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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

05/01, 2012, and ending

04/30, 2013

| | | |
|--|---|--|
| Name of foundation MIDDLE ROAD FOUNDATION | | A Employer identification number 13-3202345 |
| Number and street (or P O box number if mail is not delivered to street address) C/O MICHAEL A. VARET, P.O. BOX 287440 | | B Telephone number (see instructions) (212) 891-4054 |
| City or town, state, and ZIP code NEW YORK, NY 10128-7440 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply | <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change | <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change |
| 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 | | D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 18,995,767. | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B | 657,412. | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 138,203. | 113,673. | | ATCH 1 |
| | 4 Dividends and interest from securities | 416,742. | 416,742. | | ATCH 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,052,431. | | | |
| | b Gross sales price for all assets on line 6a | 1,202,237. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 911,304. | | |
| | 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) ATCH 3 | -136,249. | -42,911. | | | |
| 12 Total Add lines 1 through 11 | 2,128,539. | 1,398,808. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) ATCH 4 | 13,958. | 5,204. | | 8,754. |
| | b Accounting fees (attach schedule) ATCH 5 | 115,887. | 57,944. | | 57,943. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest ATCH 6 | 317. | 317. | | |
| | 18 Taxes (attach schedule) (see instructions) ATCH 7 | 10,688. | 778. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 8 | 70,977. | 61,024. | 6,662. | 3,291. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 211,827. | 125,267. | 6,662. | 69,988. |
| | 25 Contributions, gifts, grants paid | 982,567. | | | 982,567. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 1,194,394. | 125,267. | 6,662. | 1,052,555. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 934,145. | | | | |
| b Net investment income (if negative, enter -0-) | | 1,273,541. | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

JSA For Paperwork Reduction Act Notice, see Instructions.

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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 | 9,554. | 27,651. | 27,651. |
| | 2 | Savings and temporary cash investments | 2,566,276. | 819,823. | 819,823. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) * | 618,240. | 618,240. | 1,417,146. |
| | b | Investments - corporate stock (attach schedule) ATCH 10 | 5,491,103. | 8,521,066. | 11,674,022. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) ATCH 11 | 5,455,350. | 4,625,104. | 5,057,125. | |
| 14 | Land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation ▶ (attach schedule) | | | | |
| 15 | Other assets (describe ▶) | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 14,140,523. | 14,611,884. | 18,995,767. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input 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 | 14,065,871. | 14,537,232. | |
| | 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 | Total net assets or fund balances (see instructions) | 14,140,523. | 14,611,884. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 14,140,523. | 14,611,884. | |

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 | 14,140,523. |
| 2 | Enter amount from Part I, line 27a | 2 | 934,145. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 12 | 3 | 14,500. |
| 4 | Add lines 1, 2, and 3 | 4 | 15,089,257. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATCH 13 | 5 | 477,284. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 14,611,884. |

**ATCH 9

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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.) |
|---|--|---|--|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 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)) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 911,304. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | 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)) |
|---|--|--|---|
| 2011 | 473,160. | 11,362,593. | 0.041642 |
| 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 |
| 2 Total of line 1, column (d) | | | 2 0.242055 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.048411 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 20,208,387. |
| 5 Multiply line 4 by line 3 | | | 5 978,308. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 12,735. |
| 7 Add lines 5 and 6 | | | 7 991,043. |
| 8 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 | | | 8 1,052,555. |

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 | 12,735. |
| 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 | 12,735. |
| 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 | 12,735. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 9,701. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 10,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 19,701. | |
| 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 | 6,966. | |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 6,966. Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0 | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0 | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | 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 type="checkbox"/> CA, 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 2012 or the taxable year beginning in 2012 (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 See Footnote Attached | 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 <u>N/A</u> | | | | |
| 14 | The books are in care of <u>EISNERAMPER LLP</u> Telephone no <u>212-891-4054</u> | | | |
| Located at <u>C/O J. ZBAR, 750 THIRD AVENUE NEW YORK, NY</u> ZIP+4 <u>10017</u> | | | | |
| 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 <u>15</u> | | | |
| 16 | At any time during calendar year 2012, 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 <u></u> | | | | 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 | N/A |
| 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 2012? <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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u> | | |
| 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 | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u> | | |
| 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 2012 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 2012) <input type="checkbox"/> | 3b | N/A |
| 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 2012? <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 ☐**5b**

N/A

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

6b

X

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**7b**

N/A

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 |
|----------------------|---|---|---|---------------------------------------|
| ATCH 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 ☐

NONE

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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 |
|---|---------------------|------------------|
| ATCH 15 | | 115,887. |
| | | |
| | | |
| | | |
| | | |
| | | |

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 ▶ | NONE |

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

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 13,462,309. |
| b | Average of monthly cash balances | 1b | 1,001,405. |
| c | Fair market value of all other assets (see instructions) | 1c | 6,052,415. |
| d | Total (add lines 1a, b, and c) | 1d | 20,516,129. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 20,516,129. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 307,742. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 20,208,387. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,010,419. |

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

| | | | |
|----|---|----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,010,419. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 12,735. |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 12,735. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 997,684. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 14,500. |
| 5 | Add lines 3 and 4 | 5 | 1,012,184. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 1,012,184. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|--|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 1,052,555. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,052,555. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 12,735. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 1,039,820. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 1,012,184. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | |
| b From 2008 407,015. | | | | |
| c From 2009 38,929. | | | | |
| d From 2010 | | | | |
| e From 2011 64,455. | | | | |
| f Total of lines 3a through e | 510,399. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,052,555.</u> | | | | |
| a Applied to 2011, 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 2012 distributable amount | | | | 1,012,184. |
| e Remaining amount distributed out of corpus | 40,371. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 550,770. | | | |
| 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 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | |
| 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 2007 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 559,879. | *See Statement Attached | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 407,015. | | | | |
| b Excess from 2009 38,929. | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 64,455. | | | | |
| e Excess from 2012 49,480. | | | | |

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

ELIZABETH R VARET

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

| 3 Grants and Contributions Paid During the Year Or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| ATCH 16 | | | | |
| Total ▶ 3a | | | | 982,567. |
| b Approved for future payment | | | | |
| Total ▶ 3b | | | | NONE |

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 | 900099 | 83. | 14 | 138,120. | |
| 4 | Dividends and interest from securities | | | 14 | 416,742. | |
| 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 | 900099 | -93,338. | 16 | -42,911. | |
| 8 | Gain or (loss) from sales of assets other than inventory | 900099 | 141,127. | 18 | 911,304. | |
| 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) | | 47,872. | | 1,423,255. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) . | | | | | 1,471,127. |

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

[illegible]

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

- | | | | | |
|----------|---|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) | Cash | 1a(1) | | X |
| (2) | Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) | Reimbursement arrangements | 1b(4) | | X |
| (5) | Loans or loan guarantees | 1b(5) | | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

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

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

| | |
|------|--|
| Date | |
|------|--|

| | | | |
|-------|--|--|----|
| Check | | | if |
|-------|--|--|----|

PTIN

Firm's name ▶ EISNERAMPER LLP

Firm's EIN ► 13-1639826

Firm's address ► 750 THIRD AVENUE
NEW YORK, NY

10017-2703

Phone no. 2128914230

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) | |
| 530,040. | | GAIN ON PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| | | | | | | | 530,040. | |
| 372,585. | | THRU. PARTNERSHIPS PROPERTY TYPE: OTHER | | | | P | VAR | VAR |
| | | | | | | | 372,585. | |
| | | LESS: THRU. PARTNERSHIPS-UBTI PROPERTY TYPE: REAL ESTATE 29,192. | | | | P | VAR | VAR |
| | | | | | | | -29,192. | |
| 149,806. | | THRU PARTNERSHIPS-SEC 1231 PROPERTY TYPE: REAL ESTATE | | | | P | VAR | VAR |
| | | | | | | | 149,806. | |
| | | LESS: THRU PARTNERSHIPS-SEC 1231 UBTI 111,935. | | | | | VAR | VAR |
| | | | | | | | -111,935. | |
| TOTAL GAIN (LOSS) | | | | | | | <u>911,304.</u> | |

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

Schedule of Contributors

OMB No 1545-0047

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

2012

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 foundation

Check 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 | HUDSON CHARITABLE FUND ATTN: MICHAEL A. VARET, P.O. BOX 287440 NEW YORK, NY 10128-7440 | \$ 657,412. | 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) |

Employer identification number

13-3202345

Part II

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| 1 | RECEIVED 100% OF ASSETS FROM HUDSON CHARITABLE FUND(EIN:20-5564794) | \$ 657,412. | 5/31/2012 |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| - - - - | - - - - - - - - - - - - - - - - | \$ - - - - | - - - - |

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 entryFor 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 |
| | ----- ----- ----- | ----- ----- ----- | |

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 | 1,516. | 1,516. |
| US TREASURY BOND INTEREST | 32,189. | 32,189. |
| THRU PARTNERSHIPS | 80,047. | 79,964. |
| THRU PARTNERSHIPS (T/E INTEREST) | 24,447. | |
| INTERNAL REVENUE SERVICE | 4. | 4. |
| TOTAL | <u>138,203.</u> | <u>113,673.</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 THRU PARTNERSHIPS | 374,070. 42,672. | 374,070. 42,672. |
| TOTAL | <u>416,742.</u> | <u>416,742.</u> |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-------------------------------------|---|-----------------------------|
| THRU PARTNERSHIPS (NOT UBIT) | -42,911. | -42,911. |
| THRU PARTNERSHIPS (SUBJECT TO UBIT) | -93,338. | |
| TOTALS | <u>-136,249.</u> | <u>-42,911.</u> |

ATTACHMENT 4

FORM 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 | 13,958. | 5,204. | | 8,754. |
| TOTALS | <u>13,958.</u> | <u>5,204.</u> | | <u>8,754.</u> |

ATTACHMENT 5FORM 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 | 115,887. | 57,944. | | 57,943. |
| TOTALS | <u>115,887.</u> | <u>57,944.</u> | | <u>57,943.</u> |

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| THRU PARTNERSHIPS | 317. | 317. |
| TOTALS | <u>317.</u> | <u>317.</u> |

ATTACHMENT 7FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-------------------------------|---|--------------------------------------|
| FOREIGN TAXES PAID(THRU K-1S) | 778. | 778. |
| FEDERAL EXCISE TAX | 8,525. | |
| STATE UBTI, | 1,385. | |
| TOTALS | <u>10,688.</u> | <u>778.</u> |

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|---------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| CUSTODY FEES | 6,662. | | 6,662. | |
| THRU PARTNERSHIPS | 61,024. | 61,024. | | 150. |
| FILING FEE | 150. | | | 3,141. |
| LIABILITY INSURANCE | 3,141. | | | |
| TOTALS | <u>70,977.</u> | <u>61,024.</u> | <u>6,662.</u> | <u>3,291.</u> |

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

| <u>DESCRIPTION</u> | <u>ATTACHMENT 9</u> | |
|----------------------|------------------------------|-----------------------|
| | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
| UST INFLATION INDEX | 618,240. | 1,417,146. |
| US OBLIGATIONS TOTAL | <u>618,240.</u> | <u>1,417,146.</u> |

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|---------------------------------|------------------------------|-----------------------|
| AMETEK | 206,502. | 159,854. | 2,955,546. |
| PIMCO | 3,706,171. | 2,254,731. | 2,338,230. |
| JP MORGAN SHORT DURATION BOND | 1,067,352. | 1,819,290. | 1,816,375. |
| CHEVRONTXACO CORP COM | 11,078. | 11,078. | 104,319. |
| STRALEM EQUITY FUND | 500,000. | 516,303. | 560,952. |
| JP MORGAN HIGH YIELD | | 1,817,324. | 1,909,137. |
| JP MORGAN SECURITIES | | 1,570,196. | 1,611,044. |
| JP MORGAN SELECT | | 372,290. | 378,419. |
| TOTALS | <u>5,491,103.</u> | <u>8,521,066.</u> | <u>11,674,022.</u> |

ATTACHMENT 11FORM 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 | 84,952. | 85,234. | 83,883. |
| 2800 ACI-II ASSOCIATES LLC | 1,319. | 1,269. | 417. |
| 2800 ACI-II INVESTORS LLC | 39,091. | 34,651. | 36,307. |
| 2800 ASA IV, LLC | 206,118. | -49,952. | -78,397. |
| 2800 ASCP CHINA INVESTORS LLC | 620,981. | 617,317. | 610,986. |
| 2800 ASCP CHINA ASSOCIATES LLC | 1,927. | 1,939. | 1,658. |
| 2800 ASDP ASSOCIATES LLC | 11,118. | 3,846. | 4,604. |
| 2800 ASDP INVESTORS LLC | 196,324. | 59,662. | 63,975. |
| 2800 ICV-II ASSOCIATES LLC | 62,762. | 92,484. | 99,672. |
| 2800 ICV-II INVESTORS LLC | 283,432. | 380,692. | 394,703. |
| 2800 LBO III INVESTORS LLC | 490,833. | 387,729. | 385,643. |
| 2800 LBO IV INVESTORS LLC | 767,640. | 446,914. | 445,557. |
| 2800 LBO V ASSOCIATES | 432,969. | 382,023. | 378,044. |
| 2800 LBO V INVESTORS LLC | 1,226,185. | 1,128,237. | 1,119,719. |
| 2800 SAP IV INVESTORS LLC | 156,958. | 143,521. | 236,957. |
| 2800 SAP V ASSOCIATES | 3,723. | 3,560. | 11. |
| 2800 SAP V INVESTORS LLC | 275,755. | 265,341. | 531,093. |
| AMERICAN GOTHAM PARTNERS | 3,874. | 2,604. | 3,954. |
| AMERICAN MCAP II LLC | 94,038. | 89,367. | 148,773. |
| AMERICAN MCAP III LLC | 313,795. | 330,930. | 356,951. |
| AMERICAN SAP IV ASSOCIATES LP | 4,243. | 7,002. | 6,190. |
| 2800 JR INVESTORS LLC | 101,269. | 83,376. | 88,056. |
| AMERICAN SAP II ASSOCIATES LP | 1,925. | 738. | 1,925. |
| AMERICAN SAP III ASSOCIATES LP | 587. | 1,093. | 587. |
| ASOF II (B) LP | 74,094. | 126,510. | 133,117. |
| SUITE 2400 INVESTORS II LP | -562. | -983. | 2,740. |
| TOTALS | <u>5,455,350.</u> | <u>4,625,104.</u> | <u>5,057,125.</u> |

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|-----------------------|----------------|
| PRIOR YEAR ADJUSTMENT | 14,500. |
| TOTAL | <u>14,500.</u> |

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

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|---------------------|-----------------|
| BOOK/TAX DIFFERENCE | 477,284. |
| TOTAL | <u>477,284.</u> |

MIDDLE ROAD FOUNDATION

13-3202345

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

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES | |
|---|---|--------------|---|---|---|
| | | | | | |
| ELIZABETH R VARET P.O. BOX 287440 NEW YORK, NY 10128-7440 | CHAIRMAN&DIRECTOR&ASST.SEC 1.00 | 0 | 0 | 0 | 0 |
| MICHAEL A VARET P.O. BOX 287440 NEW YORK, NY 10128-7440 | PRESIDENT,DIRECTOR,TREASURER 1.00 | 0 | 0 | 0 | 0 |
| SARAH R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440 | VICE PRESIDENT& SECRETARY .25 | 0 | 0 | 0 | 0 |
| DAVID R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440 | VP& ASST SECRETARY .25 | 0 | 0 | 0 | 0 |
| JOSEPH R. VARET P.O. BOX 287440 NEW YORK, NY 10128-7440 | VP & ASST TREASURER .25 | 0 | 0 | 0 | 0 |
| GRAND TOTALS | | 0 | 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 | 115,887. |
| TOTAL COMPENSATION | | <u>115,887.</u> |

MIDDLE ROAD FOUNDATION

13-3202345

FORM 990PF, 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

NONE

GENERAL PUBLIC

PUBLIC SUPPORT

982,567

TOTAL CONTRIBUTIONS PAID

982,567

88592X L161

1/6/2014

1 53 07 PM

V 12-7 12

ATTACHMENT 16

MIDDLE ROAD FOUNDATION

2012/2013

EIN 13-3202345

PART IV-Grants and Contributions paid during the year

| Name | Address | Recipient Status | Purpose | Amount |
|---|---|------------------|-----------------|---------|
| American Constitution Society | 1333 H Street NW 11th Floor Washington DC 20005 | Public | General Support | 3 000 |
| American Friends of Livnot Ushabnanot | P O Box 811715 Boca Raton FL 33481 | Public | General Support | 10,000 |
| American Friends of the Israel Museum | 500 Fifth Avenue Suite 2540 New York NY 10110 | Public | General Support | 3 000 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 10 000 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 4 500 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 200 000 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 20 000 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 8 000 |
| American Jewish Joint Distribution Commit | 711 Third Ave New York, NY 10017 | Public | General Support | 4 000 |
| Arnold Hammer Museum of Art | and Cultural Center Inc Attn David Morehouse 10899 Wislawa Blvd | Public | General Support | 1 000 |
| ARTIS Contemporary Israeli Art Fund Inc | Attn Yeeli Reinharz 368 Broadway Suite 301 New York, NY 10013 | Public | General Support | 1 000 |
| ARTIS Contemporary Israeli Art Fund Inc | Attn Yeeli Reinharz 368 Broadway Suite 301 New York, NY 10013 | Public | General Support | 2 000 |
| Artists for Israel | Yeeli Reinharz 368 Broadway #301 New York, NY 10013 | Public | General Support | 1 000 |
| Artists for Israel | Yeeli Reinharz 368 Broadway #301 New York, NY 10013 | Public | General Support | 1 000 |
| ASSOCIATION POUR LE RETABLISSEMENT DES | INSTITUTIONS ET OUVRES ISRAELITES EN FRANCE | Public | General Support | 2 000 |
| Balroom Cultural Arts Foundation | JD D'Abbo 108 East San Antonio Street Marfa, TX 79843 | Public | General Support | 1 000 |
| Boys and Girls Club of Venice Inc | c/o Aileen Martinez 2232 Lincoln Blvd Venice CA 90291 | Public | General Support | 1 000 |
| BROWN UNIVERSITY | GIFT CASHIER P O BOX 1877 PROVIDENCE, RI 02912 | Public | General Support | 2,500 |
| California Institute of the Arts | Aram Moshayedi c/o Laura Ruggen CalArts Office of Advancement 24700 McBean Parkway | Public | General Support | 500 |
| CAREERS THROUGH CULINARY ARTS PROGRAM, IN | 250 WEST 57TH STREET SUITE 2015 NEW YORK, NY 10107 | Public | General Support | 1 000 |
| Center for Constitutional Rights | Attn Development Dept 866 Broadway, 7th Floor New York, NY 10012 | Public | General Support | 750 |
| CENTRAL PARK CONSERVANCY, INC | 14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022 | Public | General Support | 25 000 |
| CENTRAL PARK CONSERVANCY, INC | 14 EAST 60TH STREET 8TH FLOOR NEW YORK, NY 10022 | Public | General Support | 150 |
| Chicago Public Media Inc | This American Life 848 East Grand Ave Chicago IL 60611 | Public | General Support | 500 |
| CHORE SERVICE INC | PO BOX 123 SHARON CT 06060 | Public | General Support | 300 |
| Christ the King Church | 3209 60th Street Melrose IL 61625 | Public | General Support | 1,000 |
| CITY HARVEST | 575 EIGHTH AVENUE 4TH FLOOR NEW YORK, NY 10018 | Public | General Support | 500 |
| Community Partners | Kelly Patneol 6435 Wilshire Blvd Los Angeles, CA 90048 | Public | General Support | 2,000 |
| Cornell University Weill Medical College | 425 East 61st Street New York, NY 10021 | Public | General Support | 5 000 |
| DAILY PENNSYLVANIAN Alumni Society | 4015 Walnut Street Philadelphia, PA 19104-6198 | Public | General Support | 250 |
| DALTON SCHOOLS | 108 EAST 88TH STREET NEW YORK, NY 10128-1599 | Public | General Support | 1 000 |
| Doctors Without Borders | 333 Seventh Ave 2nd Floor New York, NY 10001 | Public | General Support | 2 000 |
| EAST HARLEM SCHOOL AT EXODUS HOUSE | Development Dept 340 East 104th Street New York, NY 10029 | Public | General Support | 1 000 |
| ETHICAL CULTURE FIELDSTON SCHOOLS | Office of Insti Advancement and Alumni 33 CENTRAL PARK WEST NEW YORK, NY 10023-6001 | Public | General Support | 2 000 |
| ExtraExtended Time Rec Act in Salisbury | Activities in Salisbury PO Box 548 - 27 Main Street Salisbury, CT 06068 | Public | General Support | 250 |
| Florida State University | College of Law 425 W Jefferson Street Tallahassee FL 32306-1901 | Public | General Support | 40 000 |
| Florida State University | College of Law 425 W Jefferson Street Tallahassee, FL 32306-1901 | Public | General Support | 30,000 |
| Fountain House | 425 West 47th Street New York, NY 10036 | Public | General Support | 5 000 |
| Fountain House | 425 West 47th Street New York, NY 10036 | Public | General Support | 3,000 |
| Fountain House | 425 West 47th Street New York, NY 10036 | Public | General Support | 1,000 |
| Fountain House | 425 West 47th Street New York, NY 10036 | Public | General Support | 5 000 |
| Friends of the High Line | Attn Joshua David 528 W 20th Street Suite 8H New York, NY 10011 | Public | General Support | 5,000 |
| HANCOCK SHAKER VILLAGE, INC | P O BOX 927 PITTSFIELD MA 01202-9971 | Public | General Support | 300 |
| HOSPITAL FOR SPECIAL SURGERY | 265 Henry Street New York, NY 10002 | Public | General Support | 1,000 |
| HOUSATONIC DAY CARE CENTER, INC | c/o Dr Theodore Fields 535 East 70th Street 8th Floor New York, NY 10021 | Public | General Support | 10,000 |
| HOUSATONIC VALLEY ASSOCIATION, INC | 22 WELLS HILL ROAD LAKEVILLE, CT 06039 | Public | General Support | 300 |
| INTERNATIONAL RESCUE COMMITTEE, INC | P O BOX 28 CORNWALL BRIDGE, CT 06754-0028 | Public | General Support | 300 |
| JCC Rockland | 122 E 42ND ST FLR 12 NEW YORK, NY 10168 | Public | General Support | 1 000 |
| JCC Rockland | 450 West Nyack Road West Nyack, NY 10994 | Public | General Support | 6 000 |
| JCC Rockland | 450 West Nyack Road West Nyack, NY 10994 | Public | General Support | 10 000 |
| Jewish Telegraphic Agency | 330 Seventh Avenue 17th Floor New York, NY 10001 | Public | General Support | 500 |
| Joseph Silke Center for Jewish Life at Y | Yale Hillal PO Box 209077 New Haven CT 06520-9077 | Public | General Support | 6,000 |
| LAKE WONONSOPOMUC ASSOCIATION, INC | P O BOX 442 SALISBURY CT 06068-0442 | Public | General Support | 300 |
| LAXART | c/o Laura Friskenberg 2840 South La Cienega Blvd Los Angeles CA 90034-2804 | Public | General Support | 5,000 |
| LAXART | c/o Laura Friskenberg 2840 South La Cienega Blvd Los Angeles CA 90034-2804 | Public | General Support | 500 |
| LAXART | c/o Laura Friskenberg 2840 South La Cienega Blvd Los Angeles CA 90034-2804 | Public | General Support | 2,000 |
| Los Angeles Nomadic Division | c/o Laura Hyatt 8033 Sunset Blvd Suite 455 Los Angeles CA 90046 | Public | General Support | 1,500 |
| MAK Center for Art and Architecture | 835 North Kings Road c/o Kimbela Meyer Los Angeles CA 90069 | Public | General Support | 2 000 |
| MANHATTAN SCHOOL OF MUSIC | 120 CLAREMONT AVENUE NEW YORK, NY 10027 | Public | General Support | 1,000 |

MIDDLE ROAD FOUNDATION

2012/2013

EIN 13-3202345

PART XV-Grants and Contributions paid during the year

| Name | Address | Recipient Status | Purpose | Amount |
|--|---|------------------|-----------------|---------|
| Morja Preservation Inc | 308 York Street New Haven, CT 06511-3027 | Public | General Support | 500 |
| MOTHERS AGAINST DRUNK DRIVING | 511 EAST JOHN CARPENTERS FRWY, SUITE 700 IRVING, TX 75062 | Public | General Support | 500 |
| MOUNT SINAI HOSPITAL | Development Office 1100 Fifth Avenue New York, NY 10029 | Public | General Support | 1 000 |
| Muse Film and Television | Attn Catherine Price 1 East 53rd Street, 10th Floor New York, NY 10022-4201 | Public | General Support | 1 000 |
| Museum Associates | Attn Abby Bangser 5905 Wilshire Blvd Los Angeles CA 90038 | Public | General Support | 1 000 |
| National Senior Citizens Law Center | 1444 Eye Street NW Suite 1100 Washington, DC 20005 | Public | General Support | 1 500 |
| National Trust for Historic Preservation | John Hidirith Regional Vice President 450 King Street Charleston, S C 29403 | Public | General Support | 16 067 |
| NEW YORK-PRESBYTERIAN HOSPITAL | 525 EAST 68TH STREET BOX 39 BAKER PAVILLION 14TH FLOOR NEW YORK, NY 10021 | Public | General Support | 20 000 |
| NEW YORK PUBLIC LIBRARY | OFFICE OF DEVELOPMENT FIFTH AVE/42ND STREET, ROOM 73 NEW YORK, NY 10018 | Public | General Support | 500 |
| NEW YORK UNIVERSITY | DEAN MATTHEW SANTIROCCO 100 WASHINGTON SQ - ROOM 910 NEW YORK, NY 10003-0688 | Public | General Support | 10 000 |
| NEW YORK UNIVERSITY | DEAN MATTHEW SANTIROCCO 100 WASHINGTON SQ - ROOM 910 NEW YORK, NY 10003-0688 | Public | General Support | 6 250 |
| NEW YORK UNIVERSITY | DEAN MATTHEW SANTIROCCO 100 WASHINGTON SQ - ROOM 910 NEW YORK, NY 10003-0688 | Public | General Support | 10 000 |
| NEW YORK UNIVERSITY | Stephen D Hassenfeld Childrens Center for Cancer and Blood Disorders PO Box 839-Office of Treasurer | Public | General Support | 1 500 |
| New York University Medical Center | 525 EAST 68TH STREET NEW YORK, NY 10131-0051 | Public | General Support | 5 000 |
| NEW YORK WEILL CORNELL MEDICAL CENTER | Fund Development 1301 Fifth Ave New York, NY 10029 | Public | General Support | 3 000 |
| NORTHSIDE CENTER FOR CHILD DEVELOPMENT, I | Fund Development 1301 Fifth Ave New York, NY 10029 | Public | General Support | 1 000 |
| NORTHSIDE CENTER FOR CHILD DEVELOPMENT, I | MENTAL HEALTH INC P O BOX 153 LAKEVILLE, CT 06039-0153 | Public | General Support | 300 |
| NORTHWEST CENTER FOR FAMILY SERVICE AND | P O BOX 705 LAKEVILLE, CT 06039-0153 | Public | General Support | 500 |
| OLDER WOMEN'S LEAGUE | 50 EAST 87TH STREET NEW YORK, NY 10128 | Public | General Support | 14 000 |
| PARK AVENUE SYNAGOGUE | 50 EAST 87TH STREET NEW YORK, NY 10128 | Public | General Support | 2 500 |
| PARK AVENUE SYNAGOGUE | Attn Online Services Program 434 West 33rd Street New York, NY 10001 | Public | General Support | 3 000 |
| Planned Parenthood Federation of America | Attn Shana Luter PO Box 41-37 Los Angeles CA 90041 | Public | General Support | 500 |
| Project X Foundation for Art & Criticism | ACADEMY STREET P O BOX 553 SALISBURY CT 06068-0553 | Public | General Support | 300 |
| SALISBURY ASSOCIATION, INC | 30A SALMON KILL RD SALISBURY CT 06068-0582 | Public | General Support | 300 |
| SALISBURY VISITING NURSE ASSOCIATION | P O BOX 582 SALISBURY, CT 06068-0582 | Public | General Support | 2 500 |
| SALISBURY VOLUNTEER AMBULANCE SERVICE, IN | c/o Masako Yamamoto PO Box 2541 Los Alamitos CA 90720 | Public | General Support | 500 |
| Saving Shleas Inc | MAIN STREET SALISBURY, CT 06068 | Public | General Support | 500 |
| SCOVILLE MEMORIAL LIBRARY ASSOCIATION IN | c/o Fernah Smith PO Box 2616 Friday Harbor, WA 98250 | Public | General Support | 500 |
| SEA SHEPHERD CONSERVATION SOCIETY | c/o Fernah Smith PO Box 2616 Friday Harbor, WA 98250 | Public | General Support | 1 500 |
| SEA SHEPHERD CONSERVATION SOCIETY | c/o Fernah Smith PO Box 2616 Friday Harbor, WA 98250 | Public | General Support | 2 000 |
| SEA SHEPHERD CONSERVATION SOCIETY | Sharon, CT 06069 | Public | General Support | 1 000 |
| Sherman Land Trust | 400 Washington Ave Montgomery AL 36104 | Public | General Support | 1 000 |
| Southern Poverty Law Center | Development Office 630 Bedford Road Pocatello Hills, NY 10591 | Public | General Support | 1 000 |
| Stone Barns Ctr for Food and Agriculture | 80 Hatanen Place 2nd Floor Brooklyn, NY 10013 | Public | General Support | 500 |
| StoryCorps | The Moth 481 Broadway, 3rd Floor New York, NY 10013 | Public | General Support | 500 |
| The Center for Discovery | P O Box 840 Harris, NY 12742 | Public | General Support | 1 000 |
| The Children's Health Fund | 215 West 125th Street Suite 301 New York, NY 10027 | Public | General Support | 2 000 |
| THE PRATIGORSKY FOUNDATION | 225 WEST 34TH STREET SUITE 1513 NEW YORK, NY 10122 | Public | General Support | 3 000 |
| TIME AND SPACE LIMITED THEATRE CO | PO BOX 343 HUDSON, NY 12534 | Public | General Support | 5 000 |
| TIME AND SPACE LIMITED THEATRE CO | PO BOX 343 HUDSON, NY 12534 | Public | General Support | 500 |
| Town of Salisbury Connecticut | 27 Main Street Salisbury, CT 06068 | Public | General Support | 2 000 |
| TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA | ONE COLLEGE HALL PHILADELPHIA PA 19104 | Public | General Support | 250 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 35 000 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 2 000 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 1 000 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 3 000 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 250 000 |
| UJA Federation of Jewish Phil of NY | 130 East 58th Street New York, NY 10022 | Public | General Support | 4 250 |
| United Way of Western Connecticut | 85 West Street Danbury, CT 06810-0528 | Public | General Support | 500 |
| Venice Family Clinic | c/o Elm Hermitage 604 Rose Avenue Venice, CA 90291 | Public | General Support | 500 |
| WELFARE LAW CENTER, INC | 275 SEVENTH AVENUE SUITE 1205 NEW YORK, NY 10001-0708 | Public | General Support | 3 500 |
| WHITNEY MUSEUM OF AMERICAN ART | c/o Julia Johnson 945 Madison Ave New York, NY 10021 | Public | General Support | 20 000 |
| WHITNEY MUSEUM OF AMERICAN ART | c/o Julia Johnson 945 Madison Ave New York, NY 10021 | Public | General Support | 20 000 |
| Wikimedia Foundation, Inc | PO Box 98204 Washington, DC 20090-9204 | Public | General Support | 800 |
| WOMEN'S SUPPORT SERVICES, INC | P O BOX 341 SHARON, CT 06069 | Public | General Support | 500 |
| Yale Hillel Joseph Silfka Center for Jew | Joseph Silfka Center for Jewish Life Yale PO Box 206077 New Haven, CT 06520-0777 | Public | General Support | 1 250 |
| YALE LAW SCHOOL | 127 WALL STREET NEW HAVEN, CT 06520 | Public | General Support | 5 000 |
| YALE LAW SCHOOL | 127 WALL STREET NEW HAVEN, CT 06520 | Public | General Support | 50 000 |
| YALE LAW SCHOOL | 127 WALL STREET NEW HAVEN, CT 06520 | Public | General Support | 5 500 |

TOTAL CHARITY CONTRIBUTIONS

982,587

FEDERAL FOOTNOTES

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

MIDDLE ROAD FOUNDATION RECEIVED 100% OF THE TOTAL ASSETS FROM THE LIQUIDATION OF HUDSON CHARITABLE FUND (EIN: 20-5564794). MIDDLE ROAD FOUNDATION RECEIVED 100% OF THE EXCESS DISTRIBUTION CARRYOVER FROM HUDSON CHARITABLE FUND AS FOLLOWS IN THE AMOUNT OF \$9,109 AS OF MAY 31, 2012.

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

NAME OF SUBSTANTIAL CONTRIBUTOR: HUDSON CHARITABLE FUND, 20-5564794
PO BOX 287440
NEW YORK, NY 10128-7440

AMOUNT OF CONTRIBUTION DUE TO LIQUIDATION: \$657,412

MIDDLE ROAD FOUNDATION
 CALCULATION FOR EXCESS DISTRIBUTIONS CARRYOVER
 FYE 4/30/13

| | Total Excess Distribution from Hudson Charitable Fund | Middle Road Foundation's Share | Excess Distribution Carryover allocated to Middle Road Foundation | Original Excess Distribution Per Middle Road Foundation FYE 4/30/13 | Total Excess Distribution for Middle Road Foundation Carryover to 4/30/14 |
|---|---|-----------------------------------|---|---|--|
| 2008 4/30/2009 | | | | 407,015 | 407,015 |
| 2009 4/30/2000 | | | | 38,929 | 38,929 |
| 2010 4/30/2011 | | | | | 0 |
| 2011 4/30/2012 | | | | 64,455 | 64,455 |
| 2012 4/30/2013 | 9,109 | 100.00% | 9,109 | 40,371 | 49,480 |
| Total excess distribution carryover to 2013(4/30/14) | 9,109 | | 9,109 | 550,770 | 559,879 |

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

OMB No 1545-1709

► **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 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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

MIDDLE ROAD FOUNDATION

Employer identification number (EIN) or

13-3202345

Number, street, and room or suite no. If a P.O. box, see instructions

C/O MICHAEL A. VARET, P.O. BOX 287440

Social security number (SSN)

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 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 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

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 12/16, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20 ____ or
- ☒ tax year beginning 05/01, 2012, and ending 04/30, 20 13

- 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, nonrefundable credits. See instructions
- b If this application is for Form 990-PF, 990-T, 4720, or estimated tax payments made. Include any prior year overpayment
- c **Balance due.** Subtract line 3b from line 3a. Include your payment (Electronic Federal Tax Payment System). See instructions

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

**THIS FORM HAS BEEN
FILED BY OUR OFFICE
ON YOUR BEHALF**

THIS IS YOUR COPY

| | | | |
|----|----|----|---------|
| ny | 3a | \$ | 20,701. |
| nd | 3b | \$ | 10,701. |
| PS | 3c | \$ | 10,000. |

for payment instructions
Form **8868** (Rev. 1-2013)