

**Return of Organization Exempt From Income Tax**  
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.  
Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**A For the 2014 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>MIDWAY USA FOUNDATION, INC.</b>		<b>D</b> Employer identification number <b>26-1573088</b>
	Doing business as		<b>E</b> Telephone number <b>(573) 445-6363</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	<b>6001 W. VAN HORN TAVERN ROAD</b>		<b>C</b>
	City or town, state or province, country, and ZIP or foreign postal code <b>COLUMBIA, MO 65203</b>		<b>G</b> Gross receipts \$ <b>103,467,294.</b>
<b>F</b> Name and address of principal officer: <b>LARRY POTTERFIELD</b> <b>SAME AS C ABOVE</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c)</b> Group exemption number	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: <b>WWW.MIDWAYUSAFUNDATION.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			<b>L</b> Year of formation: <b>2007</b>
<b>M</b> State of legal domicile: <b>MO</b>			

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>WE RAISE MONEY FOR SHOOTING EDUCATION, INVEST IT AND DISTRIBUTE THE EARNINGS IN THE FORM OF</b>
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) <b>3</b> <b>11</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) <b>4</b> <b>11</b>
	<b>5</b> Total number of individuals employed in calendar year 2014 (Part V, line 2a) <b>5</b> <b>10</b>
	<b>6</b> Total number of volunteers (estimate if necessary) <b>6</b> <b>0</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 <b>7a</b> <b>0.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 <b>7b</b> <b>0.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h) <b>25,290,703.</b> <b>Prior Year</b> <b>25,376,463.</b> <b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g) <b>0.</b> <b>0.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) <b>1,245,912.</b> <b>9,834,665.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <b>219.</b> <b>3,422.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) <b>26,536,834.</b> <b>35,214,550.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) <b>1,761,486.</b> <b>2,754,138.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) <b>0.</b> <b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) <b>592,804.</b> <b>750,598.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) <b>0.</b> <b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <b>254,019.</b>
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) <b>428,004.</b> <b>621,412.</b>
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) <b>2,782,294.</b> <b>4,126,148.</b>
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 <b>23,754,540.</b> <b>31,088,402.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16) <b>53,873,089.</b> <b>Beginning of Current Year</b> <b>78,919,687.</b> <b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26) <b>126,487.</b> <b>107,877.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 <b>53,746,602.</b> <b>78,811,810.</b>

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer		Date
	<b>LARRY POTTERFIELD, PRESIDENT</b>		
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MARIEL T LIGGETT</b>	Preparer's signature	Date
	Firm's name <b>WILLIAMS-KEEPERS LLC</b>	Firm's EIN <b>43-1126847</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P00048896</b>
	Firm's address <b>2005 WEST BROADWAY, SUITE 100 COLUMBIA, MO 65203</b>	Phone no. <b>573-442-6171</b>	

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [ ]

1 Briefly describe the organization's mission: SOLICIT AND DISTRIBUTE FUNDING FOR CHARITABLE/EDUCATIONAL ACTIVITIES IN SCHOOLS TO SUPPORT SHOOTING SPORTS PROGRAMS, WHICH TEACH FIREARMS SAFETY, SHOOTING, HUNTING, AND OUTDOOR SKILLS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 3,465,026. including grants of \$ 2,754,138. ) (Revenue \$ 22. ) THE FOUNDATION PROVIDES SUPPORT FOR EDUCATIONAL PROGRAMS AND ACTIVITIES, SPECIFICALLY FIREARMS SAFETY, AND RESPONSIBILITY WITH FIREARMS AND SCHOOL SHOOTING PROGRAMS AND TEAMS.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 3,465,026.

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	<b>1</b> X	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	<b>2</b> X	
<b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....	<b>3</b>	X
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....	<b>4</b>	X
<b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....	<b>5</b>	X
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....	<b>6</b>	X
<b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....	<b>7</b>	X
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....	<b>8</b>	X
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....	<b>9</b>	X
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	<b>10</b>	X
<b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	<b>11a</b> X	
<b>b</b> Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....	<b>11b</b> X	
<b>c</b> Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....	<b>11c</b>	X
<b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....	<b>11d</b>	X
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	<b>11e</b>	X
<b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	<b>11f</b>	X
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....	<b>12a</b> X	
<b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....	<b>12b</b>	X
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....	<b>13</b>	X
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States? .....	<b>14a</b>	X
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....	<b>14b</b>	X
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....	<b>15</b>	X
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....	<b>16</b>	X
<b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....	<b>17</b>	X
<b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	<b>18</b>	X
<b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....	<b>19</b>	X
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....	<b>20a</b>	X
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....	<b>20b</b>	

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Input box for Schedule O check

Main table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical input fields. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4947(a)(1), and Form 720.

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	<b>1a</b> 11		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	<b>1b</b> 11		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>10b</b>			
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?		X
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>12c</b>		X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?		X
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official		X
<b>b</b>	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
<b>16b</b>			

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **AL, RI, AR, CA, KY, MA, NH, NY, OR, SC, VA, CT**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **DICK LEEPER - (573) 445-6363**  
**5875 WEST VAN HORN TAVERN ROAD, COLUMBIA, MO 65203**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) LARRY POTTERFIELD PRESIDENT	2.00	X		X				0.	0.	0.
(2) BRENDA POTTERFIELD SECRETARY/TREASURER	1.00	X		X				0.	0.	0.
(3) RONALD UTTERBACK VICE PRESIDENT	1.00	X		X				0.	0.	0.
(4) SARA POTTERFIELD DIRECTOR	1.00	X						0.	0.	0.
(5) TOM SCHAUWECKER DIRECTOR	1.00	X						0.	0.	0.
(6) BUDDY DUVAL DIRECTOR	1.00	X						0.	0.	0.
(7) JAMES DUNN DIRECTOR	1.00	X						0.	0.	0.
(8) JON MCGRATH DIRECTOR	1.00	X						0.	0.	0.
(9) RUSSELL POTTERFIELD DIRECTOR	1.00	X						0.	0.	0.
(10) MIKE ENGLISH DIRECTOR	1.00	X						0.	0.	0.
(11) MIKE CALLAHAN DIRECTOR	1.00	X						0.	0.	0.
(12) DICK LEEPER EXECUTIVE DIRECTOR	40.00			X				151,688.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for 1b, 1c, and 1d.

Summary questions 2, 3, 4, and 5 regarding compensation reporting, including a Yes/No table for questions 3, 4, and 5.

Section B. Independent Contractors

Table for independent contractors with columns (A) Name and business address, (B) Description of services, and (C) Compensation. Includes a total count for question 2.



**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

				(A)	(B)	(C)	(D)
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns .....	<b>1a</b>					
	<b>b</b> Membership dues .....	<b>1b</b>					
	<b>c</b> Fundraising events .....	<b>1c</b>					
	<b>d</b> Related organizations .....	<b>1d</b>					
	<b>e</b> Government grants (contributions) .....	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .....	<b>1f</b>	25,376,463.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ .....		3,391,694.				
	<b>h Total.</b> Add lines 1a-1f .....			25,376,463.			
<b>Program Service Revenue</b>	<b>2 a</b> _____	<b>Business Code</b>					
	<b>b</b> _____						
	<b>c</b> _____						
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue .....						
	<b>g Total.</b> Add lines 2a-2f .....						
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) .....			1,700,258.			1,700,258.
	<b>4</b> Income from investment of tax-exempt bond proceeds .....						
	<b>5</b> Royalties .....						
	<b>6 a</b> Gross rents .....	(i) Real	(ii) Personal				
		<b>b</b> Less: rental expenses .....					
		<b>c</b> Rental income or (loss) .....					
		<b>d</b> Net rental income or (loss) .....					
	<b>7 a</b> Gross amount from sales of assets other than inventory .....	(i) Securities	(ii) Other				
		<b>b</b> Less: cost or other basis and sales expenses .....					
		<b>c</b> Gain or (loss) .....					
		<b>d</b> Net gain or (loss) .....			8,134,407.		
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	<b>a</b>	3,400.				
		<b>b</b> Less: direct expenses .....	<b>b</b>	0.			
		<b>c</b> Net income or (loss) from fundraising events .....			3,400.		
	<b>9 a</b> Gross income from gaming activities. See Part IV, line 19 .....	<b>a</b>					
<b>b</b> Less: direct expenses .....		<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities .....							
<b>10 a</b> Gross sales of inventory, less returns and allowances .....	<b>a</b>						
	<b>b</b> Less: cost of goods sold .....	<b>b</b>					
	<b>c</b> Net income or (loss) from sales of inventory .....						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> TIMELY FILING ALLOWANCES .....		900099		22.			22.
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> All other revenue .....							
<b>e Total.</b> Add lines 11a-11d .....				22.			
<b>12 Total revenue.</b> See instructions. ....				35,214,550.	0.	0.	9,838,087.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	2,754,138.	2,754,138.		
<b>2</b> Grants and other assistance to domestic individuals. See Part IV, line 22				
<b>3</b> Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	151,688.	113,766.	15,169.	22,753.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	499,518.	198,432.	200,029.	101,057.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	14,854.	4,428.	7,228.	3,198.
<b>9</b> Other employee benefits	35,263.	10,512.	17,159.	7,592.
<b>10</b> Payroll taxes	49,275.	19,838.	19,578.	9,859.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal	1,865.		1,865.	
<b>c</b> Accounting	27,255.		27,255.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees	264,025.	264,025.		
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
<b>12</b> Advertising and promotion	2,428.	1,318.	1,110.	
<b>13</b> Office expenses	35,844.	8,837.	15,747.	11,260.
<b>14</b> Information technology	33,920.	10,176.	13,568.	10,176.
<b>15</b> Royalties				
<b>16</b> Occupancy	108,390.	42,654.	43,356.	22,380.
<b>17</b> Travel	40,785.	20,787.	2,028.	17,970.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	11,460.	4,015.	5,927.	1,518.
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	75,569.	7,557.	30,228.	37,784.
<b>23</b> Insurance	9,035.	3,614.	3,614.	1,807.
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> STATE RENEWAL FEES	5,504.		2,752.	2,752.
<b>b</b> CREDIT CARD FEES	2,983.			2,983.
<b>c</b> EMPLOYMENT EXPENSES	2,324.	929.	465.	930.
<b>d</b> BANK CHARGES	25.		25.	
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	4,126,148.	3,465,026.	407,103.	254,019.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	2,973,691.	<b>1</b>	124,316.
	<b>2</b> Savings and temporary cash investments .....		<b>2</b>	2,397,632.
	<b>3</b> Pledges and grants receivable, net .....		<b>3</b>	
	<b>4</b> Accounts receivable, net .....		<b>4</b>	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>	
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>	
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>	
	<b>8</b> Inventories for sale or use .....		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges .....	784,938.	<b>9</b>	564,922.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 289,372.		
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 202,139.		
	<b>11</b> Investments - publicly traded securities .....	140,038.	<b>10c</b>	87,233.
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	49,921,596.	<b>11</b>	68,097,733.
	<b>13</b> Investments - program-related. See Part IV, line 11 .....	37,413.	<b>12</b>	7,647,851.
	<b>14</b> Intangible assets .....		<b>13</b>	
	<b>15</b> Other assets. See Part IV, line 11 .....	15,413.	<b>14</b>	0.
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	53,873,089.	<b>15</b>	78,919,687.	
<b>17</b> Accounts payable and accrued expenses .....	126,487.	<b>16</b>	107,877.	
<b>18</b> Grants payable .....		<b>17</b>		
<b>19</b> Deferred revenue .....		<b>18</b>		
<b>20</b> Tax-exempt bond liabilities .....		<b>19</b>		
<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>20</b>		
<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>21</b>		
<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>22</b>		
<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>23</b>		
<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		<b>24</b>		
<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 .....	126,487.	<b>25</b>	107,877.	
<b>27</b> <b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>		<b>26</b>		
<b>28</b> Unrestricted net assets .....	53,746,602.	<b>27</b>	78,811,810.	
<b>29</b> Temporarily restricted net assets .....		<b>28</b>		
<b>30</b> Permanently restricted net assets .....		<b>29</b>		
<b>31</b> <b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
<b>32</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
<b>33</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
<b>34</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
<b>33</b> <b>Total net assets or fund balances</b> .....	53,746,602.	<b>33</b>	78,811,810.	
<b>34</b> <b>Total liabilities and net assets/fund balances</b> .....	53,873,089.	<b>34</b>	78,919,687.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	35,214,550.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	4,126,148.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	31,088,402.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	53,746,602.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	-6,023,194.
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0.
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	78,811,810.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>b</b>	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____		X
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.  
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public Inspection

<b>Name of the organization</b> MIDWAY USA FOUNDATION, INC.	<b>Employer identification number</b> 26-1573088
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
  - a  **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
  - b  **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
  - c  **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
  - d  **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
  - e  Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
  - f Enter the number of supported organizations .....
  - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
<b>Total</b>						

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...						
<b>4 Total.</b> Add lines 1 through 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on ...						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)) .....	14	%
<b>15</b> Public support percentage from 2013 Schedule A, Part II, line 14 .....	15	%
<b>16a 33 1/3% support test - 2014.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 33 1/3% support test - 2013.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2014.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2013.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	380,805.	7053330.	17908990.	25290703.	25376463.	76010291.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....	380,805.	7053330.	17908990.	25290703.	25376463.	76010291.
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....	340,740.	4062340.	11949223.	11568000.	7996196.	35916499.
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						0.
<b>c</b> Add lines 7a and 7b .....	340,740.	4062340.	11949223.	11568000.	7996196.	35916499.
<b>8 Public support.</b> (Subtract line 7c from line 6.)						40093792.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
<b>9</b> Amounts from line 6 .....	380,805.	7053330.	17908990.	25290703.	25376463.	76010291.
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	15,076.	44,008.	253,653.	872,446.	1700258.	2885441.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	15,076.	44,008.	253,653.	872,446.	1700258.	2885441.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) .....				220.	22.	242.
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)	395,881.	7097338.	18162643.	26163369.	27076743.	78895974.

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) .....	15	50.82 %
<b>16</b> Public support percentage from 2013 Schedule A, Part III, line 15 .....	16	43.78 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)) .....	17	3.66 %
<b>18</b> Investment income percentage from 2013 Schedule A, Part III, line 17 .....	18	2.31 %

**19a 33 1/3% support tests - 2014.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2013.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV Supporting Organizations**

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
<b>1</b> Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
<b>2</b> Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
<b>3a</b> Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
<b>b</b> Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
<b>c</b> Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
<b>4a</b> Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.</i>		
<b>b</b> Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
<b>c</b> Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
<b>5a</b> Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
<b>b</b> <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
<b>c</b> <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
<b>6</b> Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
<b>7</b> Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
<b>8</b> Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
<b>9a</b> Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
<b>b</b> Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>c</b> Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
<b>10a</b> Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer (b) below.</i>		
<b>b</b> Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		



**Part IV Supporting Organizations** (continued)

	Yes	No
<b>11</b> Has the organization accepted a gift or contribution from any of the following persons?		
<b>a</b> A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
<b>b</b> A family member of a person described in (a) above?		
<b>c</b> A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in <b>Part VI</b> .		

**Section B. Type I Supporting Organizations**

	Yes	No
<b>1</b> Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in <b>Part VI</b> how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
<b>2</b> Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in <b>Part VI</b> how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

**Section C. Type II Supporting Organizations**

	Yes	No
<b>1</b> Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in <b>Part VI</b> how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

**Section D. Type III Supporting Organizations**

	Yes	No
<b>1</b> Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
<b>2</b> Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in <b>Part VI</b> how the organization maintained a close and continuous working relationship with the supported organization(s).		
<b>3</b> By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in <b>Part VI</b> the role the organization's supported organizations played in this regard.		

**Section E. Type III Functionally-Integrated Supporting Organizations**

<b>1</b> Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):		
<b>a</b> <input type="checkbox"/> The organization satisfied the Activities Test. Complete <b>line 2</b> below.		
<b>b</b> <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete <b>line 3</b> below.		
<b>c</b> <input type="checkbox"/> The organization supported a governmental entity. Describe in <b>Part VI</b> how you supported a government entity (see instructions).		
<b>2</b> Activities Test. Answer (a) and (b) below.		
<b>a</b> Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in <b>Part VI</b> identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
<b>b</b> Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in <b>Part VI</b> the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
<b>3</b> Parent of Supported Organizations. Answer (a) and (b) below.		
<b>a</b> Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in <b>Part VI</b> .		
<b>b</b> Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in <b>Part VI</b> the role played by the organization in this regard.		

**Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations**

- 1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6 and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	<b>Discount</b> claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).		

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions	Current Year
<b>1</b> Amounts paid to supported organizations to accomplish exempt purposes	
<b>2</b> Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
<b>3</b> Administrative expenses paid to accomplish exempt purposes of supported organizations	
<b>4</b> Amounts paid to acquire exempt-use assets	
<b>5</b> Qualified set-aside amounts (prior IRS approval required)	
<b>6</b> Other distributions (describe in <b>Part VI</b> ). See instructions.	
<b>7 Total annual distributions.</b> Add lines 1 through 6.	
<b>8</b> Distributions to attentive supported organizations to which the organization is responsive (provide details in <b>Part VI</b> ). See instructions.	
<b>9</b> Distributable amount for 2014 from Section C, line 6	
<b>10</b> Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
<b>1</b> Distributable amount for 2014 from Section C, line 6			
<b>2</b> Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
<b>3</b> Excess distributions carryover, if any, to 2014:			
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> From 2013			
<b>f Total</b> of lines 3a through e			
<b>g</b> Applied to underdistributions of prior years			
<b>h</b> Applied to 2014 distributable amount			
<b>i</b> Carryover from 2009 not applied (see instructions)			
<b>j</b> Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
<b>4</b> Distributions for 2014 from Section D, line 7: \$			
<b>a</b> Applied to underdistributions of prior years			
<b>b</b> Applied to 2014 distributable amount			
<b>c</b> Remainder. Subtract lines 4a and 4b from 4.			
<b>5</b> Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
<b>6</b> Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
<b>7 Excess distributions carryover to 2015.</b> Add lines 3j and 4c.			
<b>8</b> Breakdown of line 7:			
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b> Excess from 2013			
<b>e</b> Excess from 2014			

















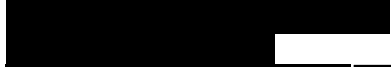
















Schedule A

Payments from Disqualified Persons Included on Part III, Line 7a

2014

\*\* Do Not File \*\*

\*\*\* Not Open to Public Inspection \*\*\*

Payer's Name	2010 Amount	2011 Amount	2012 Amount	2013 Amount	2014 Amount
					
					
					
					
Total to Schedule A, Part III, Line 7a .....					

**Schedule B**

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2014**

Name of the organization

MIDWAY USA FOUNDATION, INC.

Employer identification number

26-1573088

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

OMB No. 1545-0047

2014

Open to Public Inspection

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization MIDWAY USA FOUNDATION, INC. Employer identification number 26-1573088

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate value of contributions, grants, and end of year, and two yes/no questions about donor property and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year.
4 Number of states where property subject to conservation easement is located.
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year.
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year.
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Table with 2 columns: Question, Held at the End of the Tax Year. Rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenue included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
a Revenue included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  \_\_\_\_\_ %
- b Permanent endowment  \_\_\_\_\_ %
- c Temporarily restricted endowment  \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		27,965.	11,528.	16,437.
e Other		261,407.	190,611.	70,796.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				87,233.



**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other		
(A) ACCRUED INTEREST	170,662.	COST
(B) HEDGE FUND	7,477,189.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	<b>7,647,851.</b>	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b> Total revenue, gains, and other support per audited financial statements .....		<b>1</b>	29,191,356.
<b>2</b> Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
<b>a</b> Net unrealized gains (losses) on investments .....	<b>2a</b>		-6,023,194.
<b>b</b> Donated services and use of facilities .....	<b>2b</b>		
<b>c</b> Recoveries of prior year grants .....	<b>2c</b>		
<b>d</b> Other (Describe in Part XIII.) .....	<b>2d</b>		
<b>e</b> Add lines <b>2a</b> through <b>2d</b> .....		<b>2e</b>	-6,023,194.
<b>3</b> Subtract line <b>2e</b> from line <b>1</b> .....		<b>3</b>	35,214,550.
<b>4</b> Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>		
<b>b</b> Other (Describe in Part XIII.) .....	<b>4b</b>		
<b>c</b> Add lines <b>4a</b> and <b>4b</b> .....		<b>4c</b>	0.
<b>5</b> Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.) .....		<b>5</b>	35,214,550.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

<b>1</b> Total expenses and losses per audited financial statements .....		<b>1</b>	4,126,148.
<b>2</b> Amounts included on line 1 but not on Form 990, Part IX, line 25:			
<b>a</b> Donated services and use of facilities .....	<b>2a</b>		
<b>b</b> Prior year adjustments .....	<b>2b</b>		
<b>c</b> Other losses .....	<b>2c</b>		
<b>d</b> Other (Describe in Part XIII.) .....	<b>2d</b>		
<b>e</b> Add lines <b>2a</b> through <b>2d</b> .....		<b>2e</b>	0.
<b>3</b> Subtract line <b>2e</b> from line <b>1</b> .....		<b>3</b>	4,126,148.
<b>4</b> Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b> Investment expenses not included on Form 990, Part VIII, line 7b .....	<b>4a</b>		
<b>b</b> Other (Describe in Part XIII.) .....	<b>4b</b>		
<b>c</b> Add lines <b>4a</b> and <b>4b</b> .....		<b>4c</b>	0.
<b>5</b> Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.) .....		<b>5</b>	4,126,148.

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

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**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization **MIDWAY USA FOUNDATION, INC.** Employer identification number **26-1573088**

**Part I General Information on Grants and Assistance**

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BIG STONE COUNTY 4H 11 SE 2ND ST ORTONVILLE, MN 56278	01-0888982		0.	6,765.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE - 85 SOUTH PROSPECT STREET - BURLINGTON, VT 05405	03-0179440		7,694.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MASSACHUSETTS INSTITUTE OF TECHNOLOGY - 77 MASSACHUSETTS AVENUE - CAMBRIDGE, MA 02139	04-2103594		6,419.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
WALPOLE SPORTSMAN'S ASSOCIATION 499 LINCOLN RD WALPOLE, MA 02081	04-2936022		6,600.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
BOREALIS BUCKEYES SHOOTING CLUB 4010 WINCHESTER LOOP ANCHORAGE, AK 99507	05-0542148		0.	5,245.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
INDIANA YOUTH SHOOTING SPORTS 13800 MARILYN RD NOBLESVILLE, IN 46060	20-1492428		21,811.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶
- 3 Enter total number of other organizations listed in the line 1 table ▶ **120.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2014)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHERN KENTUCKY SCHOLASTIC TRAPSHOOTING TEAM - 331 MADDOX ROAD - ALEXANDRIA, KY 41001	20-5124230		4,391.	700.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
IOWA SCHOLASTIC CLAY TARGET ASSOCIATION - 220 NORTH PARK BLVD - HUXLEY, IA 50124	20-5520926		21,716.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
BUCKEYE OUTDOOR YOUTH EDUCATION & SHOOTING CENTER, INC. - PO BOX 61 - DOYLESTOWN, OH 44230	20-5960752		7,450.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
GATEWAY CLAYBUSTERS PO BOX 629 CHESTERFIELD, MO 63006	20-8171985		5,000.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
SCHOLASTIC SHOOTING SPORTS FOUNDATION - 5931 ROFT ROAD - SAN ANTONIO, TX 78253	20-8484121		35,603.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
FIN, FUR, AND FEATHER CLUB, INC. PO BOX 272 MILLIS, MA 02054	22-2885172		6,900.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
MONTANA 4-H FOUNDATION, INC. 111 TAYLOR HALL BOZEMAN, MT 59717	23-7051460		7,625.	2,563.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
RIO SALADO SPORTSMAN'S CLUB INC. 3960 N. USERY PASS ROAD MESA, AZ 85207	23-7228745		0.	5,776.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
PALMYRA SPORTSMEN'S ASSOCIATION, INC. - PO BOX 142 - PALMYRA, PA 17078	23-7429888		9,808.	1,213.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CORRY ROD AND GUN CLUB, INC. RT 957 E. MAIN ST. PO BOX 298 COLUMBUS, PA 16405	25-1139669		2,301.	3,263.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
YOUTH SHOOTING SPORTS ALLIANCE 11265 SUFFOLK DR. HAGGERSTOWN, MD 21742	26-0551145		38,260.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
SCHS SHOOTING SPORTS CLUB PARENTS GROUP - 244 TICKLISH ROCK RD. - HUGHESVILLE, PA 17737	26-0838186		4,592.	700.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
WALLA WALLA GUN CLUB COMMUNITY SERVICE PROJECT - PO BOX 133 - WALLA WALLA, WA 99362	26-3123618		1,290.	6,320.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
UNIVERSITY OF KENTUCKY TRAP AND SKEET TEAM - 213 FLORAL PARK - LEXINGTON, KY 40503	26-3280207		8,400.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
CLEMSON SHOTGUN CLUB 272-C LEHOTSKY HALL, CLEMSON UNIVER CLEMSON, SC 29634	26-3390613		11,242.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
TEXAS STATE RIFLE ASSOCIATION FOUNDATION - 8411 N IH 35 - AUSTIN, TX 78753	26-4037053		12,467.	3,996.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
ORANGE COUNTY CLAY BUSTERS PO BOX 752 BRIDGE CITY, TX 77611	26-4138992		0.	6,614.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CLAY FEATHERS 26321 HWY 141 COON RAPIDS, IA 50058	27-1316195		23,212.	2,997.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNION GROVE HIGH SCHOOL TRAP TEAM 2630 SHEARD RD BURLINGTON, WI 53105	27-1897821		7,474.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
LAKES AREA YOUTH TRAP CLUB 1692 270TH AVE SPIRIT LAKE, IA 51360	27-2361562		4,143.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
JONESBORO SHOOTING SPORTS TRAP TEAM - 6059 PRAIRIE MEADOW DRIVE - JONESBORO, AR 72404	27-3060091		0.	5,589.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
SONORAN SHOTGUN CLUB 4425 E. KLEINDALE ROAD TUCSON, AZ 85712	27-3339664		7,167.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
GATEWAY GUN CLUB YOUTH SHOOTERS, INC. - 412 CLAYMONT DR. - BALLWIN, MO 63011	27-4693540		4,327.	3,218.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CENTRAL FALCONS TRAP & SKEET 1043 N. PRAIRIE DR. SILVER LAKE, WI 53170	27-4978200		5,871.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
UPPER PENINSULA YOUTH SHOTGUN SPORTS ORGANIZATION - 1420 MICHIGAN AVE. - GLADSTONE, MI 49837	27-5265141		2,219.	2,862.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
STEPHEN T. BADIN HIGH SCHOOL 571 NEW LONDON ROAD HAMILTON, OH 45013	31-0537113		3,328.	2,862.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
GIBBON TRAP TEAM PO BOX 443 GIBBON, NE 68840	33-1029730		1,120.	5,126.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
YOUTH TARGET FOUNDATION 130 TIMBERLEAF CT. DOUBLE OAK, TX 75077	33-1206460		10,836.	59,038.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
WILLIAMS COUNTY SPORTSMANS EDUCATION ASSOCIATION - 01521 NEY-WILLIAMS CENTER RD - BRYAN, OH 43506	34-1861426		6,679.	3,887.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD CULVER, IN 46511	35-0868071		9,543.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
ROSE-HULMAN INSTITUTE OF TECHNOLOGY - 5500 WABASH AVENUE - TERRE HAUTE, IN 47803	35-0868149		9,332.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
BISHOP DWENGER HIGH SCHOOL 1300 E. WASHINGTON CTR. RD. FORT WAYNE, IN 46825	35-1090327		12,189.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
NEBRASKA ONE BOX HABITAT ASSOCIATION INC - PO BOX 326 - BROKEN BOW, NE 68822	36-3388566		5,723.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
SOUTHERN ILLINOIS COLLEGE 3575 COLLEGE ROAD HARRISBURG, IL 62946	37-0906582		13,854.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
COLVILLE SHOOTING STARS 2140 MARBLE VALLEY BASIN RD. ADDY, WA 99101	37-1732642		5,479.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	38-1374230		14,933.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WENATCHEE VALLEY SCTP 3020 CONARTY ROAD MALAGA, WA 98828	38-3908330		5,683.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
GRIMES COUNTY 4H 203 VETERANS MEMORIAL DRIVE NAVASOTA, TX 77868	38-3916154		0.	7,501.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
KMHS SHOOTING SPORTS TEAM 4724 CEDARVIEW DRIVE WEST BEND, WI 53095	38-3920431		1,281.	3,726.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
MARQUETTE UNIVERSITY HIGH SCHOOL 3401 WEST WISCONSIN AVENUE MILWAUKEE, WI 53208	39-0806826		10,497.	1,725.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
BEAVER DAM CONSERVATIONISTS INC. PO BOX 99 BEAVER DAM, WI 53916	39-1222554		5,141.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
OSHKOSH AREA SCHOOL DISTRICT 215 S. EAGLE ST., PO BOX 3048 OSHKOSH, WI 54903	39-1414354		2,621.	5,781.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
JEFFERSON SPORTSMENS CLUB PO BOX 104 JEFFERSON, WI 53549	39-6109532		5,828.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
FT. MADISON BAND BOOSTERS 2001 AVE B FT. MADISON, IA 52627	41-0695392		5,427.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
PHEASANTS FOREVER, INC. 1783 BUERKLE CIRCLE ST. PAUL, MN 55110	41-1429149		8,377.	177,162.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)



**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRI STATE GUN CLUB INC. BOX 336 MONTROSE, IA 52639	42-1375038		3,206.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
MU SHOOTING CLUB 213 ROTHWELL GYMNASIUM COLUMBIA, MO 65211	42-1680662		23,284.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MONROE COUNTY CONSERVATION 10 BENTON AVE EAST ALBIA, IA 52531	42-6004185		9,757.	999.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
TURKEY VALLEY COMMUNITY SCHOOL DISTRICT - 3219 STATE HWY 24 - JACKSON JUNCTION, IA 52171	42-6039110		4,913.	2,888.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
LINDENWOOD FEMALE COLLEGE 209 SOUTH KINGSHIGHWAY ST. CHARLES, MO 63301	43-0652649		14,283.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
POPLAR BLUFF R-I SCHOOL DISTRICT 1110 NORTH WESTWOOD BLVD POPLAR BLUFF, MO 63901	43-0792268		5,993.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
COLUMBIA FFA ALUMNI ASSOCIATION 9325 LOGAN RD. COLUMBIA, MO 65201	43-1685130		7,273.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
CURATORS OF THE UNIVERSITY OF MISSOURI - 1000 W. NIFONG, BLDG 7, STE 300 - COLUMBIA, MO 65211	43-6003859		8,917.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MARSHALL PUBLIC SCHOOLS 860 WEST MARSHALL, MO 65340	44-6001427		3,862.	2,563.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SCHOOL DISTRICT R-3 CAMDENTON PO BOX 1409 CAMDENTON, MO 65020	44-6004944		3,518.	1,519.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
BRANSON REORGANIZED SCHOOL DISTRICT R-IV - 1756 BEE CREEK ROAD - BRANSON, MO 65616	44-6004953		5,398.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
LOGAN ROGERSVILLE R-8 SCHOOL DISTRICT - 100 E. FRONT STREET - ROGERSVILLE, MO 65742	44-6005281		4,645.	1,844.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
NEW ENGLAND INTERNATIONAL JUNIOR SHOOTING SPORTS, INC. - 6 M STREET - NEWBURYPORT, MA 01950	45-0602316		9,467.	2,170.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
FLORIDA GATORS TRAP SKEET AND SPORTING TEAM - 5202 NE 46TH AVE - GAINESVILLE, FL 32069	45-3623552		6,148.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
A & M CLAYSHOOTERS 4119 E. MONTEROSA ST. PHOENIX, AZ 58018	45-4279088		1,318.	5,125.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
THE X COUNT 5741 E 700 S COLUMBIA CITY, IN 46725	45-4791946		0.	8,126.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
NEVADA SCHOLASTIC CLAY TARGET PROGRAM - 394 FLORA DR. - SPRING CREEK, NV 89815	45-4986365		8,776.	6,018.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CRAWFORD COUNTY SHOOTING SPORTS ASSOCIATION - 2271 300TH ST - DENISON, IA 51447	45-5081196		0.	5,589.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BEN AVERY CLAY CRUSHERS 17 E. TANYA RD. DESERT HILLS, AZ 85086	45-5383343		5,927.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
SCHOLASTIC CLAY TARGET PROGRAM SOUTH TEXAS SHOOTERS - 1500 W ESPERANZA AVE - MCALLEN, TX 78501	45-5634406		4,890.	999.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
WOODLAND TRAP CLUB 164 SUMMIT BUTTE RD. WOODLAND, WA 98674	46-0766197		5,674.	3,726.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
MONTANA SCHOLASTIC CLAY TARGET PROGRAM - 1645 PARK HILL DR. SUITE 4 - BILLINGS, MT 59102	46-1014846		13,345.	2,100.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
GRACE COUGARS SHOTGUN TEAM 530 HIDEAWAY LANE EAST HIDEAWAY, TX 75771	46-1355753		0.	6,614.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
HOOSIER DADDYS SHOOTING TEAM 239 MAIN ST. WHITELAND, IN 46184	46-1478145		8,083.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MOUNT MICHAEL TRAP TEAM 1629 E. MILITARY FREMONT, NE 69025	46-1566109		4,796.	307.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CLAY CRASHERS, INC 18520 TWILIGHT TRAIL EDEN PRAIRIE, MN 55346	46-1661470		5,328.	3,861.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
TAMPA BAY CLAYS YOUTH PROGRAM INC 15615 SHOAL CREEK PLACE ODESSA, FL 33556	46-1763779		4,700.	3,726.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
KANSAS CITY CRUSHERS 731 MASSACHUSETTS LAWRENCE, KS 66044	46-2028706		7,017.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
KCCL ORANGE CRUSHERS 914 BOULDER BLUFF LANE LOWELL, MI 49331	46-2128996		5,031.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MID CAROLINA 4-H 1746 KENNERLY RD. ORANGEBURG, SC 29115	46-2572303		3,077.	6,020.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
MUSTANG SHOOTING SPORTS 301 E. JOMAX RD PHOENIX, AZ 85085	46-4006966		6,591.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
BHS DEMONS SHOOTING TEAM 4004 LAKE STREET BURLINGTON, WI 53105	46-4046924		28,041.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
OSKALOOSA SHOOTING TEAM 812 SOUTH 15TH OSKALOOSA, IA 52577	46-4260367		23,492.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
CALAMUS DUSTERS PO BOX 9 BURWELL, NE 68823	46-5731532		0.	6,525.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
DOUGLAS COUNTY SHOOTING SPORTS PO BOX 25 ARMOUR, SD 57313	46-6000364		1,541.	3,726.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CREIGHTON PREPARATORY SCHOOL 7400 WESTERN AVE OMAHA, NE 68114	47-0438012		9,244.	9,315.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CENTERBURG YOUTH SHOOTING SORTS INC - PO BOX 100 - CENTERBURG, OH 43011	47-0953689		13,226.	24,887.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
HERITAGE FARMS RIFLE CLUB 2400 WEST PT PKWY OPELIKA, AL 36804	47-2016421		0.	5,313.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
PRATT COMMUNITY COLLEGE 348 NE STATE ROAD 61 PRATT, KS 67124	48-0699112		2,891.	2,376.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
FORT HAYS STATE UNIVERSITY 600 PARK STREET HAYS, KS 67601	48-1210777		12,201.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
WASHINGTON SCHOLASTIC CLAY TARGET PROGRAM - 1250 N HWY PMB #108 - COLVILLE, WA 99114	50-0683649		5,235.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
VIRGINIA TECH FOUNDATION INC. 902 PRICES FORK ROAD, SUITE 4000 BALCKSBURG, VA 24061	54-0721690		6,103.	3,876.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
NATIONAL WILD TURKEY FEDERATION, INC. - PO BOX 530 - EDGEFIELD, SC 29824	57-0564993		0.	55,890.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
THE KINGS'S ACADEMY 1015 S. EBENZER RD. FLORENCE, SC 29501	57-0917737		11,729.	1,025.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
THE CITADEL 171 MOULTRIE ST. CHARLESTON, SC 29409	57-6000217		4,486.	1,025.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CLEMSON UNIVERSITY 108 ADMINISTRATIVE SERVICES BUILDING CLEMSON, SC 29634	57-6000254		10,334.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
WARE COUNTY BOARD OF EDUCATION 1301 BAILEY STREET WAYCROSS, GA 31501	58-6000340		1,428.	7,176.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
JACKSONVILLE UNIVERSITY 2800 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	59-0624412		10,011.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
MURRAY STATE UNIVERSITY 200 SPARKS HALL MURRAY, KY 42071	61-1005783		26,084.	15,375.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
NM EAGLES 1342 INWOOD RD. ROCHESTER, MI 48306	61-1670953		7,184.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
BETHEL UNIVERSITY 325 CHERRY AVE. MCKENZIE, TN 38201	62-0548913		15,306.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
THE UNIVERSITY OF TENNESSEE 301 ANDY HOLT TOWER KNOXVILLE, TN 37996	62-6001636		21,382.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
ALABAMA 4H CLUB FOUNDATION, INC. 117 DUNCAN HALL AUBURN UNIVERSITY, AL 36849	63-0457929		0.	7,228.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
DALEVILLE CITY BOARD OF EDUCATION 626 NORTH DALEVILLE AVENUE DALEVILLE, AL 36322	63-0499090		0.	6,151.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OKLAHOMA STATE UNIVERSITY 1224 NORTH BOOMER RD STILLWATER, OK 74078	73-6017987		19,593.	2,399.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
SCHREINER UNIVERSITY 2100 MEMORIAL BLVD KERRVILLE, TX 78028	74-1193459		6,772.	2,563.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
DRIPPING SPRINGS VOCATIONAL AG BOOSTERS ASSOCIATION, INC. - PO BOX 1008 - DRIPPING SPRINGS, TX 78620	74-2508859		4,656.	3,963.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
NEEDVILLE INDEPENDENT SCHOOL DISTRICT - PO BOX 412 - NEEDVILLE, TX 77461	74-6001773		1,168.	7,038.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
WILMOT TRAP TEAM 2401 GRACE STREET TWIN LAKES, WI 53181	75-3229791		6,618.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
GASTON YOUNG GUNS SHOOTING SPORTS 215 TENNESSEE TRAIL LINCOLNTON, NC 28092	80-0253909		16,600.	2,563.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
CITADEL PISTOL CLUB 9643 SOUTH CAROUSEL CIRCLE SUMMERVILLE, SC 29485	80-0769768		26,496.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
WYOMING STATE 4-H FOUNDATION 1000 EAST UNIVERSITY AVENUE, DEPT 3 LARAMIE, WY 82071	83-6004106		19,379.	5,388.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
COLORADO STATE UNIVERSITY 6003 CAMPUS DELIVERY, 555 S. HOWERS STREET - FORT COLLINS, CO 80523	84-6000545		5,323.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PIEDRA VISTA HIGH SCHOOL JROTC A PART OF FARMINGTON MUNICIPAL SCHOOL - 5700 COLLEGE BLVD - FARMINGTON, NM 87402	85-6000130		1,180.	4,939.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
DAVIS SCHOOL DISTRICT 931 S 1000 E CLEARFIELD, UT 84015	87-6000487		3,365.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
HUMBOLDT HIGH SCHOOL WILDCAT TRAP CLUB - 1008 8TH AVE N - HUMBOLDT, IA 50548	90-0421533		5,500.	1,863.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
ALASKA SCTP 2321 PALMER-WASILLA HWY WASILLA, AK 99654	90-0635354		43,128.	7,827.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES
TEAM GOTTA 6558 THOMAS CREEK DRIVE SEDRO-WOOLLEY, WA 98284	90-0938500		6,797.	0.			AMMO/TRAVEL/RANGE & COMPETITION FEES
LINCOLN RIFLE CLUB AND JUNIOR DIVISION - PO BOX 582 - LINCOLN, CA 95649	94-1641654		3,607.	2,563.	COST	PROMOTIONAL ITEMS	AMMO/TRAVEL/RANGE & COMPETITION FEES



**Part III** **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

THE GRANT RECIPIENTS FILL OUT THE GRANT APPLICATION SHOWING THE PROPOSED  
 USE OF THE FUNDS AND SIGN THE CONSIDERATION AGREEMENT THAT STATES THEY  
 AGREE TO USE IT FOR OUR TAX EXEMPT PURPOSE AND THAT AGREEMENT INDICATES WE  
 CAN AT ANY TIME CONDUCT AN AUDIT TO VERIFY HOW THE FUNDS WERE EXPENDED.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public Inspection

Name of the organization

MIDWAY USA FOUNDATION, INC.

Employer identification number

26-1573088

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? .....

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |  |   |
|--|---|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                               |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? .....
- b** Any related organization? .....
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III .....

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2014

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) DICK LEEPER EXECUTIVE DIRECTOR	(i)	151,688.	0.	0.	0.	0.	151,688.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							



**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2014**

Open To Public Inspection

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization **MIDWAY USA FOUNDATION, INC.** Employer identification number **26-1573088**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	41	3,391,694.	READILY DETERMINABLE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ( )				
26 Other ( )				
27 Other ( )				
28 Other ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2014)



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

MIDWAY USA FOUNDATION, INC.

Employer identification number

26-1573088

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

GRANTS.

FORM 990, PART VI, SECTION A, LINE 2:

SEVERAL MEMBERS OF THE BOARD OF DIRECTORS ARE FAMILY MEMBERS OF ONE  
ANOTHER.

FORM 990, PART VI, SECTION B, LINE 11:

THE FORM 990 IS REVIEWED BY THE PRESIDENT OF THE BOARD OF DIRECTORS PRIOR  
TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

THE FOUNDATION ANNUALLY REQUIRES BOARD MEMBERS TO SIGN AN AFFIRMATIVE  
STATEMENT REGARDING THEIR COMPLIANCE WITH THE FOUNDATION'S CONFLICT OF  
INTEREST POLICY AT THE FIRST BOARD MEETING OF EACH YEAR.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL, RI, AR, CA, KY, MA, NH, NY, OR, SC, VA, CT, MI, IL, KS, MD, MN, NM, NJ, TN, WI, NC, LA, AK, AZ  
PA, OK, ME, WA, FL, UT, MS, WV, MO, MT, NE, NV, ND, OH, SD, WY, CO, GA, IA

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION DOES MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST  
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST AS  
PROVIDED BY LAW.