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990-PF

Form
Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MIDDLECOTT FOUNDATION		A Employer identification number 04-6155699
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (617) 227-8660
	50 CONGRESS STREET ROOM 800		
	City or town, state, and ZIP code BOSTON, MA 02109		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,416,038.			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	594,939.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	2,756.	1,749.		ATCH 1
	4 Dividends and interest from securities	15,570.	15,570.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6,930.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		539,844.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	606,335.	557,163.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	311.			311.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	4,915.	2,458.	0.	2,457.
	c Other professional fees (attach schedule) *	14,135.	7,068.		7,067.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	13,719.	498.		250.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	664.	664.		
	24 Total operating and administrative expenses. Add lines 13 through 23	33,744.	10,688.	0.	10,085.
	25 Contributions, gifts, grants paid	508,480.			508,480.
26 Total expenses and disbursements. Add lines 24 and 25	542,224.	10,688.	0.	518,565.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	64,111.				
b Net investment income (if negative, enter -0-)		546,475.			
c Adjusted net income (if negative, enter -0-)			-0-		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 4 JSA ** ATCH 5 Form 990-PF (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	526,044.	818,522.	818,522.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) **	213,626.	14,822.	15,014.	
	b	Investments - corporate stock (attach schedule) <u>ATCH 8</u>	373,834.	344,271.	582,502.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,113,504.	1,177,615.	1,416,038.	
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	1,113,504.	1,177,615.		
	30	Total net assets or fund balances (see page 17 of the instructions)	1,113,504.	1,177,615.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,113,504.	1,177,615.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,113,504.
2	Enter amount from Part I, line 27a	2	64,111.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,177,615.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,177,615.

** ATCH 7

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	731,331.	1,334,665.	0.547951
2007	1,525,000.	1,588,838.	0.959821
2006	1,144,561.	1,948,140.	0.587515
2005	801,813.	1,913,238.	0.419087
2004	698,912.	1,717,811.	0.406862
2 Total of line 1, column (d)			2.921236
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.584247
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			1,097,876.
5 Multiply line 4 by line 3			641,431.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,465.
7 Add lines 5 and 6			646,896.
8 Enter qualifying distributions from Part XII, line 4			518,565.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	10,930.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	10,930.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,930.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	13,284.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,284.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,354.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 2,354. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> SALTONSTALL & CO Telephone no. <input type="checkbox"/> 617-227-8660			
	Located at <input type="checkbox"/> 50 CONGRESS STREET ROOM 800, BOSTON MA ZIP + 4 <input type="checkbox"/> 02109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	<input type="checkbox"/> N/A		
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

5b N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GEORGE LEWIS BOSTON, MA	TRUSTEE 0-1	0.	0.	0.
NEIL L. THOMPSON BOSTON, MA	TRUSTEES 0-1	311.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	583,512.
b	Average of monthly cash balances	1b	531,083.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,114,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,114,595.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	16,719.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,097,876.
6	Minimum investment return. Enter 5% of line 5	6	54,894.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	54,894.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,930.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,930.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,964.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	43,964.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,964.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	518,565.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	518,565.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	518,565.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				43,964.
2 Undistributed Income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	14,991.			
b From 2005	720,992.			
c From 2006	108,605.			
d From 2007	344,142.			
e From 2008	677,882.			
f Total of lines 3a through e	1,866,612.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	518,565.			
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				43,964.
e Remaining amount distributed out of corpus	474,601.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,341,213.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	14,991.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,326,222.			
10 Analysis of line 9.				
a Excess from 2005	720,992.			
b Excess from 2006	108,605.			
c Excess from 2007	344,142.			
d Excess from 2008	677,882.			
e Excess from 2009	474,601.			

Form 990-PF (2009)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2009

(b) 2008

(c) 2007

(d) 2006

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATTACHMENT 9				
Total.			3a	508,480.
b Approved for future payment				
Total.			3b	

Schedule of Contributors

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the organization
MIDDLECOTT FOUNDATION

Employer identification number
04-6155699

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **MIDDLECOTT FOUNDATION**Employer identification number
04-6155699**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STOCK AND CASH - SEE ATTACHMENT A	\$ 594,939.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number
04-6155699

[illegible]

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S GOVERNMENT INTEREST	1,749.	1,749.
INTEREST SWEEP	1,007.	
TOTAL	<u>2,756.</u>	<u>1,749.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDUCIARY TRUST COMPANY	15,570.	15,570.
TOTAL	<u>15,570.</u>	<u>15,570.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & AUDIT FEES	4,915.	2,458.		2,457.
TOTALS	<u>4,915.</u>	<u>2,458.</u>	<u>0.</u>	<u>2,457.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX SERVICES FEES	14,135.	7,068.	7,067.
TOTALS	<u>14,135.</u>	<u>7,068.</u>	<u>7,067.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES	498.	498.	
MASS FILING FEE	250.		250.
FEDERAL INCOME TAX	12,971.		
TOTALS	<u>13,719.</u>	<u>498.</u>	<u>250.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CUSTODY FEE	664.	664.
TOTALS	664.	664.

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
US GOV'T OBLIGATIONS	14,822.	15,014.
US OBLIGATIONS TOTAL	<u>14,822.</u>	<u>15,014.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8DESCRIPTIONENDING
BOOK VALUEENDING
FMV

CORPORATE STOCK

344,271.

582,502.

TOTALS

344,271.582,502.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT B

N/A

PUBLICLY SUPPORTED

GENERAL SUPPORT

508,480.

TOTAL CONTRIBUTIONS PAID

508,480.

SCHEDULE D
(Form 1041)

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

2009

Name of estate or trust

MIDDLECOTT FOUNDATION

Employer identification number

04-6155699

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	35,609.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	35,609.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	504,235.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	504,235.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		35,609.
14	Net long-term gain or (loss):			
a	Total for year	14a		504,235.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		539,844.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) or **b** \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

2009

Name of estate or trust

MIDDLECOTT FOUNDATION

Employer identification number

04-6155699

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	35,609.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

Schedule D-1 (Form 1041) 2009

SCHEDULE OF CONTRIBUTIONS RECEIVED 2009

MIDDLECOTT - GENERAL

	NAME	SHS	DESCRIPTION OF PROPERTY	GIFT DATE	MARKET VALUE	TOTAL RECEIVED	GAIN (LOSS)
8409911	Sarah H C. Ambler	2000	Intel Corp	12/9/09	\$39,790.00	\$39,790.00	\$369.16
8409912	Ames Byrd	60	Procter & Gamble	12/9/09	\$3,723.30		
		100	Procter & Gamble	12/9/09	\$6,205.50	\$9,928.80	\$74.16
8409914	Harry F Byrd	65	Procter & Gamble	12/9/09	\$4,033.58	\$4,033.58	\$30.12
8409915	Leverett S. Byrd	154	Concho Resources Inc	12/9/09	\$6,309.38	\$6,309.38	(\$4.77)
8409918	Eleanor S Campbell	10	Berkshire Hathaway Inc	12/18/09	\$32,834.80		
		430	DuPont E I De Nemours & Co	12/18/09	\$13,762.15	\$46,596.95	(\$199.06)
8409919	Levin H. Campbell, Jr	990	Procter & Gamble	12/23/09	\$60,444.45	\$60,444.45	\$171.99
8409922	Emily L. Lewis	165	Procter & Gamble	12/9/09	\$10,239.08	\$10,239.08	\$22.02
8409924	Lisa S. Lewis	388	Exxon Mobil Corp	12/9/09	\$28,256.10		
		12	Exxon Mobil Corp	12/9/09	\$873.90		
		84	3M Co	12/9/09	\$6,635.16	\$35,765.16	\$63.39
8409926	Deborah S Pease	887	Concho Resources, Inc	12/23/09	\$40,283.11		
		3,120	Royal Dutch Shell PLC	12/23/09	\$188,791.20		
		1,274	Successfactors, Inc	12/23/09	\$21,173.88	\$250,248.19	(\$94.25)
8409929	Alice W. Saltonstall	80	Johnson and Johnson	12/23/09	\$5,175.20	\$5,175.20	(\$12.13)
8409930	Jane C. Saltonstall	3	Berkshire Hathaway Inc	12/23/09	\$9,861.30	\$9,861.30	(\$11.09)
8409932	Patrick G Saltonstall	8	Johnson and Johnson	12/9/09	\$513.72		
		567	Johnson and Johnson	12/9/09	\$36,409.91	\$36,923.63	\$65.22
8409934	Timothy Saltonstall	70	Microsoft Corp	12/18/09	\$2,108.75		
		981	Successfactors Inc	12/18/06	\$15,970.68	\$18,079.43	(\$339.27)
8409935	William L. Saltonstall, Jr.	10	Berkshire Hathaway	12/9/09	\$32,973.95		
		220	Merck & Co Inc	12/9/09	\$8,066.30	\$41,040.25	(\$50.42)
					\$574,435.40	\$574,435.40	\$85.07

SCHEDULE OF CONTRIBUTIONS RECEIVED 2009

MIDDLECOTT - LION FUND

NAME	SHS	DESCRIPTION OF PROPERTY	GIFT DATE	MARKET VALUE	TOTAL RECEIVED	GAIN (LOSS)
8409904 MR Saltonstall	375	Hewlett Packard	12/28/09	\$19,749.38		(\$5.39)
		Cash	3/26/09	\$504.88		
		Cash	7/17/06	\$249.04	\$20,503.30	
				\$20,503.30	\$20,503.30	(\$5.39)

Statement A

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

SHCA	ALZHEIMER'S ASSOCIATION	2,000
	AMERICAN FRIENDS SERVICE COMMITTEE	1,000
	ATLANTIC CHALLENGE FOUNDATION	250
	BEACON ACADEMY	250
	BOSTON ATHENEUM	100
	BOSTON RESCUE MISSION	150
	CAMBRIDGE COMMUNITY FOUNDATION	500
	CAMBRIDGE FRIENDS SCHOOL	200
	CAMBRIDGE HOUSING ASSISTANCE ED.	250
	CAMBRIDGE NURSERY SCHOOL	100
	CHESTNUT HILL ACADEMY - ANNUAL FUND	600
	CITIZENS SCHOOLS	250
	CRITTENDON WOMENS UNION	1,000
	CURE ALZHEIMER'S FUND	200
	EPIPHANY SCHOOL	250
	FRANKFORD FRIENDS SCHOOL	100
	THE FREELANCE PLAYERS	400
	FRIENDS COUNCIL ON EDUCATION	200
	FRIENDS EDUCATION FUND	150
	FRIENDS OF MOUNT AUBURN CEMETERY	250
	GERMANTOWN MONTHLY MEETING	500
	GROTON SCHOOL - ANNUAL FUND	500
	GUILFORD COLLEGE - LOYALTY FUND	2,200
	HOME FOR LITTLE WANDERERS	1,000
	HUNTINGTON THEATRE COMPANY - ANNUAL FUND	250
	ISLANDS COMMUNITY MEDICAL SERVICES	500
	ISLAND INSTITUTE	200
	MAINE COAST HERITAGE TRUST	250
	MASSACHUSETTS AUDUBON SOCIETY	1,000
	MASS. HISTORICAL SOCIETY	500
	MCLE SCHOLARSHIP ENDOWMENT	1,000
	MSPCA	200
	MUSEUM OF FINE ARTS, BOSTON	100
	MUSEUM OF SCIENCE	200
	NATURAL RESOURCES COUNCIL OF MAINE	500
	NATURE CONSERVANCY - MASS OFFICE	1,500
	NEW ENGLAND CONSERVATORY OF MUSIC	200
	NORTH HAVEN ARTS & ENRICHMENT	500
	NORTH HAVEN BAPTIST CHURCH	300
	NORTH HAVEN CARES	250
	NORTH HAVEN CONSERVATION PARTNERS	100
	NORTH HAVEN FOUNDATION	300
	NORTH HAVEN HISTORICAL SOCIETY	250
	OLIVER HAZARD PERRY	500
	OXFAM AMERICA	1,000
	PENOBSCOT MARINE MUSEUM	250
	PHILADELPHIA YEARLY MEETING	100
	PLANNED PARENTHOOD FEDERATION OF AMERICA	300
	PROJECT HOPE	1,000
	PROJECT STEP	300
	SAVE THE CHILDREN	1,000
	SEAL BAY FESTIVAL	100
	SHADY HILL SCHOOL - ANNUAL FUND	11,000
	STRATFORD FRIENDS SCHOOL	100
	THE GUIDANCE CENTER	250
	THE WHALE CENTER OF NEW ENGLAND	50
	TRUSTEES OF RESERVATIONS	500

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

	UNICEF	1,000
	UNITED WAY OF MASSACHUSETTS	250
	VINALHAVEN LAND TRUST	500
	WESLEYAN UNIVERSITY - ANNUAL FUND	1,000
	WBUR	200
	WGBH	200
AB	CARE	3,000
	INTERNATIONAL RESCUE COMMITTEE	1,000
	ROCKY MOUNTAIN INSTITUTE - "FOR WINNING OIL END GAME"	2,000
	UNION OF CONCERNED SCIENTISTS	5,000
HFB	ADVANCE TRANSIT	50
	ALZHEIMER'S DISEASE RESEARCH	200
	AMERICAN FARMLAND TRUST	100
	AMERICAN RED CROSS (RUTLAND VT)	200
	THE ARTHRITIS RESEARCH INSTITUTE OF AMERICA	200
	ASTHMA AND ALLERGY FOUNDATION OF AMERICA	200
	CHILDREN'S HOSPITAL AT DARTMOUTH	500
	CROSSROADS ACADEMY, ANNUAL APPEAL	500
	4-H OF NEW HAMPSHIRE	100
	GRAFTON COUNTY SENIOR CITIZENS COUNCIL	100
	HEIFER INTERNATIONAL	250
	HIGH HORSES THERAPEUTIC RIDING PROGRAM	50
	ISLAND COMMUNITY MEDICAL SERVICES	50
	MONTSHIRE MUSEUM OF SCIENCE	150
	NATIONAL MULTIPLE SCLEROSIS SOCIETY	1,000
	NEW HAMPSHIRE PUBLIC RADIO	100
	ORFORD SOCIAL LIBRARY	100
	PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND	150
	RED STOCKING	100
	ROCKY MOUNTAIN INSTITUTE	100
	UNION OF CONCERNED SCIENTISTS	50
	UNITED WAY OF THE UPPER VALLEY	200
	USET FOUNDATION	50
	VINALHAVEN LAND TRUST	100
	VITAL COMMUNITIES	100
LSB	ANTARCTICA PROJECT	100
	BYRD POLAR RESEARCH	100
	DEDHAM COUNTRY DAY SCHOOL	200
	DEXTER SCHOOL	500
	NOBLE AND GREENOUGH SCHOOL	200
	HOME FOR LITTLE WANDERERS	100
	PENOBSCOT MUSEUM	100
	PROCTOR ACADEMY	2,000
	QUEBEC LABRADOR FDN	100
	RIVERS SCHOOL	200
	SOUTHFIELD SCHOOL	500
	ST. FRANCIS HOUSE	100
	VINALHAVEN LAND TRUST	100
REBIII	ALZHEIMER'S ASSOCIATION	250
	BYRD AIRCRAFT RECOVERY EXPEDITION	250
	BRIGHAM AND WOMEN'S, SHEFFER PROFESSORSHIP	1,000
	BEANPOT CORPORATE CHALLENGE	200
	CHESTNUT HILL SCHOOL ANNUAL FUND	250
	CHILDRENS HOSPITAL	125
	CHRISTMAS IN THE CITY	1,500
	CONSTITUTION MUSEUM	100
	DEDHAM HISTORICAL SOCIETY	100

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

	DEXTER SCHOOL - ANONYMOUS	250
	FIRST CHURCH OF CHESTNUT HILL	250
	FRANCISCAN CHILDREN'S HOSPITAL	125
	FRIENDS OF HARVARD HOCKEY	130
	FRIENDS OF HARVARD MAGAZINE	100
	FRIENDS OF MAINE HOCKEY	250
	HARVARD COLLEGE FUND	250
	HARVARD VARSITY CLUB	5,000
	HOME FOR LITTLE WANDERERS	250
	ISABELL STEWARD GARDINER MUSEUM	100
	ISLAND COMMUNITY MEDICAL SERVICES	250
	MASSACHUSETTS GENERAL HOSPITAL	250
	MASS HISTORICAL SOCIETY	250
	NEWTON HOLIDAY PROJECT	500
	NEWTON FREE LIBRARY	100
	NOBLE AND GREENOUGH SCHOOL - ANNUAL FUND	250
	NORTH HAVEN BAPTIST CHURCH	300
	NORTH HAVEN CONSERVATION PARTNERS	100
	NORTH HAVEN FOUNDATION	250
	NORTH HAVEN HISTORICAL SOCIETY	100
	RODMAN RIDE FOR KIDS	250
	UNION CHURCH,VINALHAVEN, MAINE	100
	UNITED WAY OF MASSACHUSETTS BAY, THE SPECIAL FUND	5,000
	VINALHAVEN ELDERCARE SERVICES	100
	VINALHAVEN LAND TRUST - WLS FUND	500
ESC	ALZHEIMER'S ASSOCIATION IN MEMORY OF PETER LEWIS STONE	1,000
	ANIMAL MEDICAL CENTER, ANNUAL FUND	1,000
	ANIMAL MEDICAL CENTER, GUIDE DOG FUND	1,000
	BUCKINGHAM, BROWNE & NICHOLS, ANNUAL FUND	2,000
	COLBY COLLEGE, CAMPBELL TRACK & FIELD	1,000
	COLBY COLLEGE, ANNUAL FUND	2,000
	DOCTORS WITHOUT BORDERS	5,000
	DREW UNIVERSITY (MEMORY OF JANET T. SILER)	1,000
	LEAGUE OF WOMEN VOTERS OF NJ EDUCATION FUND	1,000
	MCLE - IN HONOR OF LEVIN H. CAMPBELL, SR.	1,000
	MASSACHUSETTS HISTORICAL SOCIETY IN MEMORY OF WLS	1,000
	MSPCA	1,000
	NJ CONSERVATION FOUNDATION	2,000
	NORTH HAVEN HISTORICAL SOCEITY, ANNUAL FUND	1,000
	NORTH HAVEN LIBRARY	2,000
	OXFAM AMERICA	5,000
	SAINT HUBERT'S GIRALDA	1,000
	SHADY HILL SCHOOL	2,000
	SETON HALL UNIVERSITY, SCHOOL OF LAW	1,000
	VINALHAVEN HISTORICAL SOCIETY	1,000
	VINALHAVEN LAND TRUST	5,000
	VINALHAVEN PUBLIC LIBRARY	2,000
LHC SR.	COLBY COLLEGE	5,000
LHC JR.	ALZHEIMER'S ASSOCIATION	2,000
	AMERICAN RED CROSS	1,000
	BOSTON ANTHENAEUM - ANNUAL APPEAL	750
	CONSERVATION LAW FOUNDATION	400
	FREELANCE PLAYERS, ANNUAL FUND	2,500
	HARVARD COLLEGE FUND	2,000
	HARVARD GRADUATE SCHOOL OF EDUCATION	250
	KEEWAYDIN FOUNDATION	500
	MAINE COAST HERITAGE TRUST	500

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

	MCLE (HON LHC SCHOLARSHIP FUND)	1,000
	MASSACHUSETTS HISTORICAL SOCIETY, ANNUAL	750
	MIDDLESEX SCHOOL	1,700
	MORGAN MEMORIAL GOODWILL INDUSTRIES	500
	NORTH HAVEN FOUNDATION	500
	NORTH HAVEN HISTORICAL SOCIETY	2,500
	PEABODY ESSEX MUSEUM, ANNUAL FUND	7,500
	PENOBSCOT MARINE MUSEUM	500
	SALVATION ARMY	400
	TUFTS UNIVERSITY	300
	TRUSTEES OF RESERVATIONS	750
	VINALHAVEN LAND TRUST	500
ELL	ALASKA CONSERVATION FOUNDATION	200
	ALUTIG MUSEUM	1,000
	ARNOLD ARBORETUM	500
	BAY CHAMBER CONCERTS	500
	BOSTON SYMPHONY ORCHESTRA ANNUAL FUND	4,000
	CAMDEN-ROCKPORT ANIMAL RESCUE	200
	COASTAL MOUNTAINS LAND TRUST	500
	CONSERVATION LAW FOUNDATION	6,000
	CORNELL LAB OF ORNITHOLOGY	100
	FAMILY PLANNING OF MAINE	100
	FOXCROFT SCHOOL	100
	HARVARD COLLEGE FUND - MEMORIAL PROGRAM	100
	MAINE CHAPTER OF THE NATURE CONSERVANCY	500
	LITERACY VOLUNTEERS OF AMERICA	100
	MAINE COAST HERITAGE TRUST	1,000
	MAINE COMMUNITY FOUNDATION	1,000
	MAINE OLMSTED ALLIANCE	100
	MAINE PUBLIC RADIO	2,000
	MAINE SEACOAST MISSION	200
	MAINE WOMEN'S FUND	100
	MANOMET CENTER FOR CONSERVATION SCIENCES	100
	MASSACHUSETTS HISTORICAL SOCIETY	5,000
	MERRY SPRING	200
	NATURAL RESOURCES COUNCIL OF MAINE	6,000
	NEW ENGLAND FORESTRY FOUNDATION	200
	NEW ENGLAND WILD FLOWER SOCIETY	600
	NORTH HAVEN ARTS & ENRICHMENT	1,000
	NORTH HAVEN CARES	200
	NORTH HAVEN CONSERVATION PARTNERS	200
	NORTH HAVEN FOUNDATION	200
	NORTH HAVEN LIBRARY	200
	NORTH HAVEN SUMMER SERVICES	100
	PEN BAY RED CROSS	100
	PENOBSCOT MARINE MUSEUM	3,000
	SALVATION ARMY	100
	SEA COAST MISSION	100
	SHERBORN LIBRARY	500
	SHORE COUNTRY DAY SCHOOL	100
	TANGLEWOOD 4-H ASSOCIATES	200
	TOWN OF ROCKPORT LIBRARY	500
	TRUSTEES OF RESERVATIONS	500
	UNITED CAMDEN-ROCKPORT CHARITIES	6,000
	AQUIDNECK ISLAND LAND TRUST	1,250
	BLITHEWOLD	250
	CHILD AND FAMILY SERVICES OF NEWPORT COUNTY	500

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

	CONSERVATION LAW FOUNDATION <u>RI</u> , ANNUAL FUND	500
	EAST BAY COMMUNITY ACTION	500
	FRIENDS OF BALLARD PARK	150
	ISLAND MOVING COMPANY	250
	ISLAND INSTITUTE	250
	MARTIN LUTHER KING CENTER	5,000
	NEWPORT ART MUSEUM	500
	NEWPORT HISTORICAL SOCIETY, ANNUAL FUND	500
	NEWPORT HOSPITAL	300
	NEWPORT PUBLIC EDUCATION FOUNDATION	250
	NEWPORT PUBLIC LIBRARY	300
	NORMAN BIRD SANCTUARY	350
	POTTER LEAGUE FOR ANIMALS	150
	PRESERVATION SOCIETY OF NEWPORT COUNTY, ANNUAL	350
	REDWOOD LIBRARY, ANNUAL FUND	1,500
	RHODE ISLAND COMMUNITY FOOD BANK	500
	RIVERZEDGE ART PROJECT	250
	SAIL NEWPORT OPTIMIST PLEDGE	350
	SAVE THE BAY	250
	ST. MICHAELS COUNTRY DAY ANNUAL FUND	1,500
	SEAMEN'S CHURCH INSTITUTE	300
	STAR KIDS	300
	WASHINGTON SQUARE HORSE THROUGH FUND	1,000
	WRNI PUBLIC RADIO	250
	WGBH	250
	CLOWNS WITHOUT BORDERS	100
	CHARLES RIVER SCHOOL	300
	CHARLES RIVER WATERSHED ASSOCIATION	150
	DELTA DELTA DELTA SORORITY	100
	FREELANCE PLAYERS	500
	HARVARD GRADUATE SCHOOL OF DESIGN	500
	LUCY'S HEARTH	250
	MAINE OLMSTED ALLIANCE	100
	MAKE A WISH, MA, LOIS WOODWARD MEMORIAL FUND	3,000
	MAKE A WISH, MA ELIZABETH RUSS FUND	100
	MISS PORTER'S SCHOOL	3,500
	NORTH HAVEN FOUNDATION	150
	NORTH HAVEN ARTS & ENRICHMENTS	100
	OLIVER HAZARD PERRY, PARTNERS IN EDUCATION	5,000
	PARTNERS IN ISLAND EDUCATION	250
	PINE STREET INN	250
	RHODE ISLAND TREE COUNCIL	100
	TRUSTEES OF RESERVATION	500
	UNIVERSITY OF VIRGINIA	2,500
	VINALHAVEN LAND TRUST	250
DSP	A PUBLIC SPACE	34,000
	PARIS REVIEW FOUNDATION	10,000
	POETS HOUSE	110,000
AWS	CRESP FOB VITAMIN L	5,000
PGS	COMMUNITY ARCHAEOLOGY FUNDING	12,000
	KODIAK PROVIDENCE HEALTH CARE FDN.	24,000
TS	AOPA AIR SAFETY FOUNDATION	2,000
	HELEN WOODWARD CENTER	2,500
	LIONS TIGERS AND BEARS	1,000
	MARINE MAMMAL CENTER	500
	NATIONAL HUMANE EDUCATION SOCIETY	750
	NATIONAL SKYDIVERS MUSUEM	2,000

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

	NOAH'S WISH	1,000
	NORTH COUNTY ANIMAL SHELTER	1,000
	NRDC	2,000
	PARALYZED VETS OF AMERICA	500
	PLANNED PARENTHOOD	500
	REGENTS OF UC	2,000
	SOUTH LAKE TAHOE ANIMAL SHELTER	500
	WORLD WILDLIFE FOUNDATION	3,000
WLS, JR	ACT/ASMP	1,000
	ALASKA AIDS ASSISTANCE ASSOCIATION	1,000
	ALASKA CONSERVATION FDN	100
	AMERICAN RED CROSS	2,000
	ANCHORAGE OPERA (BASSETT/WILLIAMS MEMORIAL FUND)	500
	BEANS CAFÉ INC.	2,000
	BROTHER FRANCIS SHELTER	2,000
	CARE	1,500
	COVENANT HOUSE	1,500
	CROSSCURRENTS INTERNATIONAL INSTITUTE	10,000
	DOCTORS WITHOUT BORDER	2,500
	ENVIROMENTAL DEFENSE FUND	500
	FRIENDS OF THE LIBRARY, DILLINGHAM	250
	FRIENDS OF THE UNIVERSITY OF WA SCHOOL OF MEDICINE	1,000
	HARVARD UNIVERSITY - NATIVE AMERICANS PROGRAM	500
	KETTLESON MEMORIAL LIBRARY	250
	MASSACHUSETTS HISTORICAL SOCIETY, NORA SALTONSTALL	1,000
	MIDDLESEX SCHOOL	250
	NATIONAL AUDUBON SOCIETY	500
	NATIONAL PARKS CONSERVATION ASSSOC	500
	NATURAL RESOURCES DEFENSE COUNCIL	500
	OXFAM OF AMERICA	3,500
	PATHFINDER	1,000
	PHILLIPS BROOKS HOUSE ASSOC	500
	PLANNED PARENTHOOD FOUNDATION	1,000
	PLANNED PARENTHOOD LEAGUE OF MASS	1,000
	PLANNED PARENTHOOD OF ALASKA	1,000
	PLANNED PARENTHOOD-WORLD POPULATION	1,000
	UNIVERSITY OF WASHINGTON (ALASKA STUDENTS)	1,000
	WELLSPRING HOUSE	1,000
	WORLD WILDLIFE FUND	500
LION FD	CAMDEN PUBLIC LIBRARY	1,500
	COASTAL MOUNTAIN LAND TRUST	100
	CONSERVATION LAW FOUNDATION	100
	FARNSWORTH ART MUSEUM	1,150
	GENERAL HENRY KNOX MUSEUM	100
	GEORGES RIVER LAND TRUST	100
	GREENPEACE FUND	200
	HOSPICE	250
	MAINE COAST HERITAGE TRUST	200
	MAINE COMMUNITY FOUNDATION	9,500
	MAINE HISTORICAL SOCIETY	100
	MAINE INITIATIVE	200
	MAINE PUBLIC RADIO	100
	MASS HISTORICAL SOCIETY	200
	MEGUNTICOOK WATERSHED ASSOCIATION	250
	NATURE CONSERVANCY	250
	NORTH HAVEN CONSERVATION PARTNERS	150
	OCEAN CLASSROOM	1,000

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2009

PEABODY MUSEUM	500
PENOBSCOT MARINE MUSEUM	5,000
PORTLAND MUSEUM OF ART	250
RILEY SCHOOL	1,000
UNITED MIDCOAST CHARITIES	1,000
UNIVERSITY OF MAINE MUSEUM OF ART	100
WATERFALL ARTS	100
WERU	<u>400</u>
	508,480

THE MIDDLECOTT FOUNDATION

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THE MIDDLECOTT FOUNDATION - LS FUND

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
264. SCHERING-PLOUGH CORP COM	01/14/2003	09/17/2009	7,404.27	5,918.88	1,485.39
.141 MERCK & CO INC (NEW)	06/16/2003	11/05/2009	4.72	2.77	1.95
607.8588 SCHERING-PLOUGH CORP	06/16/2003	11/05/2009	15,077.99	13,428.87	1,649.12
925. LIBERTY MEDIA -					
INTERACTIVE SER A	10/12/2007	11/13/2009	9,958.75	17,985.99	-8,027.24
.085 DIRECTV CLASS A	02/14/2005	11/20/2009	2.78	1.23	1.55
733.945 VANGUARD FIXED INCOME	12/05/2008	12/17/2009	4,000.00	2,862.39	1,137.61
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			36,449.00	40,200.00	-3,752.00
Totals			36,449.00	40,200.00	-3,752.00

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STATEMENT 4

Statement C-2

THE MIDDLECOTT FOUNDATION - WLS FUND

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THE MIDDLECOTT FOUNDATION
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
10. BERKSHIRE HATHAWAY INC CL	03/01/1977	12/09/2009	32,812.63	986.53	31,826.10
41. CONCHO RESOURCES INC	02/24/2006	12/09/2009	1,678.50	82.00	1,596.50
575. JOHNSON & JOHNSON COM	07/08/1981	12/09/2009	36,988.85	1,258.08	35,730.77
220. MERCK & CO INC (NEW)	05/16/2003	12/09/2009	8,177.20	4,011.02	4,166.18
165. PROCTER & GAMBLE COM	06/08/1992	12/09/2009	10,261.10	1,343.99	8,917.11
400. EXXON MOBIL CORP	07/11/1935	12/10/2009	29,095.29	81.90	29,013.39
2000. INTEL CORP	11/30/1995	12/10/2009	40,159.16	15,608.75	24,550.41
225. PROCTER & GAMBLE COM	01/02/1996	12/10/2009	14,066.65	2,834.52	11,232.13
84. 3M COMPANY	04/18/1951	12/10/2009	6,733.26	35.18	6,698.08
10. BERKSHIRE HATHAWAY INC CL	07/09/1941	12/18/2009	32,728.55	741.07	31,987.48
430. E I DUPONT DENEMOURS COM	10/26/1978	12/18/2009	13,669.34	3,155.72	10,513.62
70. MICROSOFT CORP COM	10/01/1992	12/18/2009	2,097.84	174.67	1,923.17
981. SUCCESSFACTORS INC	06/06/2001	12/18/2009	15,642.32	1,510.49	14,131.83
3. BERKSHIRE HATHAWAY INC CL	10/03/1974	12/23/2009	9,850.21	208.93	9,641.28
80. JOHNSON & JOHNSON COM	03/13/1979	12/23/2009	5,163.07	113.51	5,049.56
990. PROCTER & GAMBLE COM	11/12/1980	12/23/2009	60,616.44	2,173.61	58,442.83
3120. ROYAL DUTCH SHELL PLC					
SPONSORED ADR A SH	01/30/1958	12/23/2009	188,179.51	4,282.45	183,897.06
1274. SUCCESSFACTORS INC	06/06/2001	12/23/2009	21,351.68	1,961.64	19,390.04
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			529,272.00	40,564.00	488,708.00
Totals			529,272.00	40,564.00	488,708.00

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Statement C-5

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ X
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization MIDDLECOTT FOUNDATION	Employer identification number 04-6155699
	Number, street, and room or suite no. If a P.O. box, see instructions 50 CONGRESS STREET ROOM 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MA 02109	

Check type of return to be filed (file a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► SALTONSTALL & CO

Telephone No ► 617 227-8660

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____, _____

2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	10,930.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	13,284.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)