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

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

2014**Open to Public Inspection****For calendar year 2014, or tax year beginning****, 2014, and ending**

Name of foundation

The Midgard Foundation

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

P.O. Box 7286

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

AshevilleNC 28802**G** Check all that apply☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change**H** Check type of organization:☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation**I** Fair market value of all assets at end of year
(from Part II, column (c), line 16)▶ \$ 3,101,851.**J** Accounting method☒ Cash☐ Accrual☐ Other (specify)

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

A Employer identification number13-6206619**B** Telephone number (see instructions)(828) 253-0304**C** If exemption application is pending, check here. ▶ ☐**D** 1 Foreign organizations, check here ▶ ☐2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)0.**2** Ck ▶ ☒ if the foundn is not required to attach Sch B**3** Interest on savings and temporary cash investments7.7.**4** Dividends and interest from securities34,199.34,199.**5a** Gross rents**b** Net rental income or (loss)**6a** Net gain or (loss) from sale of assets not on line 10**b** Gross sales price for all assets on line 6a**7** Capital gain net income (from Part IV, line 2)50,130.**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)Capital Return from GLAS Funds70,000.70,000.**12** Total Add lines 1 through 11.104,206.-154,336.**13** Compensation of officers, directors, trustees, etc.0.**14** Other employee salaries and wages0.**15** Pension plans, employee benefits0.**16a** Legal fees (attach schedule)0.**b** Accounting fees (attach sch)346.346.**c** Other prof fees (attach sch)**17** Interest**18** Taxes (attach schedule)(see instrs) See Line 18 Stmt7,235.7,235.255.**19** Depreciation (attach sch) and depletion0.**20** Occupancy0.**21** Travel, conferences, and meetings4,336.636.3,700.**22** Printing and publications**23** Other expenses (attach schedule)See Line 23 Stmt2,656.1,056.1,253.**24** Total operating and administrative expenses Add lines 13 through 2314,573.8.6,461.**25** Contributions, gifts, grants paid174,875.174,875.**26** Total expenses and disbursements Add lines 24 and 25189,448.8.181,336.**27** Subtract line 26 from line 12:**a** Excess of revenue over expenses and disbursements-44,585.**b** Net Investment Income (if negative, enter -0-)154,328.**c** Adjusted net Income (if negative, enter -0-)

SCANNED DEC 03 2015

ADMINISTRATIVE AND OPERATING EXPENSES

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing	56,982.	101,045.	101,045.
	2 Savings and temporary cash investments	62,038.	20,514.	20,514.
	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 sch)			
	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)			
	b Investments — corporate stock (attach schedule) L-10b Stmt	700,809.	675,760.	1,937,305.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) L-13 Stmt	1,000,000.	1,012,450.	1,042,987.
	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)	1,819,829.	1,819,764.	3,101,851.
	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable	0.	0.	
	19 Deferred revenue	0.	0.	
FUND ASSET BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons	0.	0.	
	21 Mortgages and other notes payable (attach schedule)	0.	0.	
	22 Other liabilities (describe)	0.	0.	
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here 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.			
	27 Capital stock, trust principal, or current funds	1,819,829.	1,819,764.	
FUND ASSET BALANCES	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,819,829.	1,819,764.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,819,829.	1,819,764.	

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	
2	Enter amount from Part I, line 27a	2	1,819,764.
3	Other increases not included in line 2 (itemize)	3	65.
4	Add lines 1, 2, and 3	4	1,819,829.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,819,829.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	1000 shs Altria Group, Inc	P	06/19/08	06/05/14
b	400 shs Reckitt Benckiser Group PLC	P	12/29/99	06/06/14
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 41,187.		20,943.	20,244.
b 33,992.		4,106.	29,886.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			20,244.
b			29,886.
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	50,130.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	[]	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(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 (column (b) divided by column (c))
2013	138,110.	2,779,760.	0.049684
2012	129,175.	2,503,680.	0.051594
2011	244,906.	2,662,170.	0.091995
2010	139,656.	2,445,197.	0.057114
2009	150,300.	2,448,919.	0.061374

2 Total of line 1, column (d)	2	0.311761
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	0.062352
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	2,866,529.
5 Multiply line 4 by line 3	5	178,734.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,543.
7 Add lines 5 and 6.	7	180,277.
8 Enter qualifying distributions from Part XII, line 4	8	181,336.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,543.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	1,543.
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	1,543.
6 Credits/Payments:			
a 2014 estimated tax pmts and 2013 overpayment credited to 2014	6 a	3,363.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,363.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,820.	
11 Enter the amount of line 10 to be. Credited to 2015 estimated tax 2,606. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)?		X
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.		
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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?		
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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered In _____		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Form 990-PF (2014)

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? Website address	13	X	
14	The books are in care of ▶ <u>Phillip C. Broughton</u> Telephone no. ▶ <u>(828) 253-0304</u> Located at ▶ <u>380 Elk Mt. Scenic Highway, Asheville, NC</u> ZIP + 4 ▶ <u>28804-1708</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If 'Yes,' enter the name of the foreign country ▶			

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

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

	Yes	No
1 a 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No	
1 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)?		
Organizations relying on a current notice regarding disaster assistance check here	☐	
1 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No	
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 __ , 20 __ , 20 __ , 20 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2014 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 2014)		
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		X

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Form 990-PF (2014)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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 4945(d)(4)(A)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6 a 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?

If 'Yes' to 6b, file Form 8870

7 a 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?**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
Phillip C Broughton P.O. Box 7286, Asheville, NC 28802	Pres 15.00	0.	0.	0.
Phillip C Broughton, Jr 3 Lornelle Place Asheville NC 28804	Vice Pres 1.00	0.	0.	0.
David L. Smith P.O. Box 7286, Asheville, NC 28802	Secy, Treas 5.00	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 ☐

None

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		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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Form 990-PF (2014)

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	1 a	1,795,182.
b	Average of monthly cash balances	1 b	65,000.
c	Fair market value of all other assets (see instructions)	1 c	1,050,000.
d	Total (add lines 1a, b, and c)	1 d	2,910,182.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,910,182.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	43,653.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,866,529.
6	Minimum investment return. Enter 5% of line 5	6	143,326.

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	143,326.
2 a	Tax on investment income for 2014 from Part VI, line 5	2 a	1,543.
b	Income tax for 2014 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,543.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	141,783.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	141,783.
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	141,783.

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	1 a	181,336.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	181,336.
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	1,543.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,793.

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.

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Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				141,783.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			138,278.	
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2014.				
a From 2009	152,875.			
b From 2010	140,121.			
c From 2011	245,350.			
d From 2012	129,175.			
e From 2013	138,110.			
f Total of lines 3a through e	805,631.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 181,336.				
a Applied to 2013, 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)	0.			
d Applied to 2014 distributable amount				
e Remaining amount distributed out of corpus	181,336.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	986,967.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount — see instructions			138,278.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				141,783.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	152,875.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	834,092.			
10 Analysis of line 9.				
a Excess from 2010	140,121.			
b Excess from 2011	245,350.			
c Excess from 2012	129,175.			
d Excess from 2013	138,110.			
e Excess from 2014	181,336.			

BAA

Form 990-PF (2014)

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

N/A

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 2014, 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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))

none

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 address of the person to whom applications should be addressed

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

c Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Schedule Attached See Following Page	No Individual recipients		Charitable Contributions	
Total			3 a	
b Approved for future payment University of NC Asheville Asheville NC 28804 Warren Wilson College Asheville NC	20000 20000	public public	scholarships scholarships	
Total			3 b	

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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a None	none		41		
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					
4 Dividends and interest from securities					
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					
8 Gain or (loss) from sales of assets other than inventory . . .					
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)					
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
NY State Filing Fee	510.	510.		255.
Foreign Tax Withheld	725.	725.		
990PF 2013 Extension	3,000.	2,637.		
990PF 2014 Extension	3,000.	3,363.		
Total	7,235.	7,235.		255.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Computer Monitor & Service	353.	203.		150.
Insurance D&O	725.	375.		350.
Office Security Central&Service	506.	253.		253.
Assn Small Foundations	725.	225.		500.
Bank Charges				
Supplies				
Internet Access				
Postage,Software PO Box				
Assn Small Foundations				
990PF 13'Softw/advice				
990PF SoftwProseries+print	347.			
Validea,Morningstar,Mriders,FedEx				
Comp Secty & Backup				
Office General				
Total	2,656.	1,056.		1,253.

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

NY - New York

NC - North Carolina

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Attached Statements from Fidelity Investments	675,760.	1,937,305.
Total	675,760.	1,937,305.

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
GLAS Funds 01/01/2014; Capital Basis	1,000,000.
Total	<u>1,000,000.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Glas Funds Capital Account less redemption Fees	1,042,987.	1,042,987.
Estimated Redemption Fees and Charges	-30,000.	
	1,012,987.	
Total	<u>2,025,974.</u>	<u>1,042,987.</u>

THE MIDGARD FOUNDATION PART XV GRANTS AND CONTRIBUTIONS

Grants: General Purpose - Last year

1/1/2014 through 12/31/2014

11/9/2015

Page 1

Description	Memo	Category	Amount
Asheville Art Museum			-97,000
Asheville City Schools Foundation			-2,500
Asheville GreenWorks			-100
Asheville Humane Society			-26,675
Asheville School			-2,000
BGSU Foundation, Inc.			-2,500
First Congregational Church of Old Lyme			-3,500
National Trust for Historic Preservation			-150
Old Lyme Children's Learning Center			-100
Old Lyme Historical Society, Inc.			-100
Old Lyme Phoebe Griffin Noyes Library			-500
Penland School Of Crafts			-1,000
Pisgah Legal Services			-1,000
PMC JIMMY FUND			-750
Prostate Cancer Research Institute			-500
Ronald McDonald House			-500
St. Andrews Episcopal School			-10,000
The Preservation Society of Asheville & Bu...			-1,000
UNC Asheville Foundation			-10,000
University of Michigan			-500
Warren Wilson College			-10,000
WCQS Public Radio			-1,000
Whitney Museum Of American Art			-2,500
YWCA of Greater Lawrence			-1,000
OVERALL TOTAL			-174,875



December 1, 2014 - December 31, 2014

Online
FAST(sm)-Automated Telephone
Customer Service
Fidelity.com
800-544-5555
800-544-6666

00014807 01 AT 0 403 02014807
Envelope 1352462246
THE MIDGARD FOUNDATION
380 ELK MOUNTAIN SCENIC HWY
ASHEVILLE NC 28804-1708

Fidelity Accountsm Z47-831107 THE MIDGARD FOUNDATION

Account Summary		Income Summary	
		This Period	Year to Date
Beginning value as of Dec 1	\$1,929,878.16		
Change in investment value	7,426.99		
Ending value as of Dec 31	\$1,937,305.15		
Accrued Interest (AI)	\$0.00		
Change in AI from last statement	\$0.00		
		Taxable	
		Dividends	\$34,199.34
		Interest	7.20
		Total	\$34,206.54

	This Period	Year to Date
Long-term gain	\$0.00	\$50,130.32

Account trades from Jan 2014 -
Dec 2014**Holdings** (Symbol) as of December 31, 2014

Stocks 95% of holdings					
INDIVIOR PLC ORD USD2					
ISIN #GB00BRS65X63 SEDOL #BRS65X6	600.000	\$2.330	\$213.09t		\$1,397.70
RECKITT BENCKISER GROUP PLC ORD	600.000	81.237	7,387.44t	\$49,377.57	48,742.15
GBP0 10 ISIN #GB00B24CGK77 SEDOL #B24CGK7 (RBGPF)	1000.000	49.270	20,943.23t	50,260.00	49,270.00
ALTRIA GROUP INC (MO) EAI \$2,080.00, EY 4 22%,	3000.000	150.150	120,788.50c	446,070.00	450,450.00
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)					



Investment Report

December 1, 2014 - December 31, 2014

Fidelity Accountsm Z47-831107 THE MIDGARD FOUNDATION

Holdings (Symbol) as of December 31, 2014	Quantity December 31, 2014	Price per Unit December 31, 2014	Total Cost Basis	Total Value December 1, 2014	Total Value December 31, 2014
CLOROX CO DEL (CLX)	800.000	104.210	10,116.00c	81,296.00	83,368.00
EAI \$2,368.00, EY 2.84%					
EMERSON ELECTRIC CO (EMR)	2000.000	61.730	29,852.50f	127,500.00	120,460.00
EAI \$3,760.00, EY 3.05%					
EXXON MOBIL CORP (XOM)	1000.000	92.450	15,895.00f	90,540.00	92,450.00
EAI \$2,760.00, EY 2.99%					
ISHARES CORE S&P 500 ETF (IVV)	1000.000	206.870	118,340.00	208,580.00	206,870.00
ISHARES CORE S&P SMALL-CAP ETF (IJR)	2000.000	114.060	134,121.63	222,600.00	228,120.00
JOHNSON & JOHNSON (JNJ)	2000.000	104.570	52,605.87c	216,500.00	209,140.00
EAI \$5,600.00, EY 2.68%					
NESTLE SA SPON ADR EACH REPR 1 COM	2000.000	73.416	43,932.28f	150,596.00	146,832.00
CHFO 10 (NSRGY)					
EAI \$4,834.72, EY 3.29%					
UNITED TECHNOLOGIES CORP (UTX)	1000.000	115.000	69,447.31f	110,080.00	115,000.00
EAI \$2,360.00, EY 2.05%					
VANGUARD SPECIALIZED PORTFOLIOS DIV	1000.000	81.160	52,117.35	81,530.00	81,160.00
APPRECIATION INDEX FD VIPER SHS (VIG)					
Subtotal of Stocks			675,760.20		1,836,259.85
Core Account 5% of holdings					
CASH	101045.300	1.000	not applicable	94,948.59	101,045.30

For balances between \$100,000.00 and \$199,999.99, the current interest rate is 00.01%

GLASfunds, Ltd
Capital Account Statement

THE MIDGARD FOUNDATION (Class A, Series 2013-1)
12/31/2014

	Brevan MS Ltd.	Davidson Kemper	Elliott	Mason	Thirdpoint	Cash Account	Total	Shares
Beginning Partner's 12/01/14	\$96,753	\$232,163	\$301,117	\$192,317	\$222,020	\$6,984	\$1,051,353	936.95
Contributions	-	-	-	-	-	-	-	-
Withdrawals	-	-	-	-	-	-	-	-
Investment in Portfolio Fund	-	-	-	-	-	-	-	-
Withdrawal from Portfolio Fund	-	-	-	-	-	-	-	-
Net Income (Loss) before Mgmt Fee	300	401	-	(5,607)	(2,910)	(219)	(8,035)	-
Management Fee	-	-	-	-	-	(668)	(668)	-
Adjusted Partner's Capital	\$97,053	\$232,563	\$301,117	\$186,710	\$219,110	\$6,098	\$1,042,651	-
MTD - Potential Performance Allocation	-	-	-	-	-	337	337	-
Ending Partner's Capital 12/31/14	\$97,053	\$232,563	\$301,117	\$186,710	\$219,110	\$6,434	\$1,042,987	936.95
Performance - Current Month	0.31%	0.17%	- %	(2.92%)	(1.31%)	- %	(0.80%)	-
Performance - Year to Date	1.12%	4.78%	6.80%	(14.68%)	5.69%	- %	(0.19%)	-

Past results are no guarantee of future results and no representation is made that an investor will or is likely to achieve results similar to those shown.

Net performance figures shown reflect the deduction of expenses incurred in the management of the fund and any applicable performance based fees. Performance change. Actual results may vary. Individual investor performance may vary from the overall fund return due to timing of capital activity and other reasons. Performance not intended to be used for tax purposes.