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Form 990-PF

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation: MIDDLE RUN CHARITABLE FOUNDATION. A Employer identification number: 27-1364273. B Telephone number: (302) 658-7796. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Cash. Fair market value: \$167,831.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements of 329,022 and Net investment income of 16,442.

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		8,616	6,371	6,371
	2	Savings and temporary cash investments		15,616	9,805	9,805
	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				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		166,791 <input checked="" type="checkbox"/>	147,345	151,655
	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)				
	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)		191,023	163,521	167,831	
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		
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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		191,023	163,521	
	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)		191,023	163,521		
31	Total liabilities and net assets/fund balances (see instructions)		191,023	163,521		

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	191,023
2	Enter amount from Part I, line 27a	2	-27,502
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	163,521
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	163,521

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)
1 a PUBLICLY TRADED SECURITIES			
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 292,153	0	287,201	4,952
b			
c			
d			
e			

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	
a 0	0	0	4,952
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	4,952
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

1 Enter the appropriate amount in each column for each year, see 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))
2013	31,757	230,271	0.137911
2012	16,850	221,852	0.075952
2011	27,335	232,035	0.117806
2010	96,830	281,858	0.343542
2009			0.000000

2 Total of line 1, column (d).	2	0.675211
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	0.135042
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	345,903
5 Multiply line 4 by line 3.	5	46,711
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	164
7 Add lines 5 and 6.	7	46,875
8 Enter qualifying distributions from Part XII, line 4.	8	321,700

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)

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)		
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	1	164
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	0
3	Add lines 1 and 2.	3	164
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	164
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	3,604
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	3,604
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	3,440
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 3,440 Refunded	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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE _____		
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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of POWDERMILL FINANCIAL SOLUTIONS LLC Telephone no (302) 658-7796 Located at PO BOX 263 ROCKLAND DE ZIP+4 19732			
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 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

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			
1b	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 checked="" type="checkbox"/>	1b		
1c	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?	1c		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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.		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
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	

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	244,085
b	Average of monthly cash balances.	1b	107,086
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	351,171
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	351,171
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,268
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	345,903
6	Minimum investment return. Enter 5% of line 5.	6	17,295

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	17,295
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	164
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	164
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	17,131
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	17,131
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	17,131

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	321,700
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	321,700
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	164
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	321,536

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				17,131
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.	90,077			
c From 2011.	15,733			
d From 2012.	5,840			
e From 2013.	20,529			
f Total of lines 3a through e.	132,179			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>321,700</u>				
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).				
d Applied to 2014 distributable amount.				17,131
e Remaining amount distributed out of corpus	304,569			
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	436,748			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
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).				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	436,748			
10 Analysis of line 9				
a Excess from 2010.	90,077			
b Excess from 2011.	15,733			
c Excess from 2012.	5,840			
d Excess from 2013.	20,529			
e Excess from 2014.	304,569			

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 2014, 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)

2a 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 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

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 email 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	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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 321,700
b <i>Approved for future payment</i>				
Total				3b

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)				
a <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	3,000
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	1,000
PLANNED PARENTHOOD OF DE 625 N SHIPLEY ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	2,500
FAITHFUL FRIENDS ANIMAL SOCIETY 12 GERMAV DR WILMINGTON, DE 19804		501(C)(3)	GENERAL PURPOSE	1,000
CONNECTING GENERATIONS 100 WEST 10TH ST STE 1115 WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	1,000
CHILDREN & FAMILIES FIRST 2005 BAYNARD BLVD WILMINGTON, DE 19802		501(C)(3)	GENERAL PURPOSE	1,000
THE GRAND OPERA HOUSE 818 N MARKET ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	1,000
FOOD BANK OF DELAWARE 14 GARFIELD WAY NEWARK, DE 19713		501(C)(3)	GENERAL PURPOSE	500
SERVIAM GIRLS ACADEMY 14 HALCYON DRIVE NEW CASTLE, DE 19720		501(C)(3)	GENERAL PURPOSE	15,000
ST MICHAEL'S SCHOOL & NURSERY 700 N WALNUT ST WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	1,000
THE MUSIC SCHOOL OF DELAWARE 4101 WASHINGTON ST WILMINGTON, DE 19802		501(C)(3)	GENERAL PURPOSE	500
YWCA DELAWARE 100 W 10TH ST STE 515 WILMINGTON, DE 19801		501(C)(3)	GENERAL PURPOSE	5,000
Total			▶ 3a	321,700

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)							
a <i>Paid during the year</i>							
CHRISTIANA CARE HEALTH SYSTEM 13 READS WAY STE 203 NEW CASTLE,DE 19720					501(C)(3)	GENERAL PURPOSE	3,000
RED CLAY CREEK PRESBYTERIAN CHURCH 500 MCKENNANS CHURCH RD WILMINGTON,DE 19808					501(C)(3)	GENERAL PURPOSE	100,000
WILMINGTON FRIENDS SCHOOL 101 SCHOOL RD WILMINGTON,DE 19803					501(C)(3)	EDUCATIONAL	25,000
THE COLLEGE OF WILLIAM AND MARY PO BOX 1693 WILLIAMSBURG,VA 23187					501(C)(3)	EDUCATIONAL	150,000
DEEP ROOTS INC PO BOX 599 MIDDLETOWN,DE 19709					501(C)(3)	GENERAL PURPOSE	200
HABITAT FOR HUMANITY OF NCC 1920 HUTTON ST WILMINGTON,DE 19802					501(C)(3)	GENERAL PURPOSE	1,000
KIND TO KIDS FOUNDATION 100 WEST 10TH ST STE 606 WILMINGTON,DE 19801					501(C)(3)	GENERAL PURPOSE	2,000
LITERACY VOLUNTEERS SERVING ADULTS PO BOX 2083 WILMINGTON,DE 19899					501(C)(3)	GENERAL PURPOSE	500
MEALS ON WHEELS DELAWARE 100 WEST 10TH ST STE 207 WILMINGTON,DE 19801					501(C)(3)	GENERAL PURPOSE	500
UNITED WAY OF DELAWARE 625 NORTH ORANGE ST WILMINGTON,DE 19801					501(C)(3)	GENERAL PURPOSE	5,000
Total						3a	321,700

Schedule B
(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at**
www.irs.gov/form990.

2014

Name of the organization
MIDDLE RUN CHARITABLE FOUNDATION

Employer identification number
27-1364273

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
MIDDLE RUN CHARITABLE FOUNDATION

Employer identification number
27-1364273

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	SARAH I GORE 465 POLLY DRUMMOND ROAD NEWARK, DE 19711	\$ 278,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
MIDDLE RUN CHARITABLE FOUNDATION

Employer identification number
27-1364273

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1 SH WL GORE & ASSOCIATES STOCK	\$ 278,000	2014-06-30

Name of organization
MIDDLE RUN CHARITABLE FOUNDATION

Employer identification number
27-1364273

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____

(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
_____	_____
_____	_____
_____	_____

TY 2014 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	5,320	5,320		

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

TY 2014 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	292,153	287,201			4,952	

**TY 2014 Investments Corporate
Stock Schedule****Name:** MIDDLE RUN CHARITABLE FOUNDATION**EIN:** 27-1364273

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DELAWARE SMALL CAP VALUE INSTL	7,517	8,859
GOLDMAN SACHS SATELLITE STRATEGIES PORTFOLIO	23,243	22,925
LORD ABBOTT FUNDAMENTAL EQUITY FUND	27,156	27,755
LORD ABBOTT INV TRUST SHORT DURATION INC FUND	15,729	15,504
OPPENHEIMER INTL DIVERSIFIED FUND	24,067	27,611
OPPENHEIMER STEELPATH MLP INCOME FUND CLASS I	18,315	18,019
PUTNAM DIVERSIFIED INCOME TRUST CL Y	15,512	15,533
VIRTUS SENIOR FLOATING RATE FUND CL I	15,806	15,449

TY 2014 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	219			
LICENSE AND PERMITS	25			

TY 2014 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	1,758	1,758		

2014 TAX REPORTING STATEMENT

MIDDLE RUN CHARITABLE FOUNDATION Account No **KW0-002674** Customer Service 302-765-2626
 Recipient ID No ****4273** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB No. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
 Proceeds are reported as gross proceeds unless otherwise indicated (a) (This Label is a Substitute for Boxes 2, 3, 5 & 6)

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

1a Description of property, Stock or Other Symbol, CUSIP	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State	16 State Tax Withheld
DELAWARE LIMITED TERM DIV INCOME CL I, DTINX, 245912506										
Sale	11,668 611	09/02/14	11/21/14	99,624 99	100,014 11		-389 12			
LORD ABBETT SHORT DURATION INCOME CL F, LDLFX, 543916464										
Sale	1,685 013	various	11/21/14	7,558 45	7,628 80		-70 35			
Sale	863 229	10/09/14	12/12/14	3,825 05	3,908 22		-83 17			
Subtotals				11,383.50	11,537.02					
VIRTUS MULTI-SECTOR SHORT TERM BOND CL I, PIMSX, 92828R610										
Sale	13,292 434	08/06/14	11/21/14	64,177 51	65,024 95		-847 44			
TOTALS				175,186.00	176,576.08				0.00	
				Box A Short-Term Realized Gain			0.00			
				Box A Short-Term Realized Loss			-1,390.08			
				Box A Wash Sale Loss Disallowed		0.00				
				Box A Market Discount		0.00				

* 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.

2014 TAX REPORTING STATEMENT

MIDDLE RUN CHARITABLE FOUNDATION Account No KW0-002874 Customer Service 302-765-2626
 Recipient ID No **-***4273 Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 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
 Proceeds are reported as gross proceeds unless otherwise indicated (a). (This Label is a Substitute for Boxes 2, 3, 5 & 6)

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

1a Description of property, Stock or Other Symbol, CUSIP	Action	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State	16 State Tax Withheld
LORD ABBETT SHORT DURATION INCOME CL F, LDLFX, 543916464											
Sale		471 366	09/03/13	11/21/14	2,114 40	2,134 08		-19 68			
OPPENHEIMER INTL DIVERSIFIED FD CL Y, OIDYX, 68383C503											
Sale		738 667	01/18/12	11/21/14	10,760 34	9,207 01		1,553 33			
Sale		436 650	various	12/12/14	6,075 05	5,442 56		632 49			
Subtotals					16,835.39	14,649.57					
OPPENHEIMERSTEELPATHMLP INCOME CL Y, MLPZX, 858268709											
Sale		429 553	05/08/13	11/21/14	4,975 05	4,235 37		739 68			
PUTNAM DIVERSIFIED INCOME FD CL Y, PDVYX, 746704501											
Sale		433 527	01/18/12	11/21/14	3,294 71	3,204 16		90 55			
Sale		384 873	01/18/12	12/12/14	2,850 05	2,844 56		5 49			
Subtotals					6,144.76	6,048.72					
VIRTUS SENIOR FLOATING RATE CL I, PSFIX, 92828R529											
Sale		977 366	various	11/21/14	9,475 05	9,463 95		11 10			
Sale		330 535	02/23/12	12/12/14	3,125 05	3,200 61		-75 56			
Subtotals					12,600.10	12,664.56					
TOTALS					42,669.70	39,732.30			0.00		
								3,032.64			
								-95.24			
							0.00				
							0.00				

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2014 TAX REPORTING STATEMENT

MIDDLE RUN CHARITABLE FOUNDATION Account No **KW0-002674** Customer Service 302-765-2626
 Recipient ID No ****4273** Payer's Fed ID Number 04-3523567

FORM 1099-B*

2014 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
 Proceeds are reported as gross proceeds unless otherwise indicated (a). (This Label is a Substitute for Boxes 2, 3, 5 & 6)

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

1a Description of property, Stock or Other Symbol, CUSIP	Action	Quantity	1b Date Acquired	1c Date Sold or Disposed	1d Proceeds	1e Cost or Other Basis (b)	1f Code, If Any (c) 1g Adjustments	Gain/Loss (-)	4 Federal Income Tax Withheld	14 State	16 State Tax Withheld
DELAWARE SMALL CAP VALUE INSTL CL, DEVIX, 246097208											
Sale		103 663	08/25/11	11/21/14	5,975 05	3 588 03		2,387 02			
GOLDMAN SACHS SATELLSTRATEGY PORT INSTL, GXSIX, 38143H332											
Sale		1,701 094	various	11/21/14	13,975 05	13,041 18		933 87			
Sale		542 929	11/14/11	12/12/14	4,275 05	4,162 28		112 77			
Subtotals					18,250.10	17,203 48					
LORD ABBETT FNDAMNTLEQUITY CLASS F, LAVFX, 543915565											
Sale		1,699 396	various	11/21/14	22,475 05	19,895 80		2,579 25			
LORD ABBETT SHORT DURATION INCOME CL F, LDLFX, 543916464											
Sale		3,634 267	08/25/11	11/21/14	16,302 20	16,503 03		-200 83			
OPPENHEIMER INTL DIVERSIFIED FD CL Y, OIDYX, 68383C503											
Sale		357 975	11/14/11	11/21/14	5,214 71	3,827 43		1,387 28			
PUTNAM DIVERSIFIED INCOME FD CL Y, PDVYX, 746704501											
Sale		800 069	11/14/11	11/21/14	6,080 34	5,665 08		415 26			
TOTALS					74,297.45	66,682.83		7,816.45		0.00	
								7,816.45			
								-200.83			
							0.00				
							0.00				

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Form 990-PF Part I Line 6a Statement - 2014

1/1/2014 through 12/31/2014

5/11/2015

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/...
SHORT TERM							
KW0-002674	Virtus Multi-Sector Short Term Bond Fund Class I	13,292.434	8/11/2014	11/24/2014	64,178	65,025	-847
KW0-002674	Delaware Limited-Term Diversified Income Fund I..	11,668.611	9/5/2014	11/26/2014	99,625	100,025	-400
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	489.035	5/20/2014	11/26/2014	2,194	2,255	-61
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	1,195.978	10/15/2014	11/26/2014	5,365	5,399	-34
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	863.229	10/15/2014	12/17/2014	3,825	3,897	-72
TOTAL SHORT TERM					175,186	176,601	-1,415
LONG TERM							
KW0-002674	Virtus Senior Floating Rate Fund CL I	646.683	1/23/2012	11/24/2014	6,269	6,185	85
KW0-002674	Virtus Senior Floating Rate Fund CL I	330.683	2/28/2012	11/24/2014	3,206	3,198	8
KW0-002674	Delaware Small Cap Value Instl	103.663	8/30/2011	11/26/2014	5,975	3,588	2,387
KW0-002674	Goldman Sachs Satellite Strategies Portfolio	1,521.606	8/30/2011	11/26/2014	12,501	12,141	359
KW0-002674	Goldman Sachs Satellite Strategies Portfolio	179.488	11/17/2011	11/26/2014	1,475	1,432	42
KW0-002674	Lord Abbott Fundamental Equity Fund	121.919	8/30/2011	11/26/2014	1,612	1,594	19
KW0-002674	Lord Abbott Fundamental Equity Fund	885.740	9/29/2011	11/26/2014	11,714	11,578	136
KW0-002674	Lord Abbott Fundamental Equity Fund	691.737	11/17/2011	11/26/2014	9,148	9,042	106
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	3,634.267	8/30/2011	11/26/2014	16,302	16,503	-201
KW0-002674	Lord Abbott Inv Trust Short Duration Inc Fund	471.366	9/6/2013	11/26/2014	2,114	2,165	-51
KW0-002674	Oppenheimer Int'l Diversified Fund	357.975	11/17/2011	11/26/2014	5,215	4,371	843
KW0-002674	Oppenheimer Int'l Diversified Fund	738.667	1/23/2012	11/26/2014	10,760	9,020	1,740
KW0-002674	Putnam Diversified Income Trust CL Y	800.069	11/17/2011	11/26/2014	6,080	6,024	56
KW0-002674	Putnam Diversified Income Trust CL Y	433.527	1/23/2012	11/26/2014	3,295	3,264	30
KW0-002674	Oppenheimer SteelPath MLP Income Fund Class I	429.553	5/13/2013	11/26/2014	4,975	4,735	240
KW0-002674	Virtus Senior Floating Rate Fund CL I	330.535	2/28/2012	12/15/2014	3,125	3,196	-71
KW0-002674	Goldman Sachs Satellite Strategies Portfolio	542.929	11/17/2011	12/17/2014	4,275	4,332	-57
KW0-002674	Oppenheimer Int'l Diversified Fund	250.965	1/23/2012	12/17/2014	3,492	3,065	427
KW0-002674	Oppenheimer Int'l Diversified Fund	185.685	2/28/2012	12/17/2014	2,583	2,268	316
KW0-002674	Putnam Diversified Income Trust CL Y	384.873	1/23/2012	12/17/2014	2,850	2,898	-48
TOTAL LONG TERM					116,967	110,600	6,367
OVERALL TOTAL					292,153	287,201	4,952