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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

**Return of Private Foundation**  
or **Section 4947(a)(1) Trust Treated as Private Foundation**

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013**

Name of foundation MIDDLE RUN CHARITABLE FOUNDATION		<b>A Employer identification number</b> 27-1364273
Number and street (or P O box number if mail is not delivered to street address) PO BOX 263	Room/suite	<b>B Telephone number (see instructions)</b> (302) 658-7796
City or town, state or province, country, and ZIP or foreign postal code ROCKLAND, DE 19732		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 215,798	<b>J</b> 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.)	<b>F</b> 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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	13,505	13,505		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 <input checked="" type="checkbox"/>	7,311			
	<b>b</b> Gross sales price for all assets on line 6a 56,346				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		7,311		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .					
<b>12 Total.</b> Add lines 1 through 11 . . . . .	20,816	20,816			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . . <input checked="" type="checkbox"/>	120	120		
	<b>b</b> Accounting fees (attach schedule) . . . . . <input checked="" type="checkbox"/>	5,240	5,240		
	<b>c</b> Other professional fees (attach schedule) . . . . . <input checked="" type="checkbox"/>	1,090	1,090		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . . <input checked="" type="checkbox"/>	37	37		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	6,487	6,487		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	31,900			31,900
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	38,387	6,487		31,900	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-17,571				
<b>b Net investment income</b> (if negative, enter -0-)		14,329			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	20,911	8,616	8,616	
	<b>2</b> Savings and temporary cash investments . . . . .	2,400	15,616	15,616	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	185,283 <input checked="" type="checkbox"/>	166,791	191,566	
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	208,594	191,023	215,798		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	208,594	191,023		
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
<b>29</b> Retained earnings, accumulated income, endowment, or other funds					
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	208,594	191,023			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	208,594	191,023			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	208,594
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-17,571
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	191,023
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>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>	191,023

**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>1 a</b> PUBLICLY TRADED SECURITIES			
<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> 56,346	0	49,035	7,311
<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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> 0	0	0	7,311
<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>	7,311
<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>	

**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 page 18 of 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))
2012	16,850	221,852	0.075952
2011	27,335	232,035	0.117806
2010	96,830	281,858	0.343542
2009			0.000000
2008			

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.537300
<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>	0.134325
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	230,271
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	30,931
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	143
<b>7</b> Add lines 5 and 6.	<b>7</b>	31,074
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	31,900

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 143, 0, 143, 3,747, and 3,604.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Questions cover political activities, tax on political expenditures, and substantial contributors.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>POWDERMILL FINANCIAL SOLUTIONS LLC</b> Telephone no <b>(302) 658-7796</b> Located at <b>PO BOX 263 ROCKLAND DE</b> ZIP +4 <b>19732</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	At any time during calendar year 2013, 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

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

<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>		<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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 2013?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2013 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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 2013?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
SARAH I GORE PO BOX 263 ROCKLAND, DE 19732	DIRECTOR 1 00	0	0	0
TOM COONS PO BOX 263 ROCKLAND, DE 19732	DIRECTOR 1 00	0	0	0
STEVE COONS PO BOX 263 ROCKLAND, DE 19732	DIRECTOR 1 00	0	0	0
CHRIS COONS PO BOX 263 ROCKLAND, DE 19732	DIRECTOR 1 00	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. 0

**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
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		0

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**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>	210,766
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	23,012
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	233,778
<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>	233,778
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	3,507
<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>	230,271
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	11,514

**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>	11,514
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	143
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	143
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	11,371
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	11,371
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	11,371

**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>	31,900
<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>	31,900
<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>	143
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	31,757

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				11,371
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				90,077
<b>d</b> From 2011. . . . .				15,733
<b>e</b> From 2012. . . . .				5,840
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	111,650			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>31,900</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				11,371
<b>e</b> Remaining amount distributed out of corpus	20,529			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	132,179			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	132,179			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				90,077
<b>c</b> Excess from 2011. . . . .				15,733
<b>d</b> Excess from 2012. . . . .				5,840
<b>e</b> Excess from 2013. . . . .				20,529

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**

**1 Information Regarding Foundation Managers:**

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

SARAH I GORE

**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

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**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 of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 31,900
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403		501(C)(3)	GENERAL PURPOSE	1,000
WHYY 625 ORANGE ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	2,500
RONALD MCDONALD HOUSE PO BOX 96066 WASHINGTON, DC 20090		501(C)(3)	GENERAL PURPOSE	500
DELAWARE BREAST CANCER COALITION 111 WEST 11TH ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	500
SOJOURNERS PLACE 2901 NORTHEAST BLVD WILMINGTON, DE 19802		501(C)(3)	GENERAL PURPOSE	500
KAPPA KAPPA GAMMA FOUNDATION 530 EAST TOWN ST COLUMBUS, OH 43216		501(C)(3)	GENERAL PURPOSE	500
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE 2ND FL NEW YORK, NY 10001		501(C)(3)	GENERAL PURPOSE	300
DELAWARE COMMUNITY FEDERATION PO BOX 1636 WILMINGTON, DE 19899		501(C)(3)	GENERAL PURPOSE	250
PLANNED PARENTHOOD OF DE 625 N SHIPLEY ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	2,000
FAITHFUL FRIENDS ANIMAL SOCIETY 12 GERMAY DR WILMINGTON, DE 19804		501(C)(3)	GENERAL PURPOSE	500
CONNECTING GENERATIONS 100 WEST 10TH ST STE 1115 WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	3,500
CHILDREN & FAMILIES FIRST 2005 BAYNARD BLVD WILMINGTON, DE 19802		501(C)(3)	GENERAL PURPOSE	1,000
DELAWARE COLLEGE OF ART & DESIGN 600 N MARKET ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	250
THE GRAND OPERA HOUSE 818 N MARKET ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	1,000
DELAWARE FUTURES 1104 N ADAMS ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	100
<b>Total . . . . .</b>				<b>31,900</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FOOD BANK OF DELAWARE 14 GARFIELD WAY NEWARK, DE 19713				
SAMARITAN HOUSE 2610 GREENBRIAR LANE ANNAPOLIS, MD 21401				
SERVIAM GIRLS ACADEMY 14 HALCYON DRIVE NEW CASTLE, DE 19720				
ST MICHAEL'S SCHOOL & NURSERY 700 N WALNUT ST WILMINGTON, DE 19801				
THE MUSIC SCHOOL OF DELAWARE 4101 WASHINGTON ST WILMINGTON, DE 19802				
VERTEX-OPEN CONNECTIONS INC 1616 DELCHESTER RD NEWTOWN SQUARE, PA 19073				
YWCA DELAWARE 100 W 10TH ST STE 515 WILMINGTON, DE 19801				
<b>Total . . . . .</b>	<b>▶ 3a</b>			31,900

## TY 2013 Accounting Fees Schedule

**Name:** MIDDLE RUN CHARITABLE FOUNDATION

**EIN:** 27-1364273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
POWDERMILL FINANCIAL SOLUTIONS ACCOUNTING	5,240	5,240		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Gain/Loss from Sale of Other Assets Schedule

**Name:** MIDDLE RUN CHARITABLE FOUNDATION

**EIN:** 27-1364273

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES		Purchased		PUBLICLY TRADED SECURITIES	56,346	49,035			7,311	

**TY 2013 Investments Corporate  
Stock Schedule****Name:** MIDDLE RUN CHARITABLE FOUNDATION**EIN:** 27-1364273

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
DELAWARE SMALL CAP VALUE INSTL	6,180	9,506
GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO	26,719	28,221
LORD ABBOTT FUNDAMENTAL EQUITY FUND	31,015	39,236
LORD ABBOTT INV TRUST SHORT DURATION INC FUND	18,668	18,681
OPPENHEIMER INTL DIVERSIFIED FUND	25,126	34,806
OPPENHEIMER STEELPATH MLP INCOME FUND CLASS I	23,050	23,490
PUTNAM DIVERSIFIED INCOME TRUST CL Y	17,823	18,970
VIRTUS SENIOR FLOATING RATE FUND CL I	18,210	18,656

## TY 2013 Legal Fees Schedule

**Name:** MIDDLE RUN CHARITABLE FOUNDATION

**EIN:** 27-1364273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FRIEDMAN SCHUMAN LEGAL	120	120		

## TY 2013 Other Expenses Schedule

**Name:** MIDDLE RUN CHARITABLE FOUNDATION

**EIN:** 27-1364273

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	12	12		
LICENSE AND PERMITS	25	25		

## TY 2013 Other Professional Fees Schedule

**Name:** MIDDLE RUN CHARITABLE FOUNDATION

**EIN:** 27-1364273

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BARLEY MILL INV MGMT FEES	1,090	1,090		

# 2013 TAX REPORTING STATEMENT

MIDDLE RUN CHARITABLE FOUNDATION Account No. KW0-002674 Customer Service 302-765-2626  
 Recipient ID No. 27-1364273 Payer's Fed ID Number 04-3523567

**FORM 1099-B\***

## 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II  
 (This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
VIRTUS SENIOR FLOATING RATE CL I, PSFIX, 92828R529										
Sale	06/11/13	01/18/12	97.275	953.41	935.93	17.48				
Sale	12/18/13	01/18/12	304.260	2,975.05	2,927.43	47.62				
<b>Subtotals</b>				<b>3,928.46</b>	<b>3,863.36</b>					
<b>TOTALS</b>				<b>3,928.46</b>	<b>3,863.36</b>			<b>0.00</b>		
				<b>Box D Long-Term Realized Gain</b>		<b>65.10</b>				
				<b>Box D Long-Term Realized Loss</b>		<b>0.00</b>				
				<b>Box D Wash Sale Loss Disallowed</b>			<b>0.00</b>			

\* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.



**2013 TAX REPORTING STATEMENT**MIDDLE RUN CHARITABLE FOUNDATION Account No. **KW0-002674** Customer Service: 302-765-2626  
Recipient ID No.27-1364273 Payer's Fed ID Number: 04-3523567**FORM 1099-B\*****2013 Proceeds from Broker and Barter Exchange Transactions**

Copy B for Recipient OMB NO. 1545-0715

**Long-term transactions for which basis is not reported to the IRS** --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c &amp; 6)

(IRS Form 1099-B box numbers are shown below in bold type)

<b>8</b> Description, <b>1d</b> Stock or Other Symbol, CUSIP										
<b>Action</b>	<b>1a</b> Date of Sale or Exchange	<b>1b</b> Date of Acquisition	<b>1e</b> Quantity Sold	<b>2a</b> Sales Price of Stocks, Bonds, etc. (a)	<b>3</b> Cost or Other Basis (b)	<b>Gain/Loss (-)</b>	<b>5</b> Wash Sale Loss Disallowed	<b>4</b> Federal Income Tax Withheld	<b>13</b> State	<b>15</b> State Tax Withheld
DELAWARE SMALL CAP VALUE INSTL CL, DEVIX, 246097208										
Sale	12/18/13	08/25/11	57.773	3,145.05	1,999.66	1,145.39				
GOLDMAN SACHS SATELLSTRATEGY PORT INSTL, GXSIX, 38143H332										
Sale	12/18/13	08/25/11	662.393	5,400.05	5,078.14	321.91				
LORD ABBETT FNDAMNTLEQUITY CLASS F, LAVFX, 543915565										
Sale	04/02/13	08/25/11	151.210	2,225.05	1,770.30	454.75				
Sale	08/06/13	08/25/11	200.974	3,275.05	2,352.92	922.13				
Sale	12/18/13	08/25/11	97.907	1,425.05	1,146.25	278.80				
<b>Subtotals</b>				<b>6,925.15</b>	<b>5,269.47</b>					
LORD ABBETT SHORT DURATION INCOME CL F, LDLFX, 543916464										
Sale	12/18/13	08/25/11	657.895	2,975.05	2,987.47	-12.42				
OPPENHEIMER INTL DIVERSIFIED FD CL Y, OIDYX, 68383C503										
Sale	09/03/13	09/26/11	272.457	3,645.05	2,913.08	731.97				
Sale	12/04/13	various	143.934	2,075.05	1,538.92	536.13				
Sale	12/18/13	11/14/11	493.220	7,250.05	5,273.44	1,976.61				
<b>Subtotals</b>				<b>12,970.15</b>	<b>9,725.44</b>					
PUTNAM DIVERSIFIED INCOME FD CL Y, PDVYX, 746704501										
Sale	05/08/13	various	1,207.071	9,535.05	8,546.98	988.07				
Sale	12/18/13	11/14/11	509.677	3,925.05	3,608.90	316.15				
<b>Subtotals</b>				<b>13,460.10</b>	<b>12,155.88</b>					

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# 2013 TAX REPORTING STATEMENT

MIDDLE RUN CHARITABLE FOUNDATION Account No. KW0-002674 Customer Service: 302-765-2626  
 Recipient ID No.27-1364273 Payer's Fed ID Number: 04-3523567

## FORM 1099-B\* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
VIRTUS SENIOR FLOATING RATE CL I, PSFIX, 92828R529										
Sale	06/11/13	09/26/11	769.459	7,541.64	7,170.06	371.58				
<b>TOTALS</b>				<b>52,417.19</b>	<b>44,386.12</b>	<b>8,043.49</b>		<b>0.00</b>		
				<b>Box E Long-Term Realized Gain</b>		<b>8,043.49</b>				
				<b>Box E Long-Term Realized Loss</b>		<b>-12.42</b>				
				<b>Box E Wash Sale Loss Disallowed</b>			<b>0.00</b>			

For any transaction listed on Form 1099-B in a section indicating that "basis is reported to the IRS", we are reporting to the IRS: 1c type of gain or loss (i.e. short-term or long-term), 6 basis reported to IRS, 8 Description, 1d Stock or other symbol, the CUSIP number, and columns 1a, 1b, 1e, 2a and 2b, 3, 4, 5, 13, 14 and 15. We are not reporting to the IRS the Action, the Gain / Loss, and all subtotals and totals.

For any transaction listed on Form 1099-B in a section indicating that "basis is not reported to the IRS", we are reporting to the IRS: 6 Noncovered security 8 Description, 1d Stock or other symbol, the CUSIP number, and columns 1a, 1e, 2a and 2b, 4, 13, 14 and 15. We are not reporting to the IRS: 1c type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns 1b, 3, 5, and all subtotals and totals.

Although National Financial makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

**\* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**



# Form 990-PF Part I Line 6a Statement - 2013

1/1/2013 through 12/31/2013

10/15/2014

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
<b>LONG TERM</b>							
KW0-002674	Lord Abbott Fundamental Equity Fund	151 210	8/30/2011	4/5/2013	2,225	1,818	407
KW0-002674	Putnam Diversified Income Trust CL Y	1,163 637	9/29/2011	5/13/2013	9,192	8,555	637
KW0-002674	Putnam Diversified Income Trust CL Y	43 434	11/17/2011	5/13/2013	343	319	24
KW0-002674	Virtus Senior Floating Rate Fund CL I	769.459	9/29/2011	6/14/2013	7,542	7,171	371
KW0-002674	Virtus Senior Floating Rate Fund CL I	97 275	1/23/2012	6/14/2013	953	930	23
KW0-002674	Lord Abbott Fundamental Equity Fund	200 974	8/30/2011	8/9/2013	3,275	2,416	859
KW0-002674	Oppenheimer Int'l Diversified Fund	272 457	9/29/2011	11/6/2013	3,645	2,958	687
KW0-002674	Oppenheimer Int'l Diversified Fund	82.720	9/29/2011	12/9/2013	1,193	898	294
KW0-002674	Oppenheimer Int'l Diversified Fund	61.214	11/17/2011	12/9/2013	883	665	218
KW0-002674	Delaware Small Cap Value Instl	57.773	8/30/2011	12/23/2013	3,145	2,000	1,145
KW0-002674	Goldman Sachs Satellite Strategies Portfolio	662.393	8/30/2011	12/23/2013	5,400	5,111	289
KW0-002674	Lord Abbott Fundamental Equity Fund	97.907	8/30/2011	12/23/2013	1,425	1,177	248
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	657.895	8/30/2011	12/23/2013	2,975	2,987	-12
KW0-002674	Oppenheimer Int'l Diversified Fund	493 220	11/17/2011	12/23/2013	7,250	5,355	1,895
KW0-002674	Putnam Diversified Income Trust CL Y	509 677	11/17/2011	12/23/2013	3,925	3,764	161
KW0-002674	Virtus Senior Floating Rate Fund CL I	304.260	1/23/2012	12/23/2013	2,975	2,910	65
<b>TOTAL LONG TERM</b>					<b>56,346</b>	<b>49,035</b>	<b>7,310</b>
<b>OVERALL TOTAL</b>					<b>56,346</b>	<b>49,035</b>	<b>7,310</b>