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

2010

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

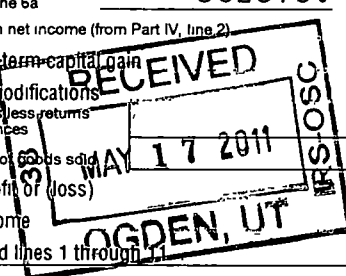
For calendar year **2010**, or tax year beginning _____, and ending _____

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

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) DAVID MIDDLESWARTH 250 FURNACE ROAD		B Telephone number (570) 837-1431
Room/suite		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"/>
City or town, state, and ZIP code MIDDLEBURG, PA 17842		
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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1223159.	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		23323.	23317.		STATEMENT 1
4 Dividends and interest from securities		14714.	14714.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		54118.			
b Gross sales price for all assets on line 6a 582373.					
7 Capital gain net income (from Part IV, line 2)			54118.		
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		92155.	92149.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		340.	0.		340.
b Accounting fees STMT 4		2700.	1350.		1350.
c Other professional fees STMT 5		20112.	20112.		0.
17 Interest					
18 Taxes STMT 6		619.	73.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		15.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		23786.	21535.		1690.
25 Contributions, gifts, grants paid		48850.			48850.
26 Total expenses and disbursements. Add lines 24 and 25		72636.	21535.		50540.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		19519.			
b Net investment income (if negative, enter -0-)			70614.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 23 2011



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			
	2 Savings and temporary cash investments	41815.	33434.	33434.
	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			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 9	222079.	176229.	176229.
	b Investments - corporate stock STMT 10	524309.	614196.	614196.
	c Investments - corporate bonds STMT 11	292318.	368267.	368267.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 12	87627.	31033.	31033.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	1168148.	1223159.	1223159.	
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	1168148.	1223159.	
	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	1168148.	1223159.		
31 Total liabilities and net assets/fund balances	1168148.	1223159.		

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	1168148.
2 Enter amount from Part I, line 27a	2	19519.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	35492.
4 Add lines 1, 2, and 3	4	1223159.
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	1223159.

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			
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 582373.		528255.	54118.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			54118.
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	54118.
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))
2009	52678.	996705.	.052852
2008	24149.	637778.	.037864
2007	19591.	315448.	.062105
2006	18743.	305692.	.061313
2005	12427.	178837.	.069488

2 Total of line 1, column (d)	2	.283622
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	.056724
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1191872.
5 Multiply line 4 by line 3	5	67608.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	706.
7 Add lines 5 and 6	7	68314.
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	8	50540.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, tax based on investment income, and credits/payments. Total tax due is 572.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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)	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? Website address ► N/A	13	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	
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? 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 ►	16	Yes	No 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 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 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 instructions) <input type="checkbox"/> 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 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) <input type="checkbox"/> 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 2010?	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 propoganda, 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)? 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? **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**

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
DAVID B MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17842	PRESIDENT 5.00	0.	0.	0.
BRET I MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17842	VICE PRESIDENT 0.50	0.	0.	0.
ROB D MIDDLESWARTH 250 FURNACE ROAD MIDDLEBURG, PA 17842	SEC/TREAS 0.50	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	1153343.
b Average of monthly cash balances	1b	56679.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	1210022.
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	1210022.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18150.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1191872.
6 Minimum investment return. Enter 5% of line 5	6	59594.

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	59594.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1412.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1412.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	58182.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	58182.
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	58182.

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	50540.
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	50540.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	50540.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				58182.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				1467.
d From 2008				
e From 2009				3855.
f Total of lines 3a through e	5322.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 50540.				
a Applied to 2009, 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 2010 distributable amount				50540.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	5322.			5322.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				2320.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 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)

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 13				
Total			▶ 3a	48850.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

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

SOURCE	AMOUNT
EDWARD JONES	23317.
EDWARD JONES - TAX-EXEMPT	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23323.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EDWARD JONES	14714.	0.	14714.
TOTAL TO FM 990-PF, PART I, LN 4	14714.	0.	14714.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOHN R MOORE, ESQ - CHARITABLE DISTRIBUTIONS; RELATED FOUNDATION MATTERS	340.	0.		340.
TO FM 990-PF, PG 1, LN 16A	340.	0.		340.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SCHAEFFER EICHNER & WAGNER LLP - FORM 990-PF, INVESTMENTS, OTHER	2700.	1350.		1350.
TO FORM 990-PF, PG 1, LN 16B	2700.	1350.		1350.

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	20112.	20112.			0.
TO FORM 990-PF, PG 1, LN 16C	20112.	20112.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2010 FORM 990-PF ESTIMATE EXCISE TAX ON INVESTMENTS FOREIGN TAX W/H FROM DIVIDENDS	546. 73.	0. 73.			0. 0.
TO FORM 990-PF, PG 1, LN 18	619.	73.			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	
STATE CHARITABLE ORGANIZATION REGISTRATION FEE	15.	0.			0.
TO FORM 990-PF, PG 1, LN 23	15.	0.			0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
FMV INCREASE OF SFAS 124 SECURITIES AT 12/31/10	35492.
TOTAL TO FORM 990-PF, PART III, LINE 3	35492.

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% 11/15/2013	X		44338.	44338.
US TREASURY NOTE 4.25% 8/15/2013	X		5444.	5444.
US TREASURY NOTE 4.875% 8/15/2016	X		17097.	17097.
US TREASURY NOTE 4.25% 11/15/2017	X		22048.	22048.
FHLMC MEDIUM TERM NOTE 2.50%	X		5200.	5200.
FNMA MEDIUM TERM NOTE 3.25%	X		42230.	42230.
US TREASURY NOTE 1.75%	X		39872.	39872.
TOTAL U.S. GOVERNMENT OBLIGATIONS			176229.	176229.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			176229.	176229.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
APPLE INC	4838.	4838.
BECTON DICKINSON & CO	4649.	4649.
COLGATE PALMOLIVE CO	6509.	6509.
COSTCO WHOLESALE CORP	5777.	5777.
EMERSON ELECTRIC CO	1086.	1086.
HEWLETT PACKARD CO	4000.	4000.
JOHNSON & JOHNSON	2103.	2103.
KRAFT FOODS INC CLASS A	4727.	4727.
MCDONALDS CORP	4989.	4989.
PRAXAIR INC	5251.	5251.
T ROWE PRICE GROUP INC	6454.	6454.
QUALCOMM INC	4207.	4207.
SCHLUMBERGER LIMITED	5845.	5845.
UNITED TECHNOLOGIES CORP	5510.	5510.

AMEREN CORP	1043.	1043.
ANADARKO PETROLEUM CORP	1828.	1828.
ANNALY CAPITAL MANAGEMENT INC	6057.	6057.
AON CORP	1932.	1932.
BRANDYWINE RLTY TR	1235.	1235.
BROADRIDGE FINL SOLUTIONS INC	3706.	3706.
CABLEVISION SYSTEMS CORP CL A	5313.	5313.
CONSOLIATED EDISON INC	3073.	3073.
COVIDIEN LTD	3744.	3744.
DREAMWORKS ANIMATION INC CL A	1474.	1474.
ENDURANCE SPECIALTY HOLDINGS	4377.	4377.
ENTERGY CORP	2904.	2904.
GENUINE PARTS CO	3337.	3337.
GENZYME CORP	5625.	5625.
GREAT PLAINS ENERGY INC	3122.	3122.
HASBRO INC	4152.	4152.
HCP INC	3679.	3679.
HEALTH CARE REIT INC	4288.	4288.
IVANHOE MINES LTD	2452.	2452.
MATTEL INC	4120.	4120.
MILLICOM INTL CELLULAR S A NEW	3059.	3059.
NISOURCE INC	3700.	3700.
OLD REPUBLIC INTERNATIONAL	1976.	1976.
PROGRESS ENERGY INC	4609.	4609.
RANGE RESOURCE CORP	2474.	2474.
ROCKWELL COLLINS INC	1981.	1981.
SEMPRA ENERGY	4041.	4041.
SPDR GOLD TR GOLD SHS	8046.	8046.
SAINT JUDE MEDICAL INC	4275.	4275.
TELEPHONE & DATA SYSTEMS INC	3310.	3310.
TIME WARNER CABLE INC	4754.	4754.
ULTRA PETROLEUM CORP	2818.	2818.
XCEL ENERGY INC	3085.	3085.
ZIMMER HLDGS INC COM	2040.	2040.
AMGEN INC	3239.	3239.
ARCHER DANIELS MIDLAND CO	2136.	2136.
AT&T INC	3790.	3790.
BANK NEW YORK MELLON CORP	4137.	4137.
CARNIVAL CORP	2536.	2536.
CATERPILLAR INC	4121.	4121.
CHEVRON CORP	8030.	8030.
COVIDIEN LTD	2100.	2100.
DELTA AIR LINES INC DEL	4448.	4448.
EATON CORP	4771.	4771.
EL PASO CORP	2257.	2257.
EXXON MOBIL CORP	11627.	11627.
FREEMPORT-MCMORAN COPPER & GOLD	4083.	4083.
GENERAL ELECTRIC CO	1683.	1683.
GOLDMAN SACHS GROUP INC	5549.	5549.
HERTZ GLOBAL HLDGS INC	5231.	5231.
HESS CORP	2143.	2143.
JPMORGAN CHASE & CO	14381.	14381.
KROGER CO	2862.	2862.
M&T BK CORP	1828.	1828.

PNC BANK CORP	2611.	2611.
PROGRESS ENERGY INC	1348.	1348.
SCHLUMBERGER LIMITED	5511.	5511.
SUNTRUST BANKS INC	5518.	5518.
TARGET CORP	3848.	3848.
TEVA PHARM IND LTD ADR	1929.	1929.
WELLS FARGO & CO	9855.	9855.
ZIONS BANCORPORATION	2980.	2980.
ALLSTATE CORP	5930.	5930.
ANALOG DEVICES INC	4370.	4370.
CHIMERA INVT CORP	3941.	3941.
CHUBB CORP	3996.	3996.
CLOROX CO	3670.	3670.
HJ HEINZ CO	4006.	4006.
MFA FINANCIAL INC	3786.	3786.
NEW YORK COMMUNITY BANCORP	4713.	4713.
SCANA CORP	3004.	3004.
ACCENTURE PLC IRELAND	6304.	6304.
APACHE CORP	2146.	2146.
CANADIAN NATIONAL RAILWAY CO	5982.	5982.
CELGENE CORP	4731.	4731.
EMC CORP	6962.	6962.
IBM	5430.	5430.
JM SMUCKER CO	4924.	4924.
JUNIPER NETWORKS INC	6092.	6092.
BARRICK GOLD CORP	2180.	2180.
CANADIAN NATIONAL RAILWAY CO	1263.	1263.
CLIFFS NAT RES INC	2184.	2184.
COMCAST CORP CL A	3691.	3691.
DEVON ENERGY CORP	6986.	6986.
DOW CHEMICAL CO	3960.	3960.
FORD MOTOR CO	3962.	3962.
HALLIBURTON CO	2613.	2613.
INTEL CORP	1430.	1430.
MARATHON OIL CORP	2814.	2814.
MARRIOTT INTERNATIONAL A	3199.	3199.
MERCK & CO IN NEW	2018.	2018.
METLIFE INC	1689.	1689.
MORGAN STANLEY	2830.	2830.
MOSAIC CO	3436.	3436.
OCCIDENTAL PETE CORP	5297.	5297.
OMNICOM GROUP INC	10763.	10763.
PG&E CORP	1292.	1292.
REGIONS FINANCIAL CORP	1470.	1470.
STATE STREET CORP	2178.	2178.
SUNCOR CDA INC NEW	1876.	1876.
TIME WARNER CABLE INC	1189.	1189.
UNITEDHEALTH GROUP INC	4586.	4586.
VERIZON COMMUNICATIONS	2469.	2469.
BROADCOM CORP	4834.	4834.
WALT DISNEY CO	5064.	5064.
3M CO	4747.	4747.
CITRIX SYSTEMS INC	4515.	4515.
CME GROUP INC	4826.	4826.

COCA COLA CO	4538.	4538.
DEERE & CO	4983.	4983.
DR PEPPER SNAPPLE INC	4747.	4747.
FASTENAL CO	5092.	5092.
INTUIT	6064.	6064.
INTUITIVE SURGICAL INC	3866.	3866.
JOHNSON CONTROLS INC	4966.	4966.
STARBUCKS CORP	4659.	4659.
TJX COS INC	4395.	4395.
UNITED PARCEL SERVICE CL B	5081.	5081.
ACTIVISION BLIZZARD INC	4466.	4466.
BABCOCK & WILCOX CO	3352.	3352.
HUDSON CITY BANCORP INC	3300.	3300.
MCGRAW HILL CO INC	4624.	4624.
MCKEESON CORP	4152.	4152.
SEADRILL LITD	2103.	2103.
WEATHERFORD INTERNATIONAL LTD	4925.	4925.
XEROX CORP	4919.	4919.
BANK OF AMERICA	2041.	2041.
CIGNA CORP	1906.	1906.
CITIGROUP INC	4162.	4162.
CORNING INC	2299.	2299.
HSN INC	4473.	4473.
HYATT HOTELS CORP	2288.	2288.
INTERNATIONAL PAPER CO	2642.	2642.
KEYCORP	2690.	2690.
NEWMONT MINING CORP	2211.	2211.
NEXTERA ENERGY INC	988.	988.
ORACLE CORP	2535.	2535.
PEPSICO INC	2156.	2156.
PFIZER INC	2977.	2977.
PPL CORP	790.	790.
PROCTER & GAMBLE CO	2638.	2638.
PRUDENTIAL FINANCIAL INC	2877.	2877.
TEXAS INSTRUMENTS INC	2665.	2665.
UNITED STATES STEEL CORP	2395.	2395.
VALERO ENERGY CORP	1757.	1757.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>614196.</u>	<u>614196.</u>

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CATERPILLAR FINL SVCS CORP NTS 6.20% 9/30/2013	22454.	22454.
HEWLETT PACKARD GLOBAL NOTES 5.25% 3/1/2012	15767.	15767.
IBM CORP NOTES 4.75% 11/29/2012	16104.	16104.
ABBOTT LABS NOTE 5.12%	22021.	22021.
BLACKROCK INC 3.50%	20740.	20740.
CISCO SYSTEMS INC SENIOR NOTE 4.95%	21795.	21795.

CONOCOPHILLIPS NOTE 4.75%	16294.	16294.
MERRILL LYNCH & CO INC NOTES 5.45%	21096.	21096.
ORACLE CORP/OZARK HLDG INC NT 5.25%	22486.	22486.
WAL-MART STORES INC NOTE 5.80%	11490.	11490.
WALT DISNEY CO GLOBAL NOTE 4.50%	16382.	16382.
AT&T INC 2.50%	19930.	19930.
CITIGROUP INC NOTE 6.375%	22104.	22104.
GE CAPITAL CORP MED TERM NOTES 4.375%	19683.	19683.
GOLDMAN SACHS GROUP INC SR NT 5.75%	21778.	21778.
JPMORGAN CHASE & CO SR NOTE 3.70%	20698.	20698.
MEDTRONIC INC SENIOR NOTE 3.00%	15394.	15394.
MORGAN STANLEY GLOBAL NOTES 5.30%	21312.	21312.
WELLS FARGO & CO SENIOR NOTE 3.625%	20739.	20739.
TOTAL TO FORM 990-PF, PART II, LINE 10C	368267.	368267.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PIMCO REAL RETURN FUND CL A	FMV	31033.	31033.
TOTAL TO FORM 990-PF, PART II, LINE 13		31033.	31033.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

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.
DAUNTLESS HOOK & LADDER COMPANY 713 BRIDGE STREET SELINSGROVE, PA 17870	N/A SUPPORT OF VOLUNTEER FIRE COMPANY	509(A)(1) (PUBLIC CHARITY)	1000.
FAMILY PLANNING SERVICES OF SUN 4612 WESTBRANCH HIGHWAY LEWISBURG, PA 17837	N/A PROVIDE EDUCATION AND RESOURCES RE REPRODUCTION AND	509(A)(1) (PUBLIC CHARITY)	500.
HAVEN MINISTRY INC 1040 SOUTH FRONT STREET SUNBURY, PA 17801	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 MEMORIAL POOL % JANET WILL 34 E OHIO ST PO BOX 155 MCCLURE, PA 17841	N/A PROVIDE FUNDS FOR THE REPAIRS NEEDED TO MAINTAIN TH	509(A)(1) (PUBLIC CHARITY)	23600.

Organization Name	Program Description	Category	Amount
MECHANICSBURG SOCCER CLUB ATTN TOURNAMENT DIRECTOR PO BOX 1332 MECHANICSBURG, PA 17055	N/A SOCCER TOURNAMENT FOR AGES 8 THROUGH 12 YEARS	509(A)(1) (PUBLIC CHARITY)	3000.
MIDD-WEST SCHOOL DISTRICT 540 EAST MAIN STREET MIDDLEBURG, PA 17842	N/A \$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRAD	509(A)(1) (PUBLIC CHARITY)	1000.
MIDDLECREEK AREA COMMUNITY CENTER 1 ELM STREET BEAVER SPRINGS, PA 17812	N/A COMMUNITY CENTER'S VARIOUS EXERCISE AND ATHLETIC PRO	509(A)(1) (PUBLIC CHARITY)	1500.
MOSTLY MUTTS INC C/O HENRY GROSS PO BOX 498 MILLVILLE, PA 17846	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.
PENN VALLEY AIRPORT AUTHORITY ATTN BRUCE WITKOP, 100 AIRPORT ROAD SELINGROVE, PA 17870	N/A CAMPAIGN FOR UPGRADING THE AIRPORT OF LOCAL GOVT AUTHORITY	509(A)(1) (PUBLIC CHARITY)	2000.
SELINGROVE AREA SCHOOL DISTRICT 401 NORTH 18TH STREET SELINGROVE, PA 17870	N/A \$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRAD	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)	1000.
SELINGROVE PROJECTS INC PO BOX 377 SELINGROVE, PA 17870	N/A COMMUNITY SWIMMING POOL FUND	509(A)(1) (PUBLIC CHARITY)	500.
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.

THE MIDDLESWARTH FOUNDATION

20-2033335

SUMMER SEALS DAY CAMP PO BOX 395 SELINGROVE, PA 17870	N/A SUMMER DAY CAMP FOR STUDENTS OF THE SELINGROVE AREA	509(A)(1) (PUBLIC CHARITY)	1000.
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 UNIVERSITY 514 UNIVERSITY AVENUE SELINGROVE, PA 17870	N/A BUSINESS AND INDUSTRY CAMPAIGN 2010	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 BOB LAUKAITIS MEMORIAL SCHOLARSHIP FUND C/O DENNIS LAUKAITIS, RD 1 SELINGROVE, PA 17870	N/A PROVIDE FUNDS FOR THE ORGANIZATION'S SCHOLARSHIPS	509(A)(1) (PUBLIC CHARITY)	250.
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)	500.

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

48850.