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EXTENSION ATTACHED

Form **990-PF**  
Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2011**

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation <b>MIDDLE ROAD FOUNDATION</b>		A Employer identification number <b>13-3202345</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O MICHAEL A. VARET, P.O. BOX 287440</b>		B Telephone number (see instructions) <b>(212) 891-4054</b>
City or town, state, and ZIP code <b>NEW YORK, NY 10128-7440</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 18,066,319.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

**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)
1 Contributions, gifts, grants, etc., received (attach schedule)	5,661,618.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	97,404.	67,700.		ATCH 1
4 Dividends and interest from securities	233,882.	233,882.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	276,672.			
b Gross sales price for all assets on line 6a	281,113.			
7 Capital gain net income (from Part IV, line 2)		263,699.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-76,407.	-14,625.		ATCH 3
12 Total: Add lines 1 through 11	6,193,169.	550,656.	0	
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	38,998.	16,016.		22,982.
b Accounting fees (attach schedule) ATCH 5	80,113.	40,057.		40,057.
c Other professional fees (attach schedule) *	15,442.	15,442.		
17 Interest, ATTACHMENT 7	1,856.	1,856.		
18 Taxes (attach schedule) (see instructions) **	11,561.	261.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 9	46,385.	43,155.		750.
24 Total operating and administrative expenses Add lines 13 through 23	194,355.	116,787.		63,789.
25 Contributions, gifts, grants paid	413,710.			413,710.
26 Total expenses and disbursements Add lines 24 and 25	608,065.	116,787.	0	477,499.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,585,104.			
b Net investment income (if negative, enter -0-)		433,869.		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 6 JSA \*\* ATCH 8

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing . . . . .		5,273.	9,554.	9,554.	
	2	Savings and temporary cash investments . . . . .		1,662,014.	2,566,276.	2,566,276.	
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶		1,575.			
	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 . . . . .					
	10 a	Investments - U.S. and state government obligations (attach schedule), **		198,378.	618,240.	1,332,944.	
	b	Investments - corporate stock (attach schedule) <b>ATCH 11</b>		3,673,466.	5,491,103.	8,361,288.	
	c	Investments - corporate bonds (attach schedule), . . . . .					
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach schedule) ▶					
12		Investments - mortgage loans . . . . .					
13		Investments - other (attach schedule) . . . . . <b>ATCH 12</b>		2,865,653.	5,455,350.	5,796,257.	
14		Land, buildings, and equipment basis ▶					
		Less accumulated depreciation (attach schedule) ▶					
15		Other assets (describe ▶) . . . . .					
16		<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		8,406,359.	14,140,523.	18,066,319.	
17		Accounts payable and accrued expenses . . . . .		1,930.			
18		Grants payable . . . . .					
Net Assets or Fund Balances	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		1,930.	0			
Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted . . . . .					
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>	27	Capital stock, trust principal, or current funds . . . . .		8,329,777.	14,065,871.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .		74,652.	74,652.	
		29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
		30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		8,404,429.	14,140,523.	
		31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		8,406,359.	14,140,523.	

### 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	8,404,429.
2	Enter amount from Part I, line 27a . . . . .	2	5,585,104.
3	Other increases not included in line 2 (itemize) ▶ <b>ATTACHMENT 13</b>	3	150,990.
4	Add lines 1, 2, and 3 . . . . .	4	14,140,523.
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6	<b>14,140,523.</b>

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**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					

  

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	263,699.
<b>3</b> 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		<b>3</b>	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	230,568.	8,962,047.	0.025727
2009	373,159.	8,019,768.	0.046530
2008	69,230.	8,036,233.	0.008615
2007	989,047.	8,273,678.	0.119541
2006	56,493.	7,713,805.	0.007324

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.207737
<b>3</b> 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	<b>3</b>	0.041547
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	11,362,593.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	472,082.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	4,339.
<b>7</b> Add lines 5 and 6	<b>7</b>	476,421.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	477,499.

**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)	1	4,339.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	4,339.
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	4,339.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a	7,040.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	8,000.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	15,040.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	10,701.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 10,701. Refunded <input type="checkbox"/> <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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$		
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		X
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 . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
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? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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 . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	X	

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**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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text"/> N/A				
14	The books are in care of <input type="text"/> EISNERAMPER LLP Telephone no <input type="text"/> 212-891-4054			
Located at <input type="text"/> C/O J. ZBAR, 750 THIRD AVENUE NEW YORK, NY ZIP + 4 <input type="text"/> 10017				
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 <input type="text"/> 15			
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="text"/>				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <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 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="text"/>		
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 <input type="text"/>		
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 2011 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 2011) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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**Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a.** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		0	0	0

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

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		80,113.

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**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 N/A	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	7,215,615.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	872,686.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	3,447,326.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	11,535,627.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	11,535,627.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	173,034.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	11,362,593.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	568,130.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	568,130.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	4,339.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	4,339.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	563,791.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	563,791.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	563,791.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	477,499.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	477,499.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	4,339.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	473,160.

**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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				563,791.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2006 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . .			407,015.	
d From 2009 . . . . .			38,929.	
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	445,944.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 477,499.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				477,499.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	86,292.			86,292.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	359,652.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	510,399.			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . .	407,015.			
c Excess from 2009 . . . . .	38,929.			
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .	64,455.			



**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year  ATTACHMENT 16				
<b>Total</b> .....			▶ <b>3a</b>	413,710.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	NONE

Form **990-PF** (2011)

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments					97,298.	
4 Dividends and interest from securities . . . . .				14	233,882.	
5 Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .		900000	-61,676.	01	-14,625.	
8 Gain or (loss) from sales of assets other than inventory		900000	12,973.	18	263,699.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e) . . . . .			-48,703.		580,254.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .						531,551.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

MIDDLE ROAD FOUNDATION

Employer identification number

13-3202345

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization MIDDLE ROAD FOUNDATION

Employer identification number  
13-3202345**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM ROSENWALD FAMILY FUND INC C/O EISNERAMPER LLP, J ZBAR NEW YORK, NY 10017	\$ 5,661,618.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Employer identification number

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization MIDDLE ROAD FOUNDATION

Employer identification number

13-3202345

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 8868 (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization <b>MIDDLE ROAD FOUNDATION (FORMERLY KNOWN AS ANCHORAGE CHARITABLE FUND)</b>	Employer identification number <b>1 3 3 2 0 2 3 4 5</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O MICHAEL A. VARET, P.O. BOX 287440</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK NY 10128-7440</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **MIDDLE ROAD FOUNDATION (FORMERLY KNOWN AS ANCHORAGE CHARITABLE FUND)**  
Telephone No.  FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **03/15/2013**.
- 5 For calendar year **2011**, or other tax year beginning **05/01, 20 11**, and ending **04/30 20 12**.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension **Awaiting third party information necessary for filing a complete and accurate return**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	6,040
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	6,040
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title  Date

Form **8868**  
(Rev. January 2011)  
Department of the Treasury  
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
  - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

## **Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	MIDDLE ROAD FOUNDATION (FORMERLY KNOWN AS ANCHORAGE CHARITABLE FUND)	1 3 3 2 0 2 3 4 5
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	C/O MICHAEL A. VARET, P.O. BOX 287440	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK	NY 10128-7440

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MIDDLE ROAD FOUNDATION (FORMERLY KNOWN AS ANCHORAGE CHARITABLE FUND)

Telephone No. ► FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 12/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ► ☐ calendar year 20 11 or  
 ► ☒ tax year beginning 05/01/20 11, and ending 04/30/20 12.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 14,040
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 6,040
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 8,000

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
85,486.		GAIN ON PUBLICLY TRADES SECURITIES PROPERTY TYPE: SECURITIES				P	VAR	VAR
							85,486.	
		LOSS ON PUBLICLY TRADES SECURITIES PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
		264.					-264.	
195,627.		THRU PARTNERSHIPS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							195,627.	
		THRU PARTNERSHIPS - SEC 1231					VARIOUS	VARIOUS
		4,177.					-4,177.	
		LESS: THRU PARTNERSHIPS UBTI					VARIOUS	VARIOUS
		12,973.					-12,973.	
TOTAL GAIN(LOSS) .....							<u>263,699.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK/BROKERS	2,232.	2,232.
US TREASURY BOND INTEREST	20,934.	20,934.
THRU PARTNERSHIPS	44,640.	44,534.
THRU PARTNERSHIPS (T/E INTEREST)	29,598.	
TOTAL	<u>97,404.</u>	<u>67,700.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK/BROKERS	170,101.	170,101.
THRU PARTNERSHIPS	63,781.	63,781.
TOTAL	<u>233,882.</u>	<u>233,882.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
THRU PARTNERSHIPS (NOT UBIT)	-14,625.	-14,625.	
THRU PARTNERSHIPS (SUBJECT TO UBIT)	-61,782.		
TOTALS	-76,407.	-14,625.	



ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	38,998.	16,016.		22,982.
TOTALS	<u>38,998.</u>	<u>16,016.</u>		<u>22,982.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX & ACCOUNTING FEES	80,113.	40,057.		40,057.
TOTALS	<u>80,113.</u>	<u>40,057.</u>		<u>40,057.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATIVE FEES	15,442.	15,442.		
TOTALS	<u>15,442.</u>	<u>15,442.</u>		

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
THRU PARTNERSHIPS	1,856.	1,856.
TOTALS	<u>1,856.</u>	<u>1,856.</u>

ATTACHMENT 8FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID(THRU K-1S)	261.	261.		
FEDERAL EXCISE TAX	11,000.			
STATE UBIT TAX	300.			
TOTALS	<u>11,561.</u>	<u>261.</u>		

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CUSTODY FEES	2,274.	2,274.		
THRU PARTNERSHIPS	40,093.	40,093.		
MISC. EXPENSE	788.	788.		
THRU PARTNERSHIPS-(UBTI)	2,480.			750.
FILING FEES	750.			
TOTALS	46,385.	43,155.		750.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ATTACHMENT 10</u>	
		<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UST INFLATION INDEX	198,378.	618,240.	1,332,944.
US OBLIGATIONS TOTAL	<u>198,378.</u>	<u>618,240.</u>	<u>1,332,944.</u>

ATTACHMENT 11FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMETEK	206,011.	206,502.	2,909,502.
PIMCO	3,116,976.	3,706,171.	3,799,289.
JP MORGAN SHORT DURATION BOND	350,479.	1,067,352.	1,066,413.
CHEVRONTXACO CORP COM		11,078.	91,109.
STRALEM EQUITY FUND		500,000.	494,975.
TOTALS	<u>3,673,466.</u>	<u>5,491,103.</u>	<u>8,361,288.</u>



ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2400 RHO PARTNERS (1999) LLC	60,236.	84,952.	83,396.
2800 ACI-II ASSOCIATES LLC	319.	1,319.	456.
2800 ACI-II INVESTORS LLC	6,003.	39,091.	40,049.
2800 ASA IV, LLC	153,754.	206,118.	203,490.
2800 ASCP CHINA INVESTORS LLC	306,506.	620,981.	610,606.
2800 ASCP CHINA ASSOCIATES LLC	1,721.	1,927.	1,618.
2800 ASDP ASSOCIATES LLC	12,456.	11,118.	15,262.
2800 ASDP INVESTORS LLC	171,005.	196,324.	199,685.
2800 ICV-II ASSOCIATES LLC	9,416.	62,762.	61,035.
2800 ICV-II INVESTORS LLC	113,347.	283,432.	280,677.
2800 LBO III INVESTORS LLC	398,660.	490,833.	484,581.
2800 LBO IV INVESTORS LLC	515,731.	767,640.	766,309.
2800 LBO V ASSOCIATES	113,744.	432,969.	429,614.
2800 LBO V INVESTORS LLC	503,520.	1,226,185.	1,221,376.
2800 SAP IV INVESTORS LLC	100,648.	152,585.	277,156.
2800 SAP V ASSOCIATES	2,494.	3,723.	10.
2800 SAP V INVESTORS LLC	173,193.	275,755.	435,277.
AMERICAN GOTHAM PARTNERS	11,218.	2,062.	1,969.
AMERICAN MCAP II LLC	36,026.	94,038.	172,103.
AMERICAN MCAP III LLC	148,656.	313,795.	316,681.
AMERICAN SAP IV ASSOCIATES LP	2,722.	4,123.	5,964.
AMERICAN SECURITIES			
OPPORTUNITY FUND	170.		
CARL MARKS STRATEGIC			
INVESTMENTS III	753.		
HIGH RISE INSTITUTIONAL			
PARTNER, LP	23,355.		
2800 JR INVESTORS LLC		101,269.	100,457.
AMERICAN GOTHAM PARTNERS LLC		1,812.	
AMERICAN SAP II ASSOCIATES LP		1,925.	2,151.
AMERICAN SAP III ASSOCIATES LP		587.	867.
AMERICAN SAP IV ASSOC LP (APF)		120.	
ASOF II (B) LP		74,094.	79,090.

ATTACHMENT 12 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUITE 2400 INVESTORS II LP		-562.	6,378.
SUITE 2800 SAP IV INV LLC (APF)		4,373.	
TOTALS	<u>2,865,653.</u>	<u>5,455,350.</u>	<u>5,796,257.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX DIFFERENCES	150,990.
TOTAL	<u>150,990.</u>

## MIDDLE ROAD FOUNDATION

13-3202345

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH R VARET P.O. BOX 287440 NEW YORK, NY 10128-7440	DIRECTOR & CHAIRMAN & ASSIST. SEC. 1.00	0	0	0
MICHAEL A VARET P.O. BOX 287440 NEW YORK, NY 10128-7440	DIRECTOR & PRES. & TREASURER 1.00	0	0	0
SARAH R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440	VICE PRESIDENT & SECRETARY .25	0	0	0
DAVID R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440	VP & ASSISTANT SECRETARY .25	0	0	0
JOSEPH R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440	VP & ASSISTANT TREASURER .25	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	TAX & ACCOUNTING	80,113.
TOTAL COMPENSATION		<u>80,113.</u>

MIDDLE ROAD FOUNDATION

13-3202345

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE SCHEDULE - A ATTACHED

GENERAL PUBLIC

PUBLIC SUPPORT

413,710

TOTAL CONTRIBUTIONS PAID

413,710

# MIDDLE ROAD FOUNDATION

2011/2012

EIN: 13-3202345

## PART XV-Grants and Contributions paid during the year

Name	Address	Recipient Status	Purpose	Amount
Amencan Constitution Society	1333 H Street NW, 11th Floor, Washington, DC 20005	Public	General Support	3,000 00
Amencan Friends of Lvnrot U'Lehbanot	P O Box 811715, Boca Raton, FL 33481	Public	General Support	10,000 00
Amencan Friends of the Israel Museum	500 Fifth Avenue, Suite 2540, New York, NY 10110	Public	General Support	3,000 00
Amencan Jewish Joint Distribution Commit	711 Third Ave , New York, NY 10017	Public	General Support	2,000 00
Amencan Jewish Joint Distribution Commit	711 Third Ave , New York, NY 10017	Public	General Support	2,000 00
Amencan Jewish Joint Distribution Commit	10899 Wilshire Blvd , Los Angeles, CA 90024	Public	General Support	7,500 00
Armand Hammer Museum of Art and Cultural Center Inc	286 Sprng Street, Suite 405, New Haven, CT 06520-8215	Public	General Support	500 00
Art21, Inc	Yale Law School, PO Box 208215, New Haven, CT 06520-8215	Public	General Support	500 00
Arthur Liman Public Interest Program	368 Broadway #301, New York, NY 10013	Public	General Support	1,000 00
Artists for Israel	645 Madison Ave New York, NY 10022	Public	General Support	1,000 00
ASSOCIATION POUR LE RETABLISSEMENT DES INSTITUTIONS ET OEUVR	JD DiFabbio 108 East San Antonio Street Marfa, TX 79843	Public	General Support	2,000 00
Ballroom Cultural Arts Foundation	c/o Peter Forman PO Box 5202 Beverly Hills, CA 90209	Public	General Support	500 00
BILL MEMORIAL FOUNDATION	P O BOX 1877 DEVELOPMENT DEPARTMENT PROVIDENCE, RI 02912	Public	General Support	2,000 00
BROWN UNIVERSITY	24700 McBean Parkway, Valencia, CA 91355	Public	General Support	500 00
California Institute of the Arts	Attn Development Dept 666 Broadway, 7th Floor New York, NY 10012	Public	General Support	1,000 00
Center for Constitutional Rights	14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022	Public	General Support	150 00
CENTRAL PARK CONSERVANCY, INC	14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022	Public	General Support	25,000 00
CENTRAL PARK CONSERVANCY, INC	PO BOX 123 SHARON, CT 06069	Public	General Support	300 00
CHORE SERVICE INC	575 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018	Public	General Support	500 00
CITY HARVEST	Kelly Patcof 5522 W Pico Blvd Los Angeles, CA 90019	Public	General Support	500 00
Community Partners	475 WEST 250TH STREET RIVERDALE, NY 10471	Public	General Support	200 00
CONSERVATIVE SYNAGOGUE ADATH ISRAEL OF RI	Weill Medical College Starr Pavilion, Room 651 New York, NY 10021	Public	General Support	5,000 00
Cornell University	4015 Walnut Street Philadelphia, PA 19104-6198	Public	General Support	200 00
DAILY PENNSYLVANIAN Alumni Society	108 EAST 89TH STREET NEW YORK, NY 10128-1599	Public	General Support	1,000 00
DALTON SCHOOLS	535 West 22nd Street 4th Floor, NY NY 10011	Public	General Support	500 00
Dia Center for the Arts	333 Seventh Ave 2nd Floor New York, NY 10001	Public	General Support	1,500 00
Doctors Without Borders	c/o Jen Blik 1635-B ElectricAve Venice, CA 90291	Public	General Support	500 00
Dog Beach Now Inc	Development Dept 340 East 104th Street New York, NY 10029	Public	General Support	1,000 00
EAST HARLEM SCHOOL AT EXODUS HOUSE	Activities in Salisbury PO Box 548 - 27 Main Street Salisbury, CT 06068	Public	General Support	250 00
ExtrasExtended Time Rec Act in Salisbury	P O Box 1173 Aberdeen, NC 28315	Public	General Support	500 00
Family Promise of Moore County	501 Cambridge Street 3rd Floor Cambridge, MA 02141	Public	General Support	1,000 00
Farm Aid	College of Law, 425 W Jefferson Street, Tallahassee, FL 32306-1601	Public	General Support	5,000 00
Florida State University	College of Law, 425 W Jefferson Street, Tallahassee, FL 32306-1601	Public	General Support	30,000 00
Florida State University	College of Law, 425 W Jefferson Street, Tallahassee, FL 32306-1601	Public	General Support	25,000 00
Friends of the High Line	Attn Joshua David 529 W20th Street, Suite 8W New York, NY 10011	Public	General Support	5,000 00
HANCOCK SHAKER VILLAGE, INC	P O BOX 927 PITTSFIELD, MA 01202-9971	Public	General Support	300 00
Heal the Bay	Attn Katherine Nevils 1444 9th Street Santa Monica, CA 90401-2707	Public	General Support	1,000 00
HIAS	333 Seventh Ave Room 1600 New York, NY 10001-5019	Public	General Support	2,500 00
HOSPITAL FOR SPECIAL SURGERY	535 East 70th Street Suite 842W New York, NY 10021	Public	General Support	10,000 00
HOUSATONIC DAY CARE CENTER, INC	22 WELLS HILL ROAD LAKEVILLE, CT 06039	Public	General Support	300 00
HOUSATONIC VALLEY ASSOCIATION, INC	P O BOX 28 CORNWALL BRIDGE, CT 06754-0928	Public	General Support	300 00

# MIDDLE ROAD FOUNDATION

2011/2012

EIN: 13-3202345

## PART XV-Grants and Contributions paid during the year

Name	Address	Recipient		Amount
		Status	Purpose	
Humane Society of the United States	c/o Karen Duarte 2100 L Street NW Washington DC 20037	Public	General Support	500 00
INTERNATIONAL RESCUE COMMITTEE, INC	122 E 42ND ST, FLR 12 NEW YORK, NY 10168	Public	General Support	1,000 00
Israel Emergency Alliance	c/o Nati Amar PO Box 3410659 Los Angeles, CA 90034-1069	Public	General Support	500 00
James Randi Educational Foundation	7095 Hollywood Blvd, No 1170 Los Angeles, CA 90028	Public	General Support	0 00
James Randi Educational Foundation	7095 Hollywood Blvd, No 1170 Los Angeles, CA 90028	Public	General Support	5,000 00
Jewish Telegraphic Agency	330 Seventh Avenue, 17th Floor, New York, NY 10001	Public	General Support	500 00
Jewish Telegraphic Agency	330 Seventh Avenue, 17th Floor, New York, NY 10001	Public	General Support	0 00
Jewish Telegraphic Agency	330 Seventh Avenue, 17th Floor, New York, NY 10001	Public	General Support	500 00
Jewish Telegraphic Agency	330 Seventh Avenue, 17th Floor, New York, NY 10001	Public	General Support	500 00
Joseph Sifka Center for Jewish Life at Y	Yale Hillal, PO Box 209077, New Haven, CT 06520-9077	Public	General Support	3,000 00
LAKE WONOSCOPOMUC ASSOCIATION, INC	P O BOX 442 SALISBURY, CT 06068-0442	Public	General Support	300 00
LAKEVILLE HOSE COMPANY	P O BOX 1969 LAKEVILLE, CT 06039	Public	General Support	0 00
LAXART	c/o Laun Firstenberg 2640 South La Cienega Blvd Los Angeles, CA 90034-2604	Public	General Support	2,500 00
LAXART	c/o Laun Firstenberg 2640 South La Cienega Blvd Los Angeles, CA 90034-2604	Public	General Support	5,000 00
MANHATTAN SCHOOL OF MUSIC	120 CLAREMONT AVENUE NEW YORK, NY 10027	Public	General Support	1,000 00
Morys Preservation Inc	306 York Street New Haven, CT 06511-3627	Public	General Support	500 00
MOTHERS AGAINST DRUNK DRIVING	511 EAST JOHN CARPENTERS FRWY SUITE 700 IRVING, TX 75062	Public	General Support	500 00
MOUNT SINAI HOSPITAL	Development Office 1190 Fifth Avenue New York, NY 10029	Public	General Support	1,000 00
Muse Film and Television	Attn Cathenne Pnce 1 East 53rd Street, 10th Floor New York, NY 10022-4201	Public	General Support	1,000 00
Muse Film and Television	Attn Cathenne Pnce 1 East 53rd Street, 10th Floor New York, NY 10022-4201	Public	General Support	4,000 00
Museum Associates	Attn Abby Bangser 5905 Wilshire Blvd Los Angeles, CA 90036	Public	General Support	1,000 00
Museum of Contemporary Art	c/o Sarah Sullivan, 250 S Grand Ave, Los Angeles, CA 90012	Public	General Support	500 00
Natl Center for Law and Economic Justice	275 Seventh Ave , Suite 1506, New York, NY 10001-6708	Public	General Support	3,500 00
National Meningitis Association	PO Box 725165, Atlanta, GA 31139	Public	General Support	2,500 00
National Senior Citizens Law Center	1444 Eye Street NW, Suite 1100, Washington, DC 20005	Public	General Support	1,500 00
NEW YORK PUBLIC LIBRARY	OFFICE OF DEVELOPMENT, FIFTH AVE/42ND STREET, ROOM 73, NEW YORK, NY 10018	Public	General Support	400 00
NEW YORK UNIVERSITY	100 WASHINGTON SQ - ROOM 910, NEW YORK, NY 10003-6688	Public	General Support	10,000 00
NEW YORK UNIVERSITY	100 WASHINGTON SQ - ROOM 910, NEW YORK, NY 10003-6688	Public	General Support	6,250 00
NEW YORK UNIVERSITY	100 WASHINGTON SQ - ROOM 910, NEW YORK, NY 10003-6688	Public	General Support	1,000 00
NEW YORK UNIVERSITY	100 WASHINGTON SQ - ROOM 910, NEW YORK, NY 10003-6688	Public	General Support	10,000 00
NEW YORK WEILL CORNELL MEDICAL CENTER	525 EAST 68TH STREET, NEW YORK, NY 10131-0051	Public	General Support	5,000 00
NORTHSIDE CENTER FOR CHILD DEVELOPMENT, I	Fund Development, 1301 Fifth Ave, New York, NY 10029	Public	General Support	1,000 00
NORTHSIDE CENTER FOR CHILD DEVELOPMENT, I	Fund Development, 1301 Fifth Ave, New York, NY 10029	Public	General Support	1,500 00
NORTHWEST CENTER FOR FAMILY SERVICE AND	MENTAL HEALTH INC, P O BOX 153, LAKEVILLE, CT 06039-0153	Public	General Support	300 00
OLDER WOMEN'S LEAGUE	P O BOX 705, LAKEVILLE, CT 06039-0153	Public	General Support	500 00
Open University Foundation	120 East 56th Street, Suite 900, New York, NY 10022	Public	General Support	2,000 00
PARK AVENUE SYNAGOGUE	50 EAST 87TH STREET, NEW YORK, NY 10128	Public	General Support	14,000 00
PARK AVENUE SYNAGOGUE	50 EAST 87TH STREET, NEW YORK, NY 10128	Public	General Support	360 00
Pasteur Foundation	420 Lexington Ave , Suite 1654, New York, NY 10170-1699	Public	General Support	5,000 00
PERFORMA	c/o RoseLee Goldberg, 100 West 23rd Street, 5th Floor, New York, NY 10011-0028	Public	General Support	0 00
PERFORMA	c/o RoseLee Goldberg, 100 West 23rd Street, 5th Floor, New York, NY 10011-0028	Public	General Support	4,000 00
Planned Parenthood Federation of America	Attn Online Services Program, 434 West 33rd Street, New York, NY 10001	Public	General Support	2,500 00



**MIDDLE ROAD FOUNDATION**

2011/2012

EIN: 13-3202345

**PART XV-Grants and Contributions paid during the year**

Name	Address	Recipient		Amount
		Status	Purpose	
SALISBURY ASSOCIATION, INC	ACADEMY STREET, P O BOX 553, SALISBURY, CT 06068-0553	Public	General Support	300 00
SALISBURY VISITING NURSE ASSOCIATION	30A SALMON KILL RD , SALISBURY, CT 06068-0582	Public	General Support	300 00
SALISBURY VOLUNTEER AMBULANCE SERVICE, IN	P O BOX 582, SALISBURY, CT 06068-0582	Public	General Support	2,500 00
SCENIC HUDSON, INC	ONE CIVIC CENTER PLAZA, SUITE 200, POUGHKEEPSIE, NY 12601-3156	Public	General Support	1,000 00
SCOVILLE MEMORIAL LIBRARY ASSOCIATION, IN	MAIN STREET, SALISBURY, CT 06068	Public	General Support	500 00
SEA SHEPHERD CONSERVATION SOCIETY	PO Box 2616, Friday Harbor, WA 98250	Public	General Support	1,000 00
SEA SHEPHERD CONSERVATION SOCIETY	PO Box 2616, Friday Harbor, WA 98250	Public	General Support	1,500 00
Seathos Inc	1212 Abbot Kinney Blvd Ste C, Venice, CA 90291	Public	General Support	1,000 00
Southern Poverty Law Center	400 Washington Ave, Montgomery AL 36104	Public	General Support	2,000 00
Stone Barns Ctr for Food and Agriculture	Development Office, 630 Bedford Road, Pocantico Hills, NY 10591	Public	General Support	2,000 00
Stonyville Center for the Spoken Word	481 Broadway, 3rd Floor, New York, NY 10013	Public	General Support	400 00
The Children's Health Fund	215 West 125th, Street Suite 301, New York, NY 10027	Public	General Support	3,000 00
The Ciesla Foundation	3721 Jenifer Street NW, Washington, DC 20015	Public	General Support	50,000 00
THE PIATIGORSKY FOUNDATION	225 WEST 34TH STREET, SUITE 1513, NEW YORK, NY 10122	Public	General Support	3,000 00
The Southern Center for Human Rights	83 Poplar Street NW, Atlanta, GA 30303	Public	General Support	3,000 00
The V Foundation	106 Towerview Court, Cary, NC 27513	Public	General Support	1,000 00
The WBEZ Alliance, Inc	848 E Grand Ave, Chicago IL 60611	Public	General Support	400 00
TIME AND SPACE LIMITED THEATRE CO	PO BOX 343 HUDSON, NY 12534	Public	General Support	500 00
Town of Salisbury Connecticut	27 Main Street Salisbury, CT 06068	Public	General Support	2,000 00
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	ONE COLLEGE HALL PHILADELPHIA, PA 19104	Public	General Support	250 00
UJA Federation of Jewish Phil of NY	130 East 59th Street New York, NY 10022	Public	General Support	1,500 00
US Conference of Catholic Bishops	7400 Military Ave, Omaha, NE 68134	Public	General Support	250 00
WHITNEY MUSEUM OF AMERICAN ART	c/o Julia Johnson 945 Madison Ave New York, NY 10021	Public	General Support	0 00
WHITNEY MUSEUM OF AMERICAN ART	c/o Julia Johnson 945 Madison Ave New York, NY 10021	Public	General Support	20,000 00
Whitney Museum of American Art	c/o Julia Johnson 945 Madison Ave New York, NY 10021	Public	General Support	20,000 00
Wikimedia Foundation, Inc	PO Box 98204, Washington, DC 20090-8204	Public	General Support	500 00
WNYC Radio	160 Varck Street, New York, NY 10013	Public	General Support	200 00
WOMEN'S SUPPORT SERVICES, INC	P O BOX 341, SHARON, CT 06069	Public	General Support	500 00
WORLD AFFAIRS COUNCIL OF PHILADELPHIA	One South Broad Street, Suite 2M, Philadelphia, PA 19107	Public	General Support	5,000 00
Yale Hillel *Joseph Sifka Center for Jew	80 Wall Street, New Haven, CT 06511	Public	General Support	1,000 00
YALE LAW SCHOOL	127 WALL STREET NEW HAVEN, CT 06520	Public	General Support	5,000 00
YALE LAW SCHOOL	127 WALL STREET NEW HAVEN, CT 06520	Public	General Support	25,000 00
YALE LAW SCHOOL	127 WALL STREET NEW HAVEN, CT 06520	Public	General Support	5,000 00

413,710 00

**413,710.00**

FEDERAL FOOTNOTES

PART VII-A LINE 10 & PART XIII LINE 9 OF FORM 990-PF

MIDDLE ROAD FOUNDATION RECEIVED 30.7851% OF THE TOTAL ASSETS FROM THE LIQUIDATION OF WILLIAM ROSENWALD FAMILY FUND, INC. (EIN: 13-1635289). MIDDLE ROAD FOUNDATION RECEIVED ITS SHARE OF EXCESS DISTRIBUTION CARRYOVER FROM WILLIAM ROSENWALD FAMILY FUND AS FOLLOWS:

EXCESS DISTRIBUTION FROM 2008 (4/31/09)	\$19,777
EXCESS DISTRIBUTION FROM 2009 (4/30/10)	\$38,929
EXCESS DISTRIBUTION FROM 2011 (4/30/12)	\$64,455
	-----
TOTAL EXCESS DISTRIBUTION FROM ABOVE	\$123,161
	=====

SEE ATTACHED CALCULATION FOR THE EXCESS DISTRIBUTIONS FOR PART XIII LINE 9 OF FORM 990-PF.

Middle Road Foundation  
CALCULATION FOR EXCESS DISTRIBUTIONS CARRYOVER  
FYE 4/30/12

		Total Excess Distribution from William Rosenwald Family Fund Inc	Middle Road Foundation's Share	Excess Distribution Carryover allocated to Middle Road Foundation	Original Excess Distribution Per Middle Road Foundation FYE 4/30/11	Total Adjusted Excess Distribution for Middle Road Foundation
2008	4/30/2009	64,243	30.7851%	19,777	387,238	407,015
2009	4/30/2010	126,454	30.7851%	38,929	0	38,929
2010	4/30/2011			0		0
2011	4/30/2012	209,370	30.7851%	64,455		64,455
Total		400,067		123,161	387,238	510,399

MIDDLE ROAD FOUNDATION

13-3202345

FEDERAL FOOTNOTES

PART VII-A LINE 13:

NAME OF SUBSTANTIAL CONTRIBUTOR: WILLIAM ROSENWALD FAMILY FUND, INC.

EIN: 13-1635289

ADDRESS: C/O EISNERAMPER LLP  
750 THIRD AVENUE  
NEW YORK, NY 10017

AMOUNT OF CONTRIBUTION DUE TO LIQUIDATION: \$5,661,618.