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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning

, 2010, 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

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)

50 CONGRESS STREET ROOM 800

(617) 227-8660

City or town, state, and ZIP code

BOSTON, MA 02109

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

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

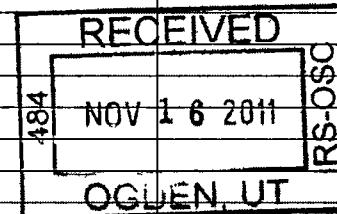
of year (from Part II, col. (c), line

16) \$ 1,338,353.

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	711,448.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	442.	272.		ATCH 1
4 Dividends and interest from securities	15,203.	15,203.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,886.			
b Gross sales price for all assets on line 6a	746,294.			
7 Capital gain net income (from Part IV, line 2)		647,628.		
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)	3,324.			ATCH 3
12 Total. Add lines 1 through 11	733,303.	663,103.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	366.			366.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4	6,967.	3,484.	0.	3,483.
c Other professional fees (attach schedule) *	4,305.	2,153.		2,152.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	5,648.	630.		250.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	748.	748.		
24 Total operating and administrative expenses. Add lines 13 through 23	18,034.	7,015.	0.	6,251.
25 Contributions, gifts, grants paid	865,588.			865,588.
26 Total expenses and disbursements. Add lines 24 and 25	883,622.	7,015.	0.	871,839.
27 Subtract line 26 from line 12	-150,319.			
a Excess of revenue over expenses and disbursements		656,088.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA ** ATCH 6

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BOSTON - 04-6155699

PAGE 1

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	818,522.	612,505.	612,505.
	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 15 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). **	14,822.	0.	
	b	Investments - corporate stock (attach schedule) ATCH 9	344,271.	403,379.	714,437.
	c	Investments - corporate bonds (attach schedule).			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 10)		11,411.	11,411.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,177,615.	1,027,295.	1,338,353.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here 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	1,177,614.	1,027,295.	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,177,614.	1,027,295.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,177,614.	1,027,295.		

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	1,177,614.
2	Enter amount from Part I, line 27a	2	-150,319.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,027,295.
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	1,027,295.

**ATCH 8

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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 SEE PART IV SCHEDULE					
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) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	647,628.	
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.			3		

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2009	518,565.	1,097,876.	0.472335
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

2 Total of line 1, column (d)	2	2.986709
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.597342
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,175,312.
5 Multiply line 4 by line 3	5	702,063.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,561.
7 Add lines 5 and 6	7	708,624.
8 Enter qualifying distributions from Part XII, line 4 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.	8	871,839.

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)		1	6,561.
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			
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	6,561.
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	6,561.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,194.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868).	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	23,194.	
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	16,633.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> 16,633. Refunded <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)? 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"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
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"/> \$ _____		
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 page 19 of the instructions) <input checked="" 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 2010 or the taxable year beginning in 2010 (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 N/A				
14	The books are in care of SALTONSTALL & CO Telephone no 617-227-8660			
	Located at 50 CONGRESS STREET ROOM 800, BOSTON MA ZIP + 4 02109			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country X				

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 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	<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 page 22 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
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 2010 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 2010)	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 2010?	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 ☐
- 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
- 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

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 1.00	0.	0.	0.
NEIL L. THOMPSON BOSTON, MA	TRUSTEE 1.00	366.	0.	0.
G. WEST SALTONSTALL BOSTON, MA	TRUSTEE 1.00	0.	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 24 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	582,113.
b	Average of monthly cash balances	1b	611,097.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	1,193,210.
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	1,193,210.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	17,898.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,175,312.
6	Minimum investment return. Enter 5% of line 5	6	58,766.

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	58,766.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	6,561.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,561.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	52,205.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	52,205.
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	52,205.

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	871,839.
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	871,839.
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	6,561.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	865,278.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				52,205.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 720,992.				
b From 2006 108,605.				
c From 2007 344,142.				
d From 2008 677,882.				
e From 2009 474,601.				
f Total of lines 3a through e	2,326,222.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 871,839.				
a Applied to 2009, 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 2010 distributable amount				52,205.
e Remaining amount distributed out of corpus	819,634.			
5 Excess distributions carryover applied to 2010 . (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	3,145,856.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	720,992.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,424,864.			
10 Analysis of line 9				
a Excess from 2006 108,605.				
b Excess from 2007 344,142.				
c Excess from 2008 677,882.				
d Excess from 2009 474,601.				
e Excess from 2010 819,634.				

Form 990-PF (2010)

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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
<i>a Paid during the year</i>				
ATTACHMENT 11				
Total			3a	865,588.
<i>b Approved for future payment</i>				
Total			3b	

Form 990-PF (2010)

Form 990-PF (2010)

04-6155699

Page 13

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations 04-6155699 Page 13

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

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Over

TABLE

Paid
Preparer
Use Only

PrintType preparer's name

Preparer's signature

Date _____

PTIN

Check ☐ if self-employed

P00202198

Firm's name **GRANT THORNTON LLP**

Firm's EIN ▶ 36-6055558

Firm's address 226 CAUSEWAY STREET

BOSTON, MA

02114-2155

Phone no. 617-723-7900

Form 990-PF (2010)

Schedule of Contributors

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

OMB No 1545-0047

2010

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	\$ 711,448.	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	272.	272.
INTEREST SWEEP	170.	
TOTAL	<u>442.</u>	<u>272.</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	15,203.	15,203.
TOTAL	<u>15,203.</u>	<u>15,203.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
MISC RECEIPTS	3,321.
OVER/SHORT ON SECURITIES SALES	3.
TOTALS	<u>3,324.</u>

ATTACHMENT 4FORM 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	6,967.	3,484.		3,483.
TOTALS	<u>6,967.</u>	<u>3,484.</u>	<u>0.</u>	<u>3,483.</u>

ATTACHMENT 5

FORM 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	4,305.	2,153.	2,152.
TOTALS	<u>4,305.</u>	<u>2,153.</u>	<u>2,152.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	630.	630.	
MASS FILING FEE	250.		250.
FEDERAL INCOME TAX	4,768.		
TOTALS	5,648.	630.	250.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK CUSTODY FEE	748.	748.
TOTALS	748.	748.

MIDDLECOTT FOUNDATION

04-6155699

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION

ENDING
BOOK VALUE

US GOV'T OBLIGATIONS

0.

US OBLIGATIONS TOTAL

0.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK	403,379.	714,437.
TOTALS	<u>403,379.</u>	<u>714,437.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INCOME FROM CASH	-1,500.	-1,500.
DUE FROM BROKER	12,911.	12,911.
TOTALS	<u>11,411.</u>	<u>11,411.</u>

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
----------------------------	----------------------------------------------------------------------------------	----------------------------------	--------

SEE ATTACHED STATEMENT B	N/A PUBLICLY SUPPORTED	GENERAL SUPPORT	865,588.
--------------------------	---------------------------	-----------------	----------

TOTAL CONTRIBUTIONS PAID 865,588.

MIDDLECOTT FOUNDATION

04-6155699

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISC RECEIPTS			41	3,321.	
OVER/SHORT ON SECURITIES SALES			18	3.	
TOTALS				3,324.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► 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).

OMB No 1545-0092

2010

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 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	2,283.
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 2009 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	2,283.

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 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	645,345.
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 2009 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	645,345.

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

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,283.
14	Net long-term gain or (loss):			
a	Total for year	14a		645,345.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		647,628.

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

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 2010 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 2010 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) 2010

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2010

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

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	2,283.
-----------------------------------------------------------------------------------------------------	--------

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

Schedule D-1 (Form 1041) 2010

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	645,345.
-----------------------------------------------------------------------------------------------------	----------

SCHEDULE OF CONTRIBUTIONS RECEIVED 2010

MIDDLECOTT - GENERAL

	NAME	SHS	DESCRIPTION OF PROPERTY	GIFT DATE	MARKET VALUE	TOTAL RECEIVED
8409911	Sarah H C Ambler	260	Berkshire Hathaway, Cl B Cash	11/19/10	\$20,930 00 \$2,382 00	\$23,312 00
8409912	Ames Byrd	62	Caterpillar, Inc, Cash	11/19/10	\$5 136 70 \$561 02	\$5,697 72
8409914	Harry Byrd	80	Procter & Gamble Co	12/9/10	\$5,020 00	\$5,020 00
8409915	Leverett S Byrd		Cash	10/13/10	\$795 78	\$795 78
8409916	Richard E Byrd III	48 77	IBM IBM	3/24/10 3/24/10	\$6,119 04 \$9,815 96	\$15,935 00
8409918	Eleanor S Campbell	1,375	Cash Direct TV Class A	1/6/10 12/13/10	\$4,600 00 \$55,199 38	\$59,799 38
8409938	Levin H Campbell Sr	60	Transocean Ltd	5/20/10	\$4,484 63	\$4,484 63
8409919	Levin H Campbell, Jr	1,576 174 40 521	Alcoa Inc Alcoa Inc Direct TV Class A	4/15/10 4/15/10 12/9/10	\$22,662 88 \$2,502 12 \$34,843 00	\$60,008 00
8409922	Emily S Lewis	470	Procter & Gamble Co	11/17/10	\$29,955 45	\$29,955 45
8409923	George Lewis, Jr	80	Exxon Mobil Corp	6/16/10	\$4,980 80	\$4,980 80
8409924	Lisa S Lewis	355 950	Exxon Mobil Corp Microsoft Corp	12/9/10 12/9/10	\$25,465 25 \$25,816 25	\$51,281 50
8409926	Deborah S Pease	670 620 1,092 1,218 2,510	Chevron Corp 3M Co BP Amoco PLC BP Amoco PLC Liberty Media Cap Ser	3/30/10 3/30/10 5/20/10 5/20/10 10/27/10	\$50,226 55 \$50,443 26 \$48,954 36 \$54,602 94 \$138,690 05	\$342,917 16
8409929	Alice W Saltonstall	155	Kimberly Clark Corp	9/15/10	\$10,302 85	\$10,302 85
8409932	Patrick G Saltonstall	510	Berkshire Hathaway, Inc	11/17/10	\$40,787 25	\$40,787 25
8409934	Timothy Saltonstall		Cash	1/26/10	\$1,044 85	\$1,044 85

STMT A

SCHEDULE OF CONTRIBUTIONS RECEIVED 2010

8409935 William L. Saltonstall, Jr		Cash	1/26/10	\$59 21	
	250	IBM	12/9/10	\$35,891 88	
	42	IBM	12/9/10	<u>\$6,079 82</u>	\$42,030 91
				\$698,353 28	\$698,353 28
Gifts from The Lion Fund				\$13,095	
				<hr/>	
				\$711,448.28	

STMT A

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

AMERICAN FRIENDS SERVICE COMMITTEE	1,000
THE APPRENTICE SHOP	100
BEACON ACADEMY	250
BOSTON ATHENEUM	100
BOSTON RESCUE MISSION	150
CAMBRIDGE FRIENDS SCHOOL	100
CAMBRIDGE HOUSING ASSISTANCE ED.	250
CHARLES RIVER CONSERVANCY	100
CHESTNUT HILL ACADEMY - ANNUAL FUND	600
CITIZENS FOR JUVENILE JUSTICE	250
CURE ALZHEIMER'S FUND	300
DELAWARE VALLEY FRIENDS SCHOOL	250
EPIPHANY SCHOOL	250
FARNSWORTH ART MUSEUM & WYETH CENTER	100
THE FREELANCE PLAYERS	300
FRIENDS COUNCIL ON EDUCATION	200
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
MAINE COAST HERITAGE TRUST	250
MASSACHUSETTS AUDUBON SOCIETY	1,000
MASS. HISTORICAL SOCIETY	500
MASS. HISTORICAL SOCIETY - WLS FUND	1,000
MCLE SCHOLARSHIP ENDOWMENT	1,000
MSPCA	200
MUSEUM OF SCIENCE	200
NATURE CONSERVANCY - MASS OFFICE	1,000
NEW ENGLAND CONSERVATORY OF MUSIC	200
NEW SCHOOL OF MUSIC	1,000
NORTH HAVEN ARTS & ENRICHMENT	500
NORTH HAVEN CARES	200
NORTH HAVEN CONSERVATION PARTNERS	100
NORTH HAVEN FOUNDATION	200
NORTH HAVEN HISTORICAL SOCIETY	250
NORTH HAVEN LIBRARY	250
OXFAM AMERICA	1,000
PHILADELPHIA YEARLY MEETING	100
PLANNED PARENTHOOD FEDERATION OF AMERICA	300
PROJECT STEP	300
SAINT STEPHENS & ST. AGNES SCHOOL	100
SAVE THE CHILDREN	1,000
SEAL BAY FESTIVAL	100
THE GUIDANCE CENTER	250
THOMPSON ISLAND OUTWARD BOUND	1,000
TRUSTEES OF RESERVATIONS	500
UNICEF	1,000
UNITED WAY OF MASSACHUSETTS	300
WESLEYAN UNIVERSITY - ANNUAL FUND	1,000
WBUR	200
WGBH	200
CARE	1,000
SERG	500
UNION OF CONCERNED SCIENTISTS	3,000
WILLING HANDS	500
ADVANCE TRANSIT	50

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

ALZHEIMER'S DISEASE RESEARCH	250
AMERICAN FARMLAND TRUST	100
AMERICAN RED CROSS (RUTLAND VT)	250
THE ARTHRITIS RESEARCH INSTITUTE OF AMERICA	250
ASTHMA AND ALLERGY FOUNDATION OF AMERICA	250
CHILDREN'S HOSPITAL AT DARTMOUTH	250
CROSSROADS ACADEMY, ANNUAL APPEAL	500
4-H OF NEW HAMPSHIRE	100
GRAFTON COUNTY SENIOR CITIZENS COUNCIL	100
HEIFER INTERNATIONAL	270
HIGH HORSES THERAPEUTIC RIDING PROGRAM	50
ISLAND COMMUNITY MEDICAL SERVICES	50
MASS HISTORICAL - WLS MEM. FUND	500
MONTSHIRE MUSEUM OF SCIENCE	150
NATIONAL MULTIPLE SCLEROSIS SOCIETY	100
NEW HAMPSHIRE PUBLIC RADIO	50
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
VINALHAVEN LAND TRUST	100
VITAL COMMUNITIES	100
ANTARCTICA PROJECT	100
BYRD POLAR RESEARCH	100
DEDHAM COUNTRY DAY SCHOOL	200
DEXTER SCHOOL	500
EUGENE KINASEWICH FUND	500
NOBLE AND GREENOUGH SCHOOL	200
HOME FOR LITTLE WANDERERS	100
PENOBSCOT MUSEUM	100
PROCTOR ACADEMY	200
QUEBEC LABRADOR FDN	100
RIVERS SCHOOL	200
SOUTHFIELD SCHOOL	500
ST. FRANCIS HOUSE	100
VINALHAVEN LAND TRUST	100
BRIGHAM AND WOMEN'S ALLERGY RESEARCH & TRAINING	1,500
BRIGHAM AND WOMEN'S, SHEFFER PROFESSORSHIP	1,000
CHESTNUT HILL SCHOOL ANNUAL FUND	250
CHILDRENS HOSPITAL	250
CHILDRENS HOSPITAL AT DARTMOUTH (Cecily's Marathon)	250
CHRISTMAS IN THE CITY	500
CONSTITUTION MUSEUM	100
DANA FARBER - JIMMY FUND	250
DEXTER SCHOOL - ANONYMOUS	250
FIRST CHURCH OF CHESTNUT HILL	250
FRANCIS OUMET SCHOLARSHIP FUND MARATHON	250
FRANCISCAN CHILDREN'S HOSPITAL	1,000
GREATER BOSTON FOOD BANK	1,193
HAITI CHRISTIAN DEV. FUND	250
HARVARD COLLEGE FUND	250
HARVARD MAGAZINE	100
HOME FOR LITTLE WANDERERS	250
ISABELL STEWART GARDINER MUSEUM	250
ISLAND COMMUNITY MEDICAL SERVICES	250

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

MASSACHUSETTS GENERAL HOSPITAL	250
MORGAN STANLEY FOUNDATION	4,000
NEWTON COMMUNITY SERVICE CENTER	250
NEWTON HOLIDAY PROJECT	250
NOBLE AND GREENOUGH SCHOOL - ANNUAL FUND	250
NORTH HAVEN BAPTIST CHURCH	250
NORTH HAVEN FOUNDATION	250
NORTH HAVEN LIBRARY	100
NORTH HAVEN SUMMER SERVICES INC.	100
PEABODY ESSEX MUSEUM	350
RODMAN RIDE FOR KIDS	250
TRAVIS ROY FOUNDATION	100
UNITED WAY OF MASSACHUSETTS BAY, THE SPECIAL FUND	3,000
VINALHAVEN ELDERCARE SERVICES	250
VINALHAVEN LAND TRUST	250
VINALHAVEN LAND TRUST - WLS FUND	500
WLS MEMORIAL FUND	2,500
ANIMAL MEDICAL CENTER, ANNUAL FUND	1,000
ANIMAL MEDICAL CENTER, GUIDE DOG FUND	1,000
BUCKINGHAM, BROWNE & NICHOLS, ANNUAL FUND	2,000
BUCKINGHAM, BROWN & NICHOLS SCHOOL - LEGACY LANGUAGE	2,000
COLBY COLLEGE, CAMPBELL TRACK & FIELD	1,000
COLBY COLLEGE, ANNUAL FUND	2,000
COLBY COLLEGE, CAMPBELL LANGUAGE FUND	2,000
DOCTORS WITHOUT BORDERS	5,000
DREW UNIVERSITY (MEMORY OF JANET T. SILER)	1,000
LAND TRUST ALLIANCE	20,000
LEAGUE OF WOMEN VOTERS OF NJ EDUCATION FUND	1,000
MCLE - IN HONOR OF LEVIN H. CAMPBELL, SR.	1,000
MSPCA	1,000
NJ CONSERVATION FOUNDATION	5,000
NORTH HAVEN HISTORICAL SOCIETY, 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	6,000
VINALHAVEN PUBLIC LIBRARY	2,000
AMERICAN RED CROSS	1,000
ALZHEIMER'S ASSOCIATION	2,000
BONNELL COVE FOUNDATION	400
BOSTON ANTHENAEUM - ANNUAL APPEAL	750
CONSERVATION LAW FOUNDATION	400
FREELANCE PLAYERS, ANNUAL FUND	3,000
GUANACASTE DRY FOREST CONSERVATION FUND	10,000
HARVARD COLLEGE FUND	2,000
HARVARD GRADUATE SCHOOL OF EDUCATION	250
KEEWAYDIN FOUNDATION	500
MAINE COAST HERITAGE TRUST	500
MCLE (HON LHC SCHOLARSHIP FUND)	1,000
MASSACHUSETTS HISTORICAL SOCIETY, ANNUAL	12,000
MIDDLESEX SCHOOL	1,700
MORGAN MEMORIAL GOODWILL INDUSTRIES	500
NORTH HAVEN FOUNDATION	500
NORTH HAVEN HISTORICAL SOCIETY	2,500

LHC 20

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

OLIVER HAZARD PERRY - RHODE ISLAND	5,000
PEABODY ESSEX MUSEUM, ANNUAL FUND	7,500
PENOBSCOT MARINE MUSEUM	500
SALVATION ARMY	400
SEA - ENERGY EFFICIENCY	5,000
SHADY HILL SCHOOL, ANNUAL FUND	7,500
THOMPSON ISLAND OUTWARD BOUND - ANNUAL FUND	10,000
TRUSTEES OF RESERVATIONS	750
UNITED WAY	12,500
VINALHAVEN LAND TRUST	500
ALUTIG MUSEUM	500
ARNOLD ARBORETUM	250
BAY CHAMBER CONCERTS	250
BOSTON SYMPHONY ORCHESTRA ANNUAL FUND	3,000
CAMDEN-ROCKPORT ANIMAL RESCUE	200
COASTAL MOUNTAINS LAND TRUST	250
CONSERVATION LAW FOUNDATION	5,000
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
MAINE COAST HERITAGE TRUST	1,000
MAINE COMMUNITY FOUNDATION	500
MAINE PUBLIC RADIO	1,000
MAINE SEACOAST MISSION	100
MANOMET CENTER FOR CONSERVATION SCIENCES	100
MERRY SPRING	100
NATURAL RESOURCES COUNCIL OF MAINE	5,000
NEW ENGLAND FORESTRY FOUNDATION	100
NEW ENGLAND WILD FLOWER SOCIETY	500
NORTH HAVEN ARTS & ENRICHMENT	200
NORTH HAVEN CARES	200
NORTH HAVEN CONSERVATION PARTNERS	100
NORTH HAVEN FOUNDATION	200
NORTH HAVEN LIBRARY	200
NORTH HAVEN SUMMER SERVICES	100
PEN BAY RED CROSS	100
PENOBSCOT MARINE MUSEUM	2,000
SHERBORN LIBRARY	200
SHORE COUNTRY DAY SCHOOL	100
TANGLEWOOD 4-H ASSOCIATES	100
TOWN OF ROCKPORT LIBRARY	500
TRUSTEES OF RESERVATIONS	250
UNITED MIDCOAST CHARITIES	5,000
AQUIDNECK ISLAND LAND TRUST	1,250
BLITHEWOLD	250
BOYS & GIRLS CLUB OF NEWPORT COUNTY	250
CHILD AND FAMILY SERVICES OF NEWPORT COUNTY	500
CONSERVATION LAW FOUNDATION RI, ANNUAL FUND	500
EAST BAY COMMUNITY ACTION	500
FRIENDS OF BALLARD PARK	250
ISLAND MOVING COMPANY	250
ISLAND INSTITUTE	250
MARTIN LUTHER KING CENTER	5,000
NEWPORT ART MUSEUM	500
NEWPORT HOSPITAL	300

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

NEWPORT PUBLIC EDUCATION FOUNDATION	250
NEWPORT PUBLIC LIBRARY	300
NORMAN BIRD SANCTUARY	350
POTTER LEAGUE FOR ANIMALS	250
PRESERVATION SOCIETY OF NEWPORT COUNTY, ANNUAL	350
REDWOOD LIBRARY, ANNUAL FUND	1,500
RHODE ISLAND COMMUNITY FOOD BANK	500
SAIL NEWPORT ANNUAL FUND	350
SAVE THE BAY	250
ST. MICHAELS COUNTRY DAY ANNUAL FUND	1,500
ST. MICHAELS COUNTRY DAY CAPITAL CAMPAIGN PLEDGE	5,000
SEAMEN'S CHURCH INSTITUTE	300
WRNI PUBLIC RADIO	250
WGBH	250
YMCA, STRONG KIDS CAMPAIGN	250
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	500
MAKE A WISH, MA. LOIS WOODWARD MEMORIAL FUND	100
MAKE A WISH, MA. ELIZABETH RUSS FUND	100
MASS HISTORICAL SOCIETY - WILLIAM L SALTONSTALL FUND	5,000
MISS PORTER'S SCHOOL	3,500
NEWPORT PERFORMING ARTS CENTER	10,000
NORTH HAVEN FOUNDATION	200
NORTH HAVEN ARTS & ENRICHMENTS	200
OLIVER HAZARD PERRY, PARTNERS IN EDUCATION	500
PARTNERS IN ISLAND EDUCATION	250
RHODE ISLAND COMMUNITY FOOD BANK	150
STAR KIDS	3,500
TRUSTEES OF RESERVATION	500
UNIVERSITY OF VIRGINIA	3,000
VINALHAVEN LIBRARY	100
VINALHAVEN LAND TRUST	250
VINE	100
A PUBLIC SPACE	150,000
HOWARD GOTLIEB ARCHIVAL RESEARCH CTR	100,000
MASS HISTORICAL SOCIETY , WLS	50,000
POETS HOUSE	100,000
THE INSTITUTE FOR CIRCLE WORK	5,000
CRESP FOB VITAMIN L	5,000
BEREA COLLEGE	5,000
CARE	1,500
COTTING SCHOOL	200
DANA HALL SCHOOL	2,000
ESSEX COUNTY GREENBELT	250
HISTORIC NEW ENGLAND	200
MASS AUDOBON	250
MFA	200
NATIONAL PARKS	25
PROJECT HOPE	100
TRUSTEES OF RESERVATION, CHAS ELIOT SOC.	2,500
VINALHAVEN LAND TRUST	500
VASSAR COLLEGE	5,000
WELLESLEY COLLEGE	10,000

MIDDLECOTT CONTRIBUTIONS - ALL FUNDS - 2010

WGBH, RALPH LOWELL SOC.	1,500
COMMUNITY ARCHAEOLOGY FUNDING	18,000
KODIAK PROVIDENCE ALASKA FDN.	26,000
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
KISUMU CHILDREN'S FOUNDATION FUND	2,500
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
WORLD WILDLIFE FUND	500
MASSACHUSETTS HISTORICAL SOCIETY	50,000

865,588

8409900

MIDDLECOTT FDN - LS FUND

FROM 01/01/10 TO 12/31/10

DESCRIPTION	SHARES	TAX ACQ. DATE	DATE SOLD	SALE PROCEEDS	TAX COST OR BASIS	LNG T TERM GAIN	LNG T TERM LOSS
BP AMOCO PLC	175	12/23/03	05/19/10	7,908.54	8,410.50		501.96
BP AMOCO PLC	175	12/23/03	06/01/10	6,501.02	8,410.50		1,909.48
LIBERTY MEDIA CAP SER.	10	02/14/05	10/20/10	576.60	118.74	457.86	
UST 3.625% 01/15/2010	15,000	04/15/05	01/15/10	15,000.00	14,821.88	178.12	
VANGUARD HIGH YIELD CORP. BOND FUND	722.0220	12/05/08	01/07/10	4,000.00	2,815.88	1,184.12	
VANGUARD HIGH YIELD CORP. BOND FUND	711.4230	12/05/08	01/21/10	3,927.05	2,774.55	1,152.50	
VANGUARD HIGH YIELD CORP. BOND FUND	162.0970	12/05/08	01/25/10	885.59	632.18	253.41	
TOTALS :				38,798.80	37,984.23	3,226.01	2,411.44
NET LNG T TERM GAIN OR LOSS						814.57	

8409904

MIDDLECOTT FDN - THE LION FUND

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
JOHNSON AND JOHNSON	210	03/13/79	11/29/10	12,910.60	297.97	12,612.63	
		TOTALS :		12,910.60	297.97	12,612.63	0.00
		NET LNG T TERM GAIN OR LOSS				12,612.63	

B409911

MIDDLECOTT FOUNDATION-SHCA

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
BERKSHIRE HATHAWAY INC. CLASS B	260	07/09/71	11/18/10	21,002.47	385.36	20,617.11	
		TOTALS :		21,002.47	385.36	20,617.11	0.00
		NET LNG T TERM GAIN OR LOSS				20,617.11	

8409912

MIDDLECOTT FOUNDATION-AMES B

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
CATERPILLAR INC	62	02/09/61	11/18/10	5,139.09	81.68	5,057.41	
TOTALS :				5,139.09	81.68	5,057.41	0.00
NET LNG T TERM GAIN OR LOSS						5,057.41	

STMT.E

8409914

MIDDLECOTT FOUNDATION-HFB

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ.</u> <u>DATE</u>	<u>DATE</u> <u>SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX</u> <u>COST OR BASIS</u>	<u>LNG T TERM</u> <u>GAIN</u>	<u>LNG T TERM</u> <u>LOSS</u>
PROCTER & GAMBLE CO	80	11/12/80	12/09/10	5,009.51	175.65	4,833.86	
		TOTALS :		5,009.51	175.65	4,833.86	0.00
		NET LNG T TERM GAIN OR LOSS				4,833.86	

8409916

MIDDLECOTT FOUNDATION-REB111

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ.</u> <u>DATE</u>	<u>DATE</u> <u>SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX</u> <u>COST OR BASIS</u>	<u>TAX</u> <u>COST OR BASIS</u>	<u>LNG T TERM</u> <u>GAIN</u>	<u>LNG T TERM</u> <u>LOSS</u>
INTERNATIONAL BUSINESS MACHS	48	01/02/96	03/24/10	6,143.06		569.71	5,573.35	
INTERNATIONAL BUSINESS MACHS	77	01/02/96	03/24/10	9,854.48		1,167.28	8,687.20	
		TOTALS :		15,997.54		1,736.99	14,260.55	0.00
		NET LNG T TERM GAIN OR LOSS					14,260.55	

8409918

MIDDLECOTT FOUNDATION-ESC

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
DIRECTV - CLASS A	1,375	11/01/85	12/14/10	55,177.81	949.67	54,228.14	
		TOTALS :		55,177.81	949.67	54,228.14	0.00
		NET LNG T TERM GAIN OR LOSS				54,228.14	

8409919

MIDDLECOTT FOUNDATION-LHC JR

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
ALCOA INC.	1,576	02/23/78	04/16/10	21,874.50	5,013.77	16,860.73	
ALCOA INC.	174	03/27/09	04/16/10	2,415.08	1,369.66	1,045.42	
DIRECTV - CLASS A	870	01/01/85	12/09/10	34,671.00	769.00	33,902.00	
TOTALS :				58,960.58	7,152.43	51,808.15	0.00
NET LNG T TERM GAIN OR LOSS						51,808.15	

8409922

MIDDLECOTT FOUNDATION-ESL

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
PROCTER & GAMBLE CO	470	06/08/92	11/16/10	29,853.94	5,646.03	24,207.91	
		TOTALS :		29,853.94	5,646.03	24,207.91	0.00
		NET LNG T TERM GAIN OR LOSS				24,207.91	

8409923

MIDDLECOTT FOUNDATION-GL JR

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ.</u> <u>DATE</u>	<u>DATE</u> <u>SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX</u> <u>COST OR BASIS</u>	<u>LNG T TERM</u> <u>GAIN</u>	<u>LNG T TERM</u> <u>LOSS</u>
EXXON MOBIL CORP.	80	05/31/56	06/17/10	<u>4,966.71</u>	<u>14.76</u>	<u>4,951.95</u>	
		TOTALS :		4,966.71	14.76	<u>4,951.95</u>	<u>0.00</u>
		NET LNG T TERM GAIN OR LOSS				4,951.95	

MIDDLECOTT FOUNDATION-LSL

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	TAX ACQ. <u>DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	TAX <u>COST OR BASIS</u>	LNG T TERM <u>GAIN</u>	LNG T TERM <u>LOSS</u>
EXXON MOBIL CORP.	355	-07/11/35	12/09/10	25,389 21	76.95	25,312.26	
MICROSOFT CORP.	950	03/09/93	12/09/10	<u>25,744 66</u>	<u>2,510.67</u>	<u>23,233.99</u>	
		TOTALS		51,133 87	2,587.62	<u>48,546.25</u>	<u>0.00</u>
	NET LNG T TERM	GAIN OR LOSS				48,546.25	

8409926

MIDDLECOTT FOUNDATION-DSP

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
BP AMOCO PLC	1,092	06/03/70	05/21/10	47,828.79	4,284.01	43,544.78	
BP AMOCO PLC	1,218	09/26/79	05/21/10	53,347.49	7,604.46	45,743.03	
CHEVRON CORP.	670	03/25/40	03/30/10	50,464.55	508.41	49,956.14	
LIBERTY MEDIA CAP SER.	2,510	03/27/09	10/29/10	141,878.85	17,605.89	124,272.96	
3M CO	620	01/14/69	03/30/10	52,316.69	3,770.02	48,546.67	
TOTALS :				345,836.37	33,772.79	312,063.58	0.00
NET LNG T TERM GAIN OR LOSS						312,063.58	

8409929

MIDDLECOTT FOUNDATION-AWS

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
KIMBERLY CLARK CORP	155	06/24/69	09/15/10	10,305.79	261.62	10,044.17	
		TOTALS .		10,305.79	261.62	10,044.17	0.00
		NET LNG T TERM GAIN OR LOSS				10,044.17	

8409932

MIDDLECOTT FOUNDATION-PGS

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
BERKSHIRE HATHAWAY INC. CLASS B	510	10/17/77	11/16/10	40,748.41	1,079.19	39,669.22	
		TOTALS		40,748.41	1,079.19	39,669.22	0.00
		NET LNG T TERM GAIN OR LOSS				39,669.22	

9409935

MIDDLECOTT FOUNDATION-WLS JR

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>LNG T TERM GAIN</u>	<u>LNG T TERM LOSS</u>
INTERNATIONAL BUSINESS MACHS	247.9920	09/13/32	12/09/10	35,606.14	7.87	35,598.27	
INTERNATIONAL BUSINESS MACHS	42.0080	09/13/32	12/09/10	6,031.41	1.55	6,029.86	
TOTALS :				41,637.55	9.42	41,628.13	0.00
NET LNG T TERM GAIN OR LOSS						41,628.13	

8409900

MIDDLECOTT FDN - LS FUND

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ. DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>SHORT TERM GAIN</u>	<u>SHORT TERM LOSS</u>
MILLIPORE CORP.	15	09/17/09	04/07/10	1,585.35	1,074.74	510.61	
MILLIPORE CORP.	35	09/17/09	04/14/10	3,710.00	2,507.74	1,202.26	
VANGUARD HIGH YIELD CORP BOND FUND	546.7530	04/09/09	01/25/10	2,987.11	2,438.52	548.59	
TOTALS :				8,282.46	6,021.00	2,261.46	0.00
NET SHORT TERM GAIN OR LOSS						2,261.46	

3409903

MIDDLECOTT FDN - WLS FUND

FROM 01/01/10 TO 12/31/10

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>TAX ACQ DATE</u>	<u>DATE SOLD</u>	<u>SALE PROCEEDS</u>	<u>TAX COST OR BASIS</u>	<u>SHORT TERM GAIN</u>	<u>SHORT TERM LOSS</u>
LIBERTY MEDIA STARZ SERIES A	10	11/23/09	07/08/10	531.39	509.16	22.23	
		TOTALS :		531.39	509.16	22.23	0.00
		NET SHORT TERM GAIN OR LOSS				22.23	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
38,799.		LONG TERM CAPITAL GAIN - LS (STMT C)	37,984.			P	815.	
12,911.		LONG TERM CAPITAL GAIN - LION (STMT D)	298.			P	12,613.	
685,771.		LONG TERM CAPITAL GAIN - GEN (STMT E)	53,854.			P	631,917.	
8,813.		SHORT TERM CAPITAL GAIN - GEN (STMT F)	6,530.			P	2,283.	
TOTAL GAIN(LOSS)							<u>647,628.</u>	

**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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.*

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	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 **10** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2** If the tax year entered in line 1 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 \$	23,194.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	13,194.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFPS (Electronic Federal Tax Payment System). See instructions.	3c \$	10,000.

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 Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended 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	

Enter the Return code for the return that this application is for (file a separate application for each return) **0** **4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- 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 is for.

- 4** I request an additional 3-month extension of time until **11/15**, 20 **11**.
- 5** For calendar year **2010**, or other tax year beginning , 20 , and ending , 20 .
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7** State in detail why you need the extension **INFORMATION NECESSARY TO COMPLETE THE RETURN NOT YET AVAILABLE**

8a 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	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title Date Form **8868** (Rev. 1-2011)