENUE 1131 CENTRAL AVENUE MIDDLETOWN,OH 45044			22,500				
FIRST PRESBYTERIAN CHURCH FIRST PRESBYTERIAN CHURCH2910 CENTRAL AVE 2910 CENTRAL AVE MIDDLETOWN,OH 45044			18,706				
FIRST UNITED METHODIST CHURCH FIRST UNITED METHODIST CHURCH120 SOUTH BROAD STREET 120 SOUTH BROAD STREET MIDDLETOWN,OH 45044			10,400				
FRANKLIN AREA COMMUNITY SERVICES FRANKLIN AREA COMMUNITY SERVICES345 SOUTH MAIN STREET 345 SOUTH MAIN STREET FRANKLIN,OH 45005			10,000				
FRANKLIN HISTORICAL SOCITY FRANKLIN HISTORICAL SOCITY302 PARK AVENUE 302 PARK AVENUE FRANKLIN,OH 45005			5,847				
FRIENDS OF CHISHOLM FRIENDS OF CHISHOLMPO BOX 234 PO BOX 234 TRENTON,OH 45067			10,000				
GREATER MIAMI VALLEY YMCA GREATER MIAMI VALLEY YMCA105 N SECOND STREET 105 N SECOND STREET HAMILTON,OH 45011			23,700				

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HOSPICE CARE OF MIDDLETOWN HOSPICE CARE OF MIDDLETOWN1131 MANCHESTER AVENUE 1131 MANCHESTER AVENUE MIDDLETOWN,OH 45042			16,232				
HOSPICE OF DAYTON HOSPICE OF DAYTON324 WILMINGTON AVE 324 WILMINGTON AVE DAYTON,OH 45420			24,968				
JUNIOR ACHIEVEMENT - MIDDLETOWN JUNIOR ACHIEVEMENT - MIDDLETOWN1131 MANCHESTER AVE 1131 MANCHESTER AVE MIDDLETOWN,OH 45042			31,465				
MADISON BOARD OF EDUCATION MADISON BOARD OF EDUCATION1324 MIDDLETOWN-EATON ROAD 1324 MIDDLETOWN-EATON ROAD MIDDLETOWN,OH 45042			6,266				
MADISON TOWNSHIP MADISON TOWNSHIP5610 WEST ALEXANDERIA ROAD 5610 WEST ALEXANDERIA ROAD MIDDLETOWN,OH 45042			25,000				
MIAMI UNIVERSITY MIDDLETOWN MIAMI UNIVERSITY / MIDDETOWN4200 E UNIVERSITY BLVD 4200 E UNIVERSITY BLVD MIDDLETOWN,OH 45042			85,526				
MIDDLETOWN ARTS CENTER MIDDLETOWN ARTS CENTERPO BOX 441 PO BOX 441 MIDDLETOWN,OH 45042			109,651				
MIDDLETOWN AREA SENIOR CITIZENS INC MIDDLETOWN AREA SENIOR CITIZENS INC 3907 CENTRAL AVENUE 3907 CENTRAL AVENUE MIDDLETOWN,OH 45042			10,500				
MIDDLETOWN AREA YMCA MIDDLETOWN AREA YMCA 1020 MANCHESTER AVE 1020 MANCHESTER AVE MIDDLETOWN,OH 45042			14,762				
MIDDLETOWN BOARD OF EDUCATION MIDDLETOWN BOARD OF EDUCATION1515 GIRARD AVE 1515 GIRARD AVE MIDDLETOWN,OH 45042			16,980				

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) A mount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MIDDLETOWN HISTORICAL SOCIETY MIDDLETOWN HISTORICAL SOCIETYPO BOX 312 PO BOX 312 MIDDLETOWN,OH 45042			10,000				
MIDDLETOWN LYRIC THEATRE MIDDLETOWN LYRIC THEATREPO BOX 441 PO BOX 441 MIDDLETOWN,OH 45042			18,889				
MIDDLETOWN SYMPHONY MIDDLETOWN SYMPHONYP O BOX 441 P O BOX 441 MIDDLETOWN,OH 45042			9,532				
MIDDLETOWN YOUTH FOOTBALL MIDDLETOWN YOUTH FOOTBALLPO BOX 44921 PO BOX 44921 MIDDLETOWN,OH 45042			6,100				
MIDDLETOWN YOUTH SOFTBALL ASSOCIATI MIDDLETOWN YOUTH SOFTBALL ASSOCIATIPO BOX 895 PO BOX 895 MIDDLETOWN,OH 45042			26,000				
MONROE BOARD OF EDUCATION MONROE BOARD OF EDUCATION30 OVERBROOK DRIVE STE D 30 OVERBROOK DRIVE STE D MONROE,OH 45050			5,500				
MOUNT PLEASANT LIFE CARE FUND MOUNT PLEASANT LIFE CARE FUND225 BRITON LANE 225 BRITON LANE MONROE,OH 45050			10,114				
OHIO CHALLENGE OHIO CHALLENGE1500 CENTRAL AVE 1500 CENTRAL AVE MIDDLETOWN,OH 45044			15,000				
OPRS FOUNDATION OPRS FOUNDATION1075 CENTERVILLE STATION RD 1075 CENTERVILLE STATION RD CENTERVILLE,OH 45459			28,517				
PAWS PAWS BUILDING FUNDPO BOX 684 PO BOX 684 MIDDLETOWN,OH 45042			36,387				

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PEOPLE WORKING COOPERATIVELY PEOPLE WORKING COOPERATIVELY4612 PADDOCK RD 4612 PADDOCK RD CINCINNATI,OH 45229			10,000				
SELF SELFPO BOX 1322 PO BOX 1322 HAMILTON,OH 45012			7,000				
SALVATION ARMY-MIDDLETOWN SALVATION ARMY-MIDDLETOWN1711 S UNIVERSITY BLVD 1711 S UNIVERSITY BLVD MIDDLETOWN,OH 45044			14,643				
SHARED HARVEST FOODBANK SHARED HARVEST FOODBANK5901 DIXIE HIGHWAY 5901 DIXIE HIGHWAY FAIRFIELD,OH 45014			10,100				
ST PAUL'S UNITED CHURCH OF CHRIST ST PAUL'S UNITED CHURCH OF CHRIST114 S BROAD STREET 114 S BROAD STREET MIDDLETOWN,OH 45044			8,743				
TEMPLE BETH SHOLOM TEMPLE BETH SHOLOM610 GLADYS DR 610 GLADYS DR MIDDLETOWN,OH 45044			6,800				
THE CHRIST HOSPITAL THE CHRIST HOSPITAL 2139 AUBURN AVENUE 2139 AUBURN AVENUE CINCINNATI,OH 45219			9,000				
THE FIRST TEE THE FIRST TEE6122 TRENTON FRANKLIN ROAD 6122 TRENTON FRANKLIN ROAD MIDDLETOWN,OH 45042			9,000				
THE FOUNDATION FOR COMMUNITY BLOOD THE FOUNDATION FOR COMMUNITY BLOOD3990 ROOSEVELT BLVD 3990 ROOSEVELT BLVD MIDDLETOWN,OH 45044			10,000				
UNITED WAY - MIDDLETOWN UNITED WAY - MIDDLETOWN300 NORTH MAIN STREET 300 NORTH MAIN STREET MIDDLETOWN,OH 45042			14,652				

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED WAY OF GREATER CINCINNATI UNITED WAY OF GREATER CINCINNATI P O BOX 632711 P O BOX 632711 CINCINNATI, OH 45263			25,000				
YOUTH OPPORTUNITIES UNLIMITED YOUTH OPPORTUNITIES UNLIMITED 1220 YOUNG STREET 1220 YOUNG STREET MIDDLETOWN, OH 45044			7,966				
YWCA OF HAMILTON YWCA OF HAMILTON 244 DAYTON STREET 244 DAYTON STREET HAMILTON, OH 45011			35,700				

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**
▶ **Attach to Form 990.**

OMB No 1545-0047

2009**Open to Public
Inspection****Name of the organization**

MIDDLETOWN COMMUNITY FOUNDATION

Employer identification number

31-0898380

Identifier	Return Reference	Explanation
ORGANIZATION'S MISSION	FORM 990 - ORGANIZATION'S MISSION	TO IMPROVE THE QUALITY OF LIFE FOR RESIDENTS OF GREATER MIDDLETOWN BY FUNDING CHARITABLE PROGRAMS AND PROJECTS INCLUDING SCHOLARSHIPS FOR YOUTH AND ADULTS, EDUCATION, ARTS, RECREATION, HUMAN NEEDS AND COMMUNITY DEVELOPMENT ACTIVITIES
EXPLANATION ON VOLUNTEERS AND TYPES OF SERVICES OR BENEFITS	FORM 990, PAGE 1, PART I, LINE 6	ALL BOARD AND VARIOUS COMMITTEE MEMBERS ARE VOLUNTEERS ALSO, ORGANIZATION UTILIZES ABOUT 70 INDIVIDUALS TO SELECT SCHOLARSHIP RECIPIENTS
CLASSES OF MEMBERS OR STOCKHOLDERS	FORM 990, PAGE 6, PART VI, LINE 6	THE ORGANIZATION HAS MEMBERS WHO HAVE LIMITED VOTING RIGHTS
ELECTION OF MEMBERS AND THEIR RIGHTS	FORM 990, PAGE 6, PART VI, LINE 7A	MEMBERS HOLD AN ANNUAL MEETING AT WHICH THEY ELECT TRUSTEES WHOSE TERMS WILL TERMINATE AT THE END OF THE YEAR
ORGANIZATION'S PROCESS USED TO REVIEW FORM 990	FORM 990, PAGE 6, PART VI, LINE 11	THE FORM 990 IS SUBMITTED TO THE WHOLE BOARD FOR REVIEW PRIOR TO FILING
ENFORCEMENT OF CONFLICTS POLICY	FORM 990, PAGE 6, PART VI, LINE 12C	ANNUAL DISCLOSURE FORM MUST BE SUBMITTED EACH NEW SITUATION IS EVALUATED IN LIGHT OF THE POLICY
COMPENSATION PROCESS FOR TOP OFFICIAL	FORM 990, PAGE 6, PART VI, LINE 15A	THE COMPENSATION COMMITTEE REVIEWS THE COMPENSATION ANNUALLY THE COMMITTEE USES COMPARABILITY DATA TO SET THE DIRECTOR'S COMPENSATION PACKAGE
GOVERNING DOCUMENTS DISCLOSURE EXPLANATION	FORM 990, PAGE 6, PART VI, LINE 19	THE GOVERNING DOCUMENTS ARE MADE AVAILABLE UPON REQUEST

<div>SCHEDULE R (Form 990)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Related Organizations and Unrelated Partnerships</div> <div>▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37. ▶ Attach to Form 990. ▶ See separate instructions.</div>	OMB No 1545-0047
		2009
		Open to Public Inspection
Name of the organization MIDDLETOWN COMMUNITY FOUNDATION		Employer identification number 31-0898380

Part I

Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
MWS LLC 36 DONHAM PLAZA MIDDLETOWN, OH 45042 20-4202021	INACTIVE	OH			N/A

Part II

Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
MSBP INC 36 DONHAM PLAZA MIDDLETOWN, OH 45042 26-1653171	REAL EST	OH	501	7	N/A

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
---	-------------------------	---	-------------------------------------	--	---------------------------------	--	--------------------------------

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to other organization(s)

c

Gift, grant, or capital contribution from other organization(s)

d

Loans or loan guarantees to or for other organization(s)

e

Loans or loan guarantees by other organization(s)

f

Sale of assets to other organization(s)

g

Purchase of assets from other organization(s)

h

Exchange of assets

i

Lease of facilities, equipment, or other assets to other organization(s)

j

Lease of facilities, equipment, or other assets from other organization(s)

k

Performance of services or membership or fundraising solicitations for other organization(s)

l

Performance of services or membership or fundraising solicitations by other organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets

n

Sharing of paid employees

o

Reimbursement paid to other organization for expenses

p

Reimbursement paid by other organization for expenses

q

Other transfer of cash or property to other organization(s)

r

Other transfer of cash or property from other organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No