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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
 Internal Revenue Service

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

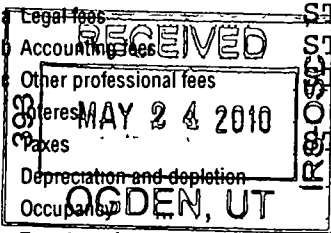
For calendar year 2009, or tax year beginning , and ending

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 THE MIDDLESWARTH FOUNDATION		A Employer identification number 20-2033335	
	Number and street (or P O box number if mail is not delivered to street address) Room/suite DAVID MIDDLESWARTH 250 FURNACE ROAD		B Telephone number (570) 837-1431	
	City or town, state, and ZIP code MIDDLEBURG, PA 17842		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
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		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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1168148. (Part I, column (d) must be on cash basis.)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(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	52972.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28838.	28022.		STATEMENT 1
	4 Dividends and interest from securities	11615.	11615.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	30440.			
	b Gross sales price for all assets on line 6a	282621.			
	7 Capital gain net income (from Part IV, line 2)		30440.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	123865.	70077.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 Legal fees STMT 3	2737.	1438.		1299.
	17 Accounting fees STMT 4	2545.	1273.		1272.
	18 Other professional fees STMT 5	16715.	16686.		0.
	19 Interest STMT 6	2.	2.		0.
	20 Postages STMT 6	1234.	44.		0.
	21 Depreciation and depletion				
	22 Occupancy				
	23 Travel, conferences, and meetings				
	24 Printing and publications				
	25 Other expenses STMT 7	81.	68.		13.
	26 Total operating and administrative expenses. Add lines 13 through 25	23314.	19511.		2584.
	27 Contributions, gifts, grants paid	50600.			50600.
28 Total expenses and disbursements. Add lines 24 and 25	73914.	19511.		53184.	
29 Subtract line 26 from line 12	49951.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		50566.			
c Adjusted net income (if negative, enter -0-)			N/A		

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2
3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		5352.		
	2	Savings and temporary cash investments		59007.	41815.	41815.
	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				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶		294000.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 9		216880.	222079.	222079.
	b	Investments - corporate stock STMT 10		309315.	524309.	524309.
	c	Investments - corporate bonds STMT 11		167156.	292318.	292318.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		0.	87627.	87627.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16 Total assets (to be completed by all filers)				1051710.	1168148.	1168148.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)				0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1051710.	1168148.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	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				
30 Total net assets or fund balances				1051710.	1168148.	
31 Total liabilities and net assets/fund balances				1051710.	1168148.	

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	1051710.
2	Enter amount from Part I, line 27a	2	49951.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	66487.
4	Add lines 1, 2, and 3	4	1168148.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1168148.

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 PUBLICLY TRADED SECURITIES - SHORT-TERM	P		
b PUBLICLY TRADED SECURITIES - LONG-TERM	P		
c CAPITAL GAINS DIVIDENDS			
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 212729.		185952.	26777.
b 69765.		66229.	3536.
c 127.			127.
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))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			26777.
b			3536.
c			127.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	30440.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	24149.	637778.	.037864
2007	19591.	315448.	.062105
2006	18743.	305692.	.061313
2005	12427.	178837.	.069488
2004	0.	172375.	.000000

2 Total of line 1, column (d)	2	.230770
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046154
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	996705.
5 Multiply line 4 by line 3	5	46002.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	506.
7 Add lines 5 and 6	7	46508.
8 Enter qualifying distributions from Part XII, line 4	8	53184.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	506.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	506.
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	506.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	800.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	800.	
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	294.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.	

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 instructions for definition)? 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.		X
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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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)? 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ DAVID B MIDDLESWARTH Telephone no ▶ (570) 837-1431 Located at ▶ 250 FURNACE ROAD, MIDDLEBURG, PA ZIP+4 ▶ 17842			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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 ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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.) N/A	3b	
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

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)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** 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.

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? **N/A** Yes No

5b		X
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 13		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	923593.
b	Average of monthly cash balances	1b	88290.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	1011883.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1011883.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15178.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	996705.
6	Minimum investment return. Enter 5% of line 5	6	49835.

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

1	Minimum investment return from Part X, line 6	1	49835.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	506.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	506.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	49329.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	49329.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	49329.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	53184.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	53184.
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	5	506.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	52678.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				49329.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007	1467.			
e From 2008				
f Total of lines 3a through e	1467.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	53184.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				49329.
e Remaining amount distributed out of corpus	3855.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5322.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5322.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	1467.			
d Excess from 2008				
e Excess from 2009	3855.			

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

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
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 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 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

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

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

OMB No 1545-0047

2009

Name of the organization

THE MIDDLESWARTH FOUNDATION

Employer identification number

20-2033335

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck 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).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization THE MIDDLESWARTH FOUNDATION	Employer Identification number 20-2033335
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BOB MIDDLESWARTH CHARITABLE REMAINDER UNITRUST 250 FURNACE ROAD MIDDLEBURG, PA 17842	\$ 52972.	Person <input checked="" 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.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DERL H KNARR & DIANE L KNARR/T&D REALTY LTD PARTNERSHIP	7815.
EDWARD JONES	20207.
EDWARD JONES - NONDIVIDEND DIST	694.
EDWARD JONES - TAX-EXEMPT	122.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28838.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EDWARD JONES	11742.	127.	11615.
TOTAL TO FM 990-PF, PART I, LN 4	11742.	127.	11615.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RUDNITSKY & HACKMAN LLP - BOARD MEETINGS & INVESTMENT ISSUES	2397.	1438.		959.
JOHN R MOORE, ESQ - ANNUAL MEETING; CHARITABLE DISTRIBUTIONS	340.	0.		340.
TO FM 990-PF, PG 1, LN 16A	2737.	1438.		1299.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHAEFFER EICHNER & WAGNER LLP - FORM 990-PF, MEETINGS, INVESTMENTS	2545.	1273.		1272.
TO FORM 990-PF, PG 1, LN 16B	2545.	1273.		1272.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD JONES - INVESTMENT MGMT FEES	16715.	16686.		0.
TO FORM 990-PF, PG 1, LN 16C	16715.	16686.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 FORM 990-PF EXCISE TAX ON INVESTMENT INCOME	390.	0.		0.
2009 FORM 990-PF ESTIMATE EXCISE TAX ON INVESTMENTS	800.	0.		0.
FOREIGN TAX W/H FROM DIVIDENDS	44.	44.		0.
TO FORM 990-PF, PG 1, LN 18	1234.	44.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE EXPENSE	26.	13.		13.	
INVESTMENT EXPENSE - FHLMC					
GOLD POOL	43.	43.		0.	
EDWARD JONES - CHECK					
FEES/MIN BAL FEE	12.	12.		0.	
TOTAL TO FORM 990-PF, PG 1, LN 23	81.	68.		13.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION			AMOUNT
FMV INCREASE OF SFAS 124 SECURITIES AT 12/31/09			66487.
TOTAL TO FORM 990-PF, PART III, LINE 3			66487.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FHLMC DEBENTURE 4.875% 11/12/2013	X		27360.	27360.	
FHLMC DEBENTURE 4.375% 7/17/2015	X		26633.	26633.	
FNMA MEDIUM TERM NOTE 4.375% 9/15/2012	X		26774.	26774.	
FNMA MEDIUM TERM NOTE 3.875% 2/15/2010	X		30131.	30131.	
FNMA DEBENTURE 5.00% 2/13/2017	X		16284.	16284.	
US TREASURY NOTE 4.25% 8/15/2013	X		21581.	21581.	
US TREASURY NOTE 4.875% 8/15/2016	X		16495.	16495.	
US TREASURY NOTE 4.25% 11/15/2017	X		20963.	20963.	
FHLMC MEDIUM TERM NOTE 3.75%	X		19606.	19606.	
FNMA MEDIUM TERM NOTE 4.625%	X		16252.	16252.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			222079.	222079.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			222079.	222079.	

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMAZON.COM INC	6726.	6726.
APPLE INC	5061.	5061.
BECTON DICKINSON & CO	4337.	4337.
COLGATE PALMOLIVE CO	4518.	4518.
COSTCO WHOLESALE CORP	4734.	4734.
ECOLAB INC	4681.	4681.
EMERSON ELECTRIC CO	4899.	4899.
EXPEDITORS INTL OF WASHINGTON	3994.	3994.
GILEAD SCIENCES INC	3895.	3895.
HEWLETT PACKARD CO	4893.	4893.
JOHNSON & JOHNSON	4509.	4509.
KRAFT FOODS INC CLASS A	4077.	4077.
LOWES COMPANIES INC	4561.	4561.
MCDONALDS CORP	4059.	4059.
MICROSOFT CORP	5488.	5488.
MONSANTO CO	3679.	3679.
NIKE INC CL B	4625.	4625.
NORTHERN TRUST CORP	3406.	3406.
NUCOR CORP	4199.	4199.
PRAXAIR INC	4417.	4417.
T ROWE PRICE GROUP INC	5325.	5325.
QUALCOMM INC	3932.	3932.
SCHLUMBERGER LIMITED	4556.	4556.
UNITED TECHNOLOGIES CORP	4859.	4859.
AFFLILATED COMPUTER SVCS CL A	4059.	4059.
AMEREN CORP	1817.	1817.
ANADARKO PETROLEUM CORP	3308.	3308.
ANNALY CAPITAL MANAGEMENT INC	6680.	6680.
AON CORP	1610.	1610.
BRANDYWINE RLTY TR	1208.	1208.
BROADRIDGE FINL SOLUTIONS INC	3813.	3813.
CABLEVISION SYSTEMS CORP CL A	4054.	4054.
CINTAS CORP	1797.	1797.
CONSOLIATED EDISON INC	2817.	2817.
COVIDIEN LTD	3927.	3927.
DREAMWORKS ANIMATION INC CL A	1997.	1997.
ENDURANCE SPECIALTY HOLDINGS	3537.	3537.
ENTERGY CORP	3355.	3355.
GENUINE PARTS CO	1632.	1632.
GENZYME CORP	3038.	3038.
GREAT PLAINS ENERGY INC	2773.	2773.
HASBRO INC	2789.	2789.
HCP INC	3054.	3054.
HEALTH CARE REIT INC	3989.	3989.
INTEGRYS ENERGY GROUP INC	2183.	2183.
IVANHOE MINES LTD	4178.	4178.
MATTEL INC	1838.	1838.

MCDERMOTT INTERNATIONAL INC	1705.	1705.
MILlicom INTL CELLULAR S A NEW	2803.	2803.
NISOURCE INC	3230.	3230.
NOBLE ENERGY INC	1923.	1923.
OLD REPUBLIC INTERNATIONAL	1456.	1456.
PROGRESS ENERGY INC	4347.	4347.
RANGE RESOURCE CORP	2742.	2742.
ROCKWELL COLLINS INC	1882.	1882.
SEMPRA ENERGY	2911.	2911.
SPDR GOLD TR GOLD SHS	6224.	6224.
SAINT JUDE MEDICAL INC	2832.	2832.
TELEPHONE & DATA SYSTEMS INC	3171.	3171.
TIME WARNER CABLE INC	2980.	2980.
UDR INC	2886.	2886.
ULTRA PETROLEUM CORP	1795.	1795.
XCEL ENERGY INC	2780.	2780.
ZIMMER HLDGS INC COM	1891.	1891.
ABBOTT LABORATORIES	2484.	2484.
ADOBE SYSTEMS INC	1030.	1030.
ALLERGAN INC	1260.	1260.
AMGEN INC	2319.	2319.
ANNALY CAPITAL MANAGEMENT INC	1423.	1423.
ARCHER DANIELS MIDLAND CO	2818.	2818.
AT&T INC	2439.	2439.
BANK NEW YORK MELLON CORP	4979.	4979.
BB&T CORP	1903.	1903.
BEST BUY INC	671.	671.
BOSTON SCIENTIFIC CORP	2142.	2142.
CARNIVAL CORP	1870.	1870.
CATERPILLAR INC	2337.	2337.
CHEVRON CORP	4234.	4234.
COCA COLA ENTERPRISES	2014.	2014.
COVIDIEN LTD	2682.	2682.
DELTA AIR LINES INC DEL	5815.	5815.
EATON CORP	2990.	2990.
EL PASO CORP	2005.	2005.
EOG RESOURCES INC	1654.	1654.
EXXON MOBIL CORP	7024.	7024.
FRANKLIN RESOURCES INC	3582.	3582.
FREEMPORT-MCMORAN COPPER & GOLD	4015.	4015.
GENERAL ELECTRIC CO	3238.	3238.
GOLDMAN SACHS GROUP INC	6754.	6754.
HERTZ GLOBAL HLDGS INC	4351.	4351.
HESS CORP	1271.	1271.
HEWLETT PACKARD CO	2163.	2163.
JC PENNEY INC	1570.	1570.
JPMORGAN CHASE & CO	9459.	9459.
KOHL'S CORP	1726.	1726.
KRAFT FOODS INC CLASS A	1794.	1794.
KROGER CO	3675.	3675.
M&T BK CORP	2341.	2341.
MASCO CORP	994.	994.
PNC BANK CORP	3379.	3379.
PRAXAIR INC	1285.	1285.

PROGRESS ENERGY INC	861.	861.
SCHLUMBERGER LIMITED	5402.	5402.
SUNTRUST BANKS INC	3246.	3246.
TARGET CORP	5176.	5176.
TEVA PHARM IND LTD ADR	3202.	3202.
WAL-MART STORES INC	962.	962.
WELLS FARGO & CO	7449.	7449.
XTO ENERGY INC	2280.	2280.
ZIONS BANCORPORATION	1976.	1976.
ALLSTATE CORP	5587.	5587.
ANALOG DEVICES INC	3663.	3663.
CHIMERA INVT CORP	2541.	2541.
CHUBB CORP	3295.	3295.
CLOROX CO	3538.	3538.
DELL INC	2800.	2800.
HJ HEINZ CO	3463.	3463.
MFA FINANCIAL INC	3410.	3410.
NEW YORK COMMUNITY BANCORP	3627.	3627.
SCANA CORP	2788.	2788.
SUNOCO INC	2401.	2401.
ACCENTURE PLC IRELAND	5395.	5395.
APACHE CORP	4127.	4127.
CANADIAN NATIONAL RAILWAY CO	4892.	4892.
CELGENE CORP	4454.	4454.
EMC CORP	3581.	3581.
GOOGLE INC CL A	4960.	4960.
IBM	4843.	4843.
INTERCONTINENTALEXCHANGE INC	4717.	4717.
ITT INDUSTRIES INC	3830.	3830.
JM SMUCKER CO	4631.	4631.
JUNIPER NETWORKS INC	4401.	4401.
QUEST DIAGNOSTICS INC	4529.	4529.
TRANSOCEAN LTD	4140.	4140.
VISA INC CL A	5248.	5248.
VODAFONE GROUP PLC ADR	4503.	4503.
ARCH COAL INC	957.	957.
BARRICK GOLD CORP	3190.	3190.
CANADIAN NATIONAL RAILWAY CO	1413.	1413.
CLIFFS NAT RES INC	1060.	1060.
COMCAST CORP CL A	1062.	1062.
CONOCOPHILLIPS	1072.	1072.
DEVON ENERGY CORP	1397.	1397.
DOW CHEMICAL CO	2735.	2735.
EMERSON ELECTRIC CO	809.	809.
FORD MOTOR CO	3160.	3160.
HALLIBURTON CO	3159.	3159.
HOME DEPOT INC	1013.	1013.
INTEL CORP	1387.	1387.
J CREW GROUP INC	1924.	1924.
JOHNSON & JOHNSON	1803.	1803.
MARATHON OIL CORP	1686.	1686.
MARRIOTT INTERNATIONAL A	2105.	2105.
MERCK & CO IN NEW	1571.	1571.
METLIFE INC	1980.	1980.

MORGAN STANLEY	3404.	3404.
MOSAIC CO	1374.	1374.
OCCIDENTAL PETE CORP	2034.	2034.
OMNICOM GROUP INC	822.	822.
PETROLEO BRASILEIRO SA ADR	954.	954.
PG&E CORP	1072.	1072.
PULTE HOMES INC	1650.	1650.
REGIONS FINANCIAL CORP	434.	434.
STATE STREET CORP	1785.	1785.
SUNCOR CDA INC NEW	1483.	1483.
TIME WARNER CABLE INC	745.	745.
TIME WARNER INC NEW COM NEW	729.	729.
UNITEDHEALTH GROUP INC	2469.	2469.
VERIZON COMMUNICATIONS	1822.	1822.
TOTAL TO FORM 990-PF, PART II, LINE 10B	524309.	524309.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T INC GLOBAL NOTE 4.95% 1/15/2013	21338.	21338.
CATERPILLAR FINL SVCS CORP NTS 6.20% 9/30/2013	22287.	22287.
CITIGROUP INC NOTE 6.50% 1/18/2011	5229.	5229.
GENERAL ELECTRIC CO NOTES 5.00% 2/1/2013	21159.	21159.
GOLDMAN SACHS GROUP INC NOTES 6.60% 1/15/2012	21743.	21743.
HEWLETT PACKARD GLOBAL NOTES 5.25% 3/1/2012	16092.	16092.
IBM CORP NOTES 4.75% 11/29/2012	16115.	16115.
JPMORGAN CHASE & CO NOTES 5.60% 6/1/2011	21171.	21171.
ABBOTT LABS NOTE 5.12%	20919.	20919.
BLACKROCK INC 3.50%	14812.	14812.
CISCO SYSTEMS INC SENIOR NOTE 4.95%	15375.	15375.
CONOCOPHILLIPS NOTE 4.75%	16105.	16105.
MERRILL LYNCH & CO INC NOTES 5.45%	21045.	21045.
ORACLE CORP/OZARK HLDG INC NT 5.25%	16198.	16198.
WACHOVIA CORP GLBL MED TERM NTS 5.50%	21247.	21247.
WAL-MART STORES INC NOTE 5.80%	5549.	5549.
WALT DISNEY CO GLOBAL NOTE 4.50%	15934.	15934.
TOTAL TO FORM 990-PF, PART II, LINE 10C	292318.	292318.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO REAL RETURN FUND CL A	FMV	67564.	67564.
FHLMC GOLD POOL #G12710 5.50%	FMV	20063.	20063.
TOTAL TO FORM 990-PF, PART II, LINE 13		87627.	87627.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NINA L GOFF 88 OLD COLONY ROAD SELINGROVE, PA 17870	PRESIDENT (THRU 6/30/09) 5.00	0.	0.	0.
DAVID B MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17870	VICE PRES; PRESIDENT (7/1/09) 5.00	0.	0.	0.
JEFFREY W GOFF 88 OLD COLONY ROAD SELINGROVE, PA 17870	SEC/TREAS (THRU 6/30/09) 2.00	0.	0.	0.
MARVIN J RUDNITSKY 1372 N SUSQUEHANNA TRAIL SUITE 130 SELINGROVE, PA 17870	ASSIST SEC (THRU 6/30/09) 0.25	0.	0.	0.
BRET I MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17870	VICE PRES (7/1/09) 0.50	0.	0.	0.
ROB D MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17870	SEC/TREAS (7/1/09) 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN RED CROSS, SNYDER COUNTY CHAPTER 10 SOUTH MAIN STREET MIDDLEBURG, PA 17842	N/A DISASTER RELIEF TO PERSONS IN NEED	509(A)(1) (PUBLIC CHARITY)	1000.
BIG BROTHERS & BIG SISTERS 1070 MARKET STREET SUNBURY, PA 17081	N/A MENTORING PROGRAM OF THE ORGANIZATION	509(A)(1) (PUBLIC CHARITY)	500.
CAMP MOUNT LUTHER CORP 335 MOUNT LUTHER LANE MIFFLINBURG, PA 17844	N/A OUTDOOR MINISTRIES FOR WORSHIP, ENVIRONMENTAL EDUCAT	509(A)(1) (PUBLIC CHARITY)	1000.
FAMILY PLANNING SERVICES OF SUNBURY 713 BRIDGE STREET SELINGROVE, PA 17870	N/A PROVIDE EDUCATION AND RESOURCES RE REPRODUCTION AND	509(A)(1) (PUBLIC CHARITY)	500.
HAVEN MINISTRY INC 1040 SOUTH FRONT STREET SUNBURY, PA 17081	N/A PROVIDE FOOD AND SHELTER TO THOSE IN NEED	509(A)(1) (PUBLIC CHARITY)	2000.
HEMLOCK COUNCIL OF THE GIRL SCOUTS 350 HALE AVENUE HARRISBURG, PA 17104	N/A GENERAL PROGRAMS OF THE GIRL SCOUTS	509(A)(1) (PUBLIC CHARITY)	1000.
MCCLURE VETERAN'S POOL % CHARLENE MARKLEY, PO BOX 77 BEAVER SPRINGS, PA 17812	N/A PROVIDE FUNDS FOR THE REPAIRS NEEDED TO MAINTAIN TH	509(A)(1) (PUBLIC CHARITY)	20600.
MIDD-WEST SCHOOL DISTRICT 540 EAST MAIN STREET MIDDLEBURG, PA 17842	N/A \$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRADUATE	509(A)(1) (PUBLIC CHARITY)	1000.

MIDDLECREEK AREA COMMUNITY CENTER, 67 ELM STREET BEAVER SPRINGS, PA 17812	N/A COMMUNITY CENTER'S VARIOUS EXERCISE AND ATHLETIC PRO	509(A)(1) (PUBLIC CHARITY)	4000.
MOSTLY MUTTS INC 284 LITTLE MOUNTAIN ROAD SUNBURY, PA 17081	N/A PROVIDE FOOD, MEDICAL CARE AND SHELTER TO NO-KILL AN	509(A)(1) (PUBLIC CHARITY)	500.
NEEDY FAMILY FUND % SUSQUEHANNA BANK, 400 MARKET STREET SUNBURY, PA 17081	N/A PROVIDE FOOD, CLOTHING AND OTHER BASIC NECESSITIES T	509(A)(1) (PUBLIC CHARITY)	1000.
SELINGROVE AREA SCHOOL DISTRICT 401 NORTH 18TH STREET SELINGROVE, PA 17870	N/A \$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRADUATE	509(A)(1) (PUBLIC CHARITY)	1000.
SUMMER SEALS DAY CAMP PO BOX 395 SELINGROVE, PA 17870	N/A SUMMER DAY CAMP FOR STUDENTS OF THE SELINGROVE AREA SCHOOL DISTRICT	509(A)(1) (PUBLIC CHARITY)	2000.
SELINGROVE PROJECTS INC PO BOX 377 SELINGROVE, PA 17870	N/A COMMUNITY SWIMMING POOL FUND	509(A)(1) (PUBLIC CHARITY)	1000.
SHEETZ FAMILY CHRISTMAS 5700 6TH AVENUE ALTOONA, PA 16601	N/A PROVIDE FOR UNDERPRIVILEGED FAMILIES DURING THE HOLI	509(A)(1) (PUBLIC CHARITY)	1000.
SNYDER COUNTY CHILDREN AND YOUTH SERVICES SUITE 15 713 BRIDGE STREET SELINGROVE, PA 17870	N/A PURCHASE ITEMS FOR HOLIDAY DISTRIBUTION TO CHILDREN	509(A)(1) (PUBLIC CHARITY)	500.
SUSQUEHANNA COUNCIL BOY SCOUTS OF AMERICA 815 NORTHWAY ROAD WILLIAMSPORT, PA 17701	N/A GENERAL PROGRAMS OF THE BOY SCOUTS	509(A)(1) (PUBLIC CHARITY)	1000.
SUSQUEHANNA VALLEY WOMEN IN TRANSITION PO BOX 170 LEWISBURG, PA 17837	N/A PROVIDE SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE AND	509(A)(1) (PUBLIC CHARITY)	1000.

THE MIDDLESWARTH FOUNDATION

20-2033335

THE PENNSYLVANIA SPCA 350 EAST ERIE AVENUE PHILADELPHIA, PA 19134	N/A PROVIDE FUNDS FOR THE PREVENTION OF CRUELTY OF ANIMA	509(A)(1) (PUBLIC CHARITY)	500.
THE SALVATION ARMY 40 SOUTH FOURTH STREET SUNBURY, PA 17081	N/A PROVIDE FOOD, CLOTHING AND SHELTER TO PERSONS IN NEE	509(A)(1) (PUBLIC CHARITY)	1000.
UNION-SNYDER HABITAT FOR HUMANITY PO BOX 64 SELINGROVE, PA 17870	N/A PROVIDE AFFORDABLE HOUSING TO LOW-INCOME PERSONS	509(A)(1) (PUBLIC CHARITY)	1000.
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVENUE SELINGROVE, PA 17870	N/A UNIVERSITY FUND	509(A)(1) (PUBLIC CHARITY)	1000.
SELINGROVE AREA YOUTH FOUNDATION C/O THE BOWEN AGENCY 1372 N SUSQUEHANNA TRL SELINGROVE, PA	N/A FOUNDATION'S SCHOLARSHIP AND YOUTH PROGRAMS	509(A)(1) (PUBLIC CHARITY)	1500.
DAUNTLESS HOOK & LADDER COMPANY 713 BRIDGE STREET SELINGROVE, PA 17870	N/A SUPPORT OF VOLUNTEER FIRE COMPANY	509(A)(1) (PUBLIC CHARITY)	5000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

50600.