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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
THE MIDDAY FOUNDATION

A Employer identification number
81-0826828

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

Room/suite

B Telephone number (see instructions)
(215) 527-3386

City or town, state or province, country, and ZIP or foreign postal code
VILLANOVA, PA 19085

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☑ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 4,790,654

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	5,000,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	654	654		
	4	Dividends and interest from securities	35,523	35,523		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,672			
	b	Gross sales price for all assets on line 6a 114,445				
	7	Capital gain net income (from Part IV, line 2)		2,672		
	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)	231	231		
	12	**Total.** Add lines 1 through 11	5,039,080	39,080		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,691	0		1,691
	b	Accounting fees (attach schedule)	7,500	0		7,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	8,823	7,973		850
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,014	7,973		10,041
	25	Contributions, gifts, grants paid	205,000			205,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	223,014	7,973		215,041
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,816,066			
	b	**Net investment income** (if negative, enter -0-)		31,107		
	c	**Adjusted net income**(if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		217,002	217,002
	2 Savings and temporary cash investments			
	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)	0	459,316	464,270
	c Investments—corporate bonds (attach schedule)	0	650,015	638,403
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	3,489,733	3,470,979
	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)	0	4,816,066	4,790,654
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	0	0	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	0	4,816,066	
	30 **Total net assets or fund balances** (see instructions)	0	4,816,066	
	31 **Total liabilities and net assets/fund balances** (see instructions)	0	4,816,066	

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	0
2	Enter amount from Part I, line 27a	2	4,816,066
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,816,066
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,816,066

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	2,672
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))
2015			
2014			
2013			
2012			
2011			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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)

1a	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 instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	622
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	622
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	622
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	19
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	641
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
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*	8b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THE FOUNDATION Telephone no ▶(215) 520-9466

Located at ▶32 ALDWYN LANE VILLANOVA PA ZIP+4 ▶19085

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 |

			Yes	No
16	At any time during calendar year 2016, 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		No
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ 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			
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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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)	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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	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 2016?	4b		No

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?	**5b**		
	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)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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
STEPHEN P KELLY 32 ALDWYN LANE VILLANOVA, PA 19085	PRESIDENT 0 00	0	0	0
SUSAN S KELLY 32 ALDWYN LANE VILLANOVA, PA 19085	TREASURER 0 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		
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 THE FOUNDATION DOES NOT DIRECTLY OR ACTIVELY CONDUCT ANY CHARITABLE ACTIVITIES THE FOUNDATION DOES NOT MAINTAIN ANY SIGNIFICANT INVOLVEMENT GRANT PROGRAMS	0
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 THE FOUNDATION DOES NOT MAKE ANY PROGRAM-RELATED INVESTMENTS	0
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0

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	4,668,394
b	Average of monthly cash balances.		1b	188,566
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	4,856,960
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e 0		
2	Acquisition indebtedness applicable to line 1 assets.		2	0
3	Subtract line 2 from line 1d.		3	4,856,960
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	72,854
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,784,106
6	**Minimum investment return.** Enter 5% of line 5.		6	239,205

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	239,205
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 622		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	622
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	238,583
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	238,583
6	Deduction from distributable amount (see instructions).		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.		7	238,583

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	215,041
b	Program-related investments—total from Part IX-B.	1b	0
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	215,041
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	215,041

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				238,583
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 215,041				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				215,041
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				23,542
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)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
e Excess from 2016. . . .				

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 2016, 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			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

See Additional Data Table

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 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*				
CITIZENS DIPLOMACY 1515 ARCH STREET 12TH FLOOR PHILADELPHIA, PA 19102	N/A	OTHER PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000
EAGLES FLY FOR LEUKEMIA 1500 LIBERTY RIDGE DR SUITE 300 WAYNE, PA 19087	N/A	OTHER PUBLIC CHARITY	GENERAL CONTRIBUTION	100,000
SPEAK UP 528 E LANCASTER AVE 50 ST DAVIDS, PA 19087	N/A	OTHER PUBLIC CHARITY	GENERAL CONTRIBUTION	5,000
Total . . . . . . ▶ **3a**				205,000
b *Approved for future payment*				
CITIZENS DIPLOMACY 1515 ARCH STREET 12TH FLOOR PHILADELPHIA, PA 19102	N/A	OTHER PUBLIC CHARITY	GENERAL CONTRIBUTION	200,000
EAGLES FLY FOR LEUKEMIA 1500 LIBERTY RIDGE DR SUITE 300 WAYNE, PA 19087	N/A	OTHER PUBLIC CHARITY	GENERAL CONTRIBUTION	200,000
Total . . . . . . ▶ **3b**				400,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					654
4 Dividends and interest from securities. . . .					35,523
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.					231
8 Gain or (loss) from sales of assets other than inventory					2,672
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). .		0		0	39,080

13 **Total.** Add line 12, columns (b), (d), and (e). 13 39,080

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3	ALL OF THE INCOME PRODUCED BY THE FOUNDATION'S INVESTMENTS WAS OR WILL
4	BE USED TO FURTHER ITS CHARITABLE, EDUCATIONAL, RELIGIOUS, LITERARY
7	AND/OR SCIENTIFIC PURPOSE BY ENABLING THE FOUNDATION TO MAKE
8	SIGNIFICANT GRANTS IN THE CURRENT & FUTURE YEARS

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501 (c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2017-11-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
KEVIN C LYNAM				P00299892
Firm's name ▶ SIANA CARR O'CONNOR & LYNAM LLP				Firm's EIN ▶23-1420296
Firm's address ▶ 1500 E LANCASTER AVENUE SUITE 202 PAOLI, PA 19301				Phone no (610) 296-4200

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 ACUITY BRANDS	P	2016-05-16	2016-09-28
15 ADECCO GROUP AG ADR	P	2016-07-07	2016-09-01
33 ADIDAS AG	P	2016-05-16	2016-07-07
8 ADOBE SYSTEMS	P	2016-05-16	2016-06-07
16 ADVANCE AUTO PARTS	P	2016-05-16	2016-08-03
4 AERCAP HOLDINGS	P	2016-05-16	2016-09-01
4 ALIBABA GROUP HLDGS LTD	P	2016-05-16	2016-09-07
40 ALLERGAN PLC SHS	P	2016-05-16	2016-11-11
7 ALPHABET INC CL A	P	2016-05-16	2016-09-08
142 ASTRAZENECA PLC ADS	P	2016-05-16	2016-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
262		251	11
428		363	65
2,325		2,047	278
849		779	70
2,669		2,367	302
160		149	11
414		318	96
7,856		8,876	-1,020
5,663		5,103	560
4,033		4,052	-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11
			65
			278
			70
			302
			11
			96
			-1,020
			560
			-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
147 ATOS ORIGIN SA	P	2016-05-16	2016-08-18
20 BANCO BILBAO VIZ	P	2016-05-16	2016-09-01
15000 BANK OF AMERICA	P	2016-05-19	2016-12-06
1 BIOGEN INC	P	2016-05-16	2016-08-03
12 CHARLES SCHWAB NEW	P	2016-06-21	2016-11-14
3 CHINA MOVILE	P	2016-05-16	2016-09-01
35 CK HUTCHISON HLDGS	P	2016-05-16	2016-09-01
27 COGNIZANT TECH SOLUTIONS	P	2016-05-16	2016-07-05
73 COPART INC	P	2016-05-16	2016-06-08
10 CROWN HLDGS	P	2016-05-16	2016-09-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,997		2,752	245
126		126	0
15,143		15,312	-169
317		266	51
438		342	96
183		167	16
443		406	37
1,523		1,667	-144
3,712		3,166	546
547		544	3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			245
			0
			-169
			51
			96
			16
			37
			-144
			546
			3

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
34 CVS HEALTH CORP	P	2016-05-16	2016-11-09
9 DECKER OUTDOOR CORP	P	2016-05-16	2016-09-01
18 EBAY	P	2016-05-16	2016-07-22
280 ERICSSON LM TEL ADR	P	2016-05-16	2016-10-13
82 IHS MARKIT LTD	P	2016-05-16	2016-12-13
152 INFINEON TECHNOLOGIES AG	P	2016-05-16	2016-09-02
3 INTERCEPT PHARMACEUTICALS	P	2016-05-16	2016-09-20
5 INTERCOUNTINENT ALEXCHANGE	P	2016-05-16	2016-11-14
4000 JOHN DEERE CAP	P	2016-05-18	2016-12-13
79 KEELOGG CO	P	2016-05-16	2016-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,614		3,159	-545
574		454	120
548		427	121
1,518		2,141	-623
2,915		2,809	106
2,512		2,069	443
506		405	101
276		262	14
4,003		4,006	-3
6,559		6,098	461

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-545
			120
			121
			-623
			106
			443
			101
			14
			-3
			461

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 LINKEDIN CORP	P	2016-05-16	2016-06-15
10 MADISON SQUARE GARDEN	P	2016-05-16	2016-10-20
9 MALLINCKRODT PUBLIC LTD	P	2016-05-16	2016-11-18
10 MERCADOLIBRE INC	P	2016-05-16	2016-08-29
7 MOBILEYE NV	P	2016-05-16	2016-06-07
3 MONSTER BENERAGE CORP	P	2016-05-16	2016-07-13
42 NATL GRID TRANSCO PLC	P	2016-05-16	2016-08-04
96 NORWEGIAN CRUISE LINE HLDS	P	2016-05-16	2016-06-29
27 NOVARTIS AG ADR	P	2016-05-16	2016-10-28
46 NOVO NORDISK AS ADR	P	2016-05-16	2016-08-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,914		1,293	621
1,632		1,619	13
502		529	-27
1,540		1,292	248
280		260	20
482		452	30
2,801		3,080	-279
3,483		4,410	-927
1,921		2,035	-114
2,117		2,404	-287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			621
			13
			-27
			248
			20
			30
			-279
			-927
			-114
			-287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
13 OTSUKA HLDGS CO LTD	P	2016-05-16	2016-07-08
4 PALO ALTO NETWORKS	P	2016-05-16	2016-11-14
37 PFIZER INC	P	2016-05-16	2016-06-13
18 ROYAL DSM NV SPONSORED	P	2016-05-16	2016-08-18
13 SERVICENOW INC	P	2016-05-16	2016-08-04
38 SKY PLC	P	2016-05-16	2016-07-15
18 SKYWORKS SOLUTIONS	P	2016-05-16	2016-09-26
8 SPLUNK INC	P	2016-05-16	2016-06-03
78 UNIBAIL RODAMCO SE	P	2016-05-16	2016-10-11
49 UNION PACIFIC CORP	P	2016-05-16	2016-06-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
314		269	45
631		535	96
1,284		1,231	53
313		268	45
1,096		902	194
1,747		2,059	-312
1,362		1,120	242
478		382	96
1,889		2,090	-201
4,534		4,041	493

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			45
			96
			53
			45
			194
			-312
			242
			96
			-201
			493

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 VISA INC	P	2016-05-16	2016-11-14
96 VODAFONE GROUP	P	2016-05-16	2016-09-29
87 WILLIAM HILL PLC	P	2016-05-16	2016-07-25
18 WPP PLC SPON NEW	P	2016-05-16	2016-09-02
77 ZOETIS INC	P	2016-05-16	2016-08-10
E ON SE	P	2016-05-16	2016-09-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
315		311	4
2,742		3,135	-393
1,521		1,522	-1
2,111		2,072	39
3,936		3,579	357
252			252
1,135			1,135

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4
			-393
			-1
			39
			357
			252
			1,135

Form 990PF Part XV Line 1a - 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).

STEPHEN P KELLY
SUSAN S KELLY

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491319050637

TY 2016 Accounting Fees Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	7,500	0		7,500

TY 2016 Investments Corporate Bonds Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBVIE	25,381	25,007
AMAZON.COM INC	13,448	12,610
AMERICAN EXPRESS CREDIT	25,344	25,161
APPLE INC	19,973	19,925
AT & T	15,357	14,724
BANK OF AMERICA	14,848	14,800
BANK OF NEW YORK MELLON	25,265	25,111
BB&T CORP	19,703	19,629
BERKSHIRE HATHAWAY FIN	4,203	4,097
BOSTON PROPERTIES	14,122	13,715
BURLINGTON NORTH SANTA	4,380	4,236
CAPITAL ONE FINANCIAL	12,396	11,631
CHEVRON CORP	25,652	25,241
CISCO SYSTEM	24,889	24,728
COMCAST	12,868	12,251
CVS CAREMARK CORP	27,125	26,453
DOW CHEMICAL COMPANY	26,990	26,416
ENERGY TRANSFER PARTNERS	4,024	4,283
FISERV INC	25,588	25,121
GENERAL ELEC CAP	15,765	15,461

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP	28,472	28,106
HUNTINGTON BANCSHARES	24,709	24,247
JP MORGAN CHASE & CO	16,411	15,933
KEYCORP	13,685	13,122
KRAFT FOODS GROUP	16,036	15,255
MICROSOFT CORP	19,767	19,731
NEWELL RUBBERMAID	26,226	25,933
ORACLE CORP	15,047	15,004
PHILLIPS 66	16,439	16,106
STATE STREET CORP STT	4,043	4,040
SYNCHRONY FINANCIAL	20,889	20,543
TARGET CORP	4,243	4,076
UNITEDHEALTH GROUP	4,021	3,953
US BANCORP	20,311	20,102
VALERO ENERGY CORP	14,780	14,877
VERIZON COMMUNICATIONS	13,293	12,841
VERIZON COMMUNICATIONS	3,461	3,317
VISA	15,025	15,066
WELLS FARGO CO	15,836	15,551

TY 2016 Investments Corporate Stock Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACS ACTIVE DE CONSTRUC	3,139	3,217
ACTIVISION BLIZZARD	5,654	5,200
ACUITY BRANDS	3,319	3,001
ADECCO GROUP AG ADR	2,688	3,363
ADOBE SYSTEMS	4,490	4,530
ADVANCE AUTO PARTS	5,689	6,427
AEGON NV ADR	2,942	3,440
AERCAP HOLDINGS	2,874	3,079
AIRBUS GROUP	4,392	4,926
ALEXION PHARM	5,243	4,894
ALIBABA GROUP HLDGS	5,979	5,795
ALPHABET CL A	12,750	13,472
AMAZON COM	5,971	5,999
AMBEV S A SPONSORED	3,702	3,250
ASTELLAS PHARMA	3,692	3,257
AXA ADS	4,607	5,065
BANCO BILBAO VIZ	3,248	3,459
BHP BILLITON PLC	2,572	2,957
BIOGEN	4,654	4,537
BRISTOL MYERS SQUIBB	7,667	7,422
CARLSBERG AS	3,564	3,348
CARREFOUR SA SPONSORED	3,591	3,393
CELGENE CORP	6,061	6,366
CHARLES SCHWAB	3,623	4,500
CHINA MOBILE	4,901	4,509
CISCO SYS	12,971	13,871
CK HUTCHISON HLDGS	3,117	2,996
COCA COLA CO	9,481	9,536
COPART	7,017	8,256
COSTCO WHOLESALE	3,264	3,522

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CROWN HLDGS	8,879	8,621
DBS GROUP HOLDINGS	2,908	3,056
DECKER OUTDOOR CORP	3,411	3,490
DELPHI AUTOMOTIVE	3,504	3,435
DEUTSCHE POST	3,139	3,405
DEXCOM	3,588	3,104
DNB ASA SPONSORED	2,986	3,125
E.ON SE	3,997	3,497
EBAY	8,132	9,620
EDWARD LIFESCIENCES CORP	4,291	4,123
ENGIE SPONS ADR	3,883	3,325
FACEBOOK	6,253	5,983
FRESENIUS MEDICAL CARE	3,402	3,503
GEMALTO NV SPON	3,609	3,645
HSBC HOLDINGS	4,171	4,822
ILLUMINA	5,656	4,994
INTERCEPT PHARMACEUTICALS	5,025	4,237
INTERCONTINENTAL EXCHANGE	3,914	4,062
INTESA SANPAOLO	5,002	5,361
JULIUS BAER GROUP	2,961	3,230
KOMATSU LTD SPON	3,398	3,379
KONINKLIJKE PHIL EL	2,948	3,393
MADISON SQUARE GARDEN	4,796	4,973
MAZDA MTR CORP	3,134	3,179
MERCADOLIBRE	3,636	3,591
MITSUBISHI EST ADR	3,078	3,149
MOBILEYE NV	5,924	5,718
MOLSON COORS BREWING	8,782	8,563
MONSTER BEVERAGE CORP	5,515	5,010
MOTOROLA SOLUTIONS	9,863	10,776

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MURATA MANUFACTURING	2,804	3,102
NIKE	6,717	6,303
NVIDIA CORP	1,575	1,815
ORANGE	3,607	3,407
OTSUKA HLDGS CO LTD	3,313	3,507
PALO ALTO NETWORKS	4,312	3,877
PANASONIC CORP	3,287	3,058
PENNY J C CO	649	690
PFIZER	11,255	11,238
PRICELINE GROUP	5,738	5,864
PROCTER & GAMBLE	8,090	8,240
ROCHE HOLDINGS	5,205	4,964
ROYAL DSM NV SPONSORED	3,218	3,199
ROYAL DUTCH SHELL	4,639	4,949
ROYAL KPN NV SPONS	3,971	3,447
SALESFORCE.COM	5,595	5,135
SCHLUMBERGER LTD	4,302	4,617
SECOM LTD	3,375	3,212
SEIKO ESPON	2,838	3,364
SERVICENOW	5,132	4,906
SHERWIN WILLIAMS	4,748	4,569
SHIRE PLC	3,536	3,237
SKYWORKS SOLUTIONS	6,912	7,690
SMITH & NEPHEW PLC	3,547	3,399
SOCIETE GENERAL	2,897	3,643
SPLUNK	5,352	4,859
STARBUCKS CORP	6,503	6,440
SUNTORY BEVERAGE & FOOD	3,525	3,159
TOTAL SA SPON	4,809	5,046
ULTA SALON COS & FRAGR	1,567	1,530

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERTEX PHARMACEUTICALS	5,959	5,083
VISA	4,682	4,603
VIVENDI SA UNSPON	3,212	3,184
WALGREENS BOOTS ALLIANCE	10,524	10,593
ZOETIS	9,274	10,385

TY 2016 Investments - Other Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MSILF PRIME PTF INS	AT COST	1,492,192	1,492,639
ISHARES S&P	AT COST	122,409	116,021
SPDR S&P	AT COST	279,541	289,248
VANGUARD INTL EQUITY INDEX	AT COST	279,989	277,230
VANGUARD REIT ETF	AT COST	99,800	93,672
VANGUARD SHORT-TERM CORP	AT COST	441,397	435,662
BLACKROCK HI YIELD BD	AT COST	127,160	129,058
DOUBLELINE TOTAL RETURN	AT COST	444,701	433,621
MATTHEWS ASIA DIVIDEND INV	AT COST	101,686	95,156
TORTOISE MLP	AT COST	100,858	108,672

TY 2016 Legal Fees Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,691	0		1,691

TY 2016 Other Expenses Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	7,973	7,973		0
USER FEE - FORM 1023	850	0		850

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TY 2016 Other Income Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	231	231	231

TY 2016 Substantial Contributors Schedule

Name: THE MIDDAY FOUNDATION

EIN: 81-0826828

Name	Address
STEPHEN P KELLY	32 ALDWYN LANE VILLANOVA, PA 19085
SUSAN S KELLY	32 ALDWYN LANE VILLANOVA, PA 19085

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

Schedule of Contributors

▶ 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*

OMB No 1545-0047

2016

Name of the organization	Employer identification number
THE MIDDAY FOUNDATION	81-0826828

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 33 1/3% 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
THE MIDDAY FOUNDATION

Employer identification number
81-0826828

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	STEPHEN P KELLY 32 ALDWYN LANE VILLANOVA, PA 19085	$ 2,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	SUSAN S KELLY 32 ALDWYN LANE VILLANOVA, PA 19085	$ 2,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
THE MIDDAY FOUNDATION	81-0826828

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
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE MIDDAY FOUNDATION

Employer identification number
81-0826828

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	