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Form 990-PF

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

OMB No 1545-0052

2011

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 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE MIDDLESWARTH FOUNDATION; A Employer identification number: 20-2033335; B Telephone number: (570) 837-1431; H Check type of organization: Section 501(c)(3) exempt private foundation; I Fair market value of all assets at end of year: \$ 1,197,129; J Accounting method: Cash

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (27a) of 74,811 and Adjusted net income (27c) of 111,295.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	33,434	21,507	21,507			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	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) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges						
	10a Investments—U S and state government obligations (attach schedule)	176,229 <input type="checkbox"/>	220,385	220,385			
	b Investments—corporate stock (attach schedule)	606,150 <input type="checkbox"/>	491,402	491,402			
	c Investments—corporate bonds (attach schedule)	368,267 <input type="checkbox"/>	246,724	246,724			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	39,079 <input type="checkbox"/>	217,111	217,111			
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
15 Other assets (describe <input type="checkbox"/> _____)							
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,223,159	1,197,129	1,197,129				
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 <input type="checkbox"/> _____)						
	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	1,223,159	1,197,129				
	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 (see page 17 of the instructions)	1,223,159	1,197,129					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,223,159	1,197,129					

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	1,223,159
2	Enter amount from Part I, line 27a	2	74,811
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	0
4	Add lines 1, 2, and 3	4	1,297,970
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	100,841
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,197,129

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)
1 a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS	P		
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 815,336		726,106	89,230
b 284			284
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			89,230
b			284
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	89,514
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))
2010	50,540	1,191,872	0.042404
2009	52,678	996,705	0.052852
2008	24,149	637,778	0.037864
2007	19,591	315,448	0.062105
2006	18,743	305,692	0.061313

2 Total of line 1, column (d).	2	0.256538
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	0.051308
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,197,608
5 Multiply line 4 by line 3.	5	61,447
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,113
7 Add lines 5 and 6.	7	62,560
8 Enter qualifying distributions from Part XII, line 4.	8	34,475

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,226
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	2,226
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	2,226
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,440
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,440
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	786
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 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?		No
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)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			<input type="checkbox"/>
16 At any time during calendar year 2011, 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	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c			No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
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 2011 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>					
	5b			No	
	6b			No	
	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
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—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
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 (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. **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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

Total. Add lines 1 through 3. **0**

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	1,162,334
b	Average of monthly cash balances.	1b	53,512
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,215,846
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	1,215,846
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	18,238
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,197,608
6	Minimum investment return. Enter 5% of line 5.	6	59,880

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	59,880
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,226
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,226
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	57,654
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	57,654
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	57,654

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	34,475
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	34,475
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	34,475

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				57,654
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			2,320	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>34,475</u>				
a Applied to 2010, but not more than line 2a			2,320	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				32,155
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				25,499
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).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 33,250
b <i>Approved for future payment</i>				
Total				3b 0

Additional Data

Software ID:

Software Version:

EIN: 20-2033335

Name: THE MIDDLESWARTH FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS SNYDER COUNTY CHAPTER10 SOUTH MAIN STREET MIDDLEBURG,PA 17842	N/A	509(A)(1) (PUBLIC CH	DISASTER RELIEF TO PERSONS IN NEED	1,000
BIG BROTHERS & BIG SISTERS1070 MARKET STREET SUNBURY,PA 17081	N/A	509(A)(1) (PUBLIC CH	MENTORING PROGRAM OF THE ORGANIZATION	500
CAMP MOUNT LUTHER CORP335 MOUNT LUTHER LANE MIFFLINBURG,PA 17844	N/A	509(A)(1) (PUBLIC CH	OUTDOOR MINISTRIES FOR WORSHIP, ENVIRONMENTAL EDUCAT	1,000
DAUNTLESS HOOK & LADDER COMPANY713 BRIDGE STREET SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	SUPPORT OF VOLUNTEER FIRE COMPANY	1,000
FAMILY PLANNING SERVICES OF SUN4612 WESTBRANCH HIGHWAY LEWISBURG,PA 17837	N/A	509(A)(1) (PUBLIC CH	PROVIDE EDUCATION AND RESOURCES RE REPRODUCTION AND	500
HAVEN MINISTRY INC1040 SOUTH FRONT STREET SUNBURY,PA 17801	N/A	509(A)(1) (PUBLIC CH	PROVIDE FOOD AND SHELTER TO THOSE IN NEED	2,000
HEMLOCK COUNCIL OF THE GIRL SCOUTS350 HALE AVENUE HARRISBURG,PA 17104	N/A	509(A)(1) (PUBLIC CH	GENERAL PROGRAMS OF THE GIRL SCOUTS	1,000
MCCLURE VETERAN'S MEMORIAL POOLJANET WILL 34 E OHIO ST PO BOX 155 MCCLURE,PA 17841	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE REPAIRS NEEDED TO MAINTAIN TH	2,000
MECHANICSBURG SOCCER CLUB ATTN TOURNAMENT DIRECTOR PO BOX 1332 MECHANICSBURG,PA 17055	N/A	509(A)(1) (PUBLIC CH	SOCCER TOURNAMENT FOR AGES 8 THROUGH 12 YEARS	3,000
MIDD-SELIN BOWLINGC/O ROGER FOLK 215 GRAND ST MIDDLEBURG,PA 17842	N/A	509(A)(1) (PUBLIC CH	PROMOTE THE SPORT OF BOWLING	250
MIDD-WEST SCHOOL DISTRICT540 EAST MAIN STREET MIDDLEBURG,PA 17842	N/A	509(A)(1) (PUBLIC CH	\$ 500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRAD	1,000
MIDDLEBURG AREA COMMUNITY POOLPO BOX 352 MIDDLEBURG,PA 17842	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR UPKEEP TO COMMUNITY SWIMMING POOL	2,000
MIDDLEBURG COMMUNITY PROJECTSC/O PAULA SNOOK 430 IRON BRIDGE RD MIDDLEBURG,PA 17842	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR UPKEEP TO COMMUNITY SWIMMING POOL	3,000
MIDDLECREEK AREA COMMUNITY CENTER1 ELM STREET BEAVER SPRINGS,PA 17812	N/A	509(A)(1) (PUBLIC CH	COMMUNITY CENTER'S VARIOUS EXERCISE AND ATHLETIC PRO	1,500
MOSTLY MUTTS INCC/O HENRY GROSS PO BOX 498 MILLVILLE,PA 17846	N/A	509(A)(1) (PUBLIC CH	PROVIDE FOOD, MEDICAL CARE AND SHELTER TO NO-KILL AN	500
NEEDY FAMILY FUND SUSQUEHANNA BANK 400 MARKET STREET SUNBURY,PA 17081	N/A	509(A)(1) (PUBLIC CH	PROVIDE FOOD, CLOTHING AND OTHER BASIC NECESSITIES T	1,000
SELINGROVE AREA SCHOOL DISTRICT401 NORTH 18TH STREET SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	\$ 500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRAD	1,000
SELINGROVE AREA YOUTH FOUNDATIONC/O THE BOWEN AGENCY 1372 N SUSQUEHANNA TRL SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	FOUNDATION'S SCHOLARSHIP AND YOUTH PROGRAMS	1,000
SELINGROVE PROJECTS INCPO BOX 377 SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	COMMUNITY SWIMMING POOL FUND	500
SHEETZ FAMILY CHARITIESATT JOSH CAMPBELL 242 SHEETZ WAY CLAYSBURG,PA 16625	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE ORGANIZATION'S SCHOLARSHIPS	3,000
SNYDER COUNTY CHILDREN AND YOUTH SERVICESUITE 15 713 BRIDGE STREET SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	PURCHASE ITEMS FOR HOLIDAY DISTRIBUTION TO CHILDREN	500
SUMMER SEALS DAY CAMPPPO BOX 395 SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	SUMMER DAY CAMP FOR STUDENTS OF THE SELINGROVE AREA	1,000
SUSQUEHANNA COUNCIL BOY SCOUTS OF AMERICA815 NORTHWAY ROAD WILLIAMSPORT,PA 17701	N/A	509(A)(1) (PUBLIC CH	GENERAL PROGRAMS OF THE BOY SCOUTS	1,000
SUSQUEHANNA UNIVERSITY514 UNIVERSITY AVENUE SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	BUSINESS AND INDUSTRY CAMPAIGN 2010	1,000
SUSQUEHANNA VALLEY WOMEN IN TRANSITIONPO BOX 170 LEWISBURG,PA 17837	N/A	509(A)(1) (PUBLIC CH	PROVIDE SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE AND	1,000
THE PENNSYLVANIA SPCA350 EAST ERIE AVENUE PHILADELPHIA,PA 19134	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE PREVENTION OF CRUELTY OF ANIMA	500
THE SALVATION ARMY40 SOUTH FOURTH STREET SUNBURY,PA 17081	N/A	509(A)(1) (PUBLIC CH	PROVIDE FOOD, CLOTHING AND SHELTER TO PERSONS IN NEE	1,000
UNION-SNYDER HABITAT FOR HUMANITYPO BOX 64 SELINGROVE,PA 17870	N/A	509(A)(1) (PUBLIC CH	8PROVIDE AFFORDABLE HOUSING TO LOW-INCOME PERSONS	500

Total **3a** 33,250

TY 2011 Accounting Fees Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHAEFFER EICHNER & WAGNER LLP - FORM 990-PF, INVESTMENTS, OTHER ACCOUNTING	2,450	1,225		1,225

**TY 2011 Investments Corporate
Bonds Schedule****Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINL SVCS CORP NTS 6.20% 9/30/2013	16,352	16,352
ABBOTT LABS NOTE 5.12%	11,611	11,611
CISCO SYSTEMS INC SENIOR NOTE 4.95%	17,388	17,388
CONOCOPHILLIPS NOTE 4.75%	16,200	16,200
ORACLE CORP/OZARK HLDG INC NT 5.25%	17,326	17,326
AT&T INC 2.50%	15,578	15,578
CITIGROUP INC NOTE 6.375%	15,743	15,743
GE CAPITAL CORP MED TERM NOTES 4.375%	20,580	20,580
JPMORGAN CHASE & CO SR NOTE 3.70%	15,552	15,552
MEDTRONIC INC SENIOR NOTE 3.00%	15,883	15,883
WELLS FARGO & CO SENIOR NOTE 3.625%	15,703	15,703
BB&T CORP MEDIUM TERM NOTES 3.20%	15,636	15,636
HOME DEPOT INC SENIOR NOTES 5.40%	11,550	11,550
PNC FDG CORP SR NOTES 3.625%	15,756	15,756
SHELL INTL FINANCE GTD NOTE 3.10%	10,722	10,722
US BANKCORP MEDIUM TERM NOTES 2.20%	15,144	15,144

Name: THE MIDDLESWARTH FOUNDATION
 EIN: 20-2033335

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	4,455	4,455
BECTON DICKINSON & CO	4,110	4,110
COLGATE PALMOLIVE CO	3,880	3,880
EMERSON ELECTRIC CO	2,843	2,843
KRAFT FOODS INC CLASS A	4,184	4,184
MCDONALDS CORP	9,432	9,432
PRAXAIR INC	9,193	9,193
T ROWE PRICE GROUP INC	4,499	4,499
QUALCOMM INC	8,862	8,862
SCHLUMBERGER LIMITED	4,782	4,782
UNITED TECHNOLOGIES CORP	8,990	8,990
ANNALY CAPITAL MANAGEMENT INC	3,000	3,000
BRANDYWINE RLTY TR	1,862	1,862
BROADRIDGE FINL SOLUTIONS INC	3,474	3,474
CABLEVISION SYSTEMS CORP CL A	2,845	2,845
CONSOLIATED EDISON INC	1,737	1,737
ENDURANCE SPECIALTY HOLDINGS	3,443	3,443
ENTERGY CORP	2,630	2,630
GENUINE PARTS CO	5,080	5,080
GREAT PLAINS ENERGY INC	2,635	2,635
HASBRO INC	3,125	3,125
HCP INC	3,646	3,646
HEALTH CARE REIT INC	2,836	2,836
MATTEL INC	3,387	3,387
NISOURCE INC	2,619	2,619
OLD REPUBLIC INTERNATIONAL	1,622	1,622
PROGRESS ENERGY INC	3,417	3,417
RANGE RESOURCE CORP	3,221	3,221
ROCKWELL COLLINS INC	1,550	1,550
SEMPRA ENERGY	3,410	3,410
SAINT JUDE MEDICAL INC	7,031	7,031
TELEPHONE & DATA SYSTEMS INC	2,857	2,857
ULTRA PETROLEUM CORP	1,600	1,600
XCEL ENERGY INC	2,653	2,653
ZIMMER HLDGS INC COM	2,244	2,244
ARCHER DANIELS MIDLAND CO	887	887
AT&T INC	1,845	1,845
CATERPILLAR INC	1,450	1,450
CHEVRON CORP	4,894	4,894
EATON CORP	2,002	2,002
EL PASO CORP	2,418	2,418
EXXON MOBIL CORP	4,408	4,408
FREEMONT-MCMORAN COPPER & GOLD	2,281	2,281
JPMORGAN CHASE & CO	1,762	1,762
M&T BK CORP	3,435	3,435
SUNTRUST BANKS INC	2,336	2,336
TEVA PHARM IND LTD ADR	2,179	2,179
ANALOG DEVICES INC	3,614	3,614
CHUBB CORP	3,599	3,599
CLOROX CO	2,263	2,263
HJ HEINZ CO	3,296	3,296
NEW YORK COMMUNITY BANCORP	3,266	3,266
SCANA CORP	3,560	3,560
ACCENTURE PLC IRELAND	3,833	3,833
EMC CORP	4,416	4,416
IBM	8,826	8,826
JM SMUCKER CO	3,049	3,049
JUNIPER NETWORKS INC	2,286	2,286
CANADIAN NATIONAL RAILWAY CO	4,478	4,478
DEVON ENERGY CORP	4,092	4,092
INTEL CORP	2,983	2,983
MARATHON OIL CORP	3,717	3,717
METLIFE INC	2,619	2,619
OCCIDENTAL PETE CORP	5,060	5,060
OMNICOM GROUP INC	3,834	3,834
STATE STREET CORP	3,628	3,628
UNITEDHEALTH GROUP INC	4,308	4,308
BROADCOM CORP	3,053	3,053
COCA COLA CO	3,918	3,918
DEERE & CO	4,641	4,641
FASTENAL CO	3,707	3,707
INTUITIVE SURGICAL INC	4,630	4,630
STARBUCKS CORP	5,337	5,337
TJX COS INC	4,389	4,389
UNITED PARCEL SERVICE CL B	5,123	5,123
ACTIVISION BLIZZARD INC	2,353	2,353
BABCOCK & WILCOX CO	2,945	2,945
HUDSON CITY BANCORP INC	1,706	1,706
MCKEESON CORP	7,012	7,012
SEADRILL LTD	2,719	2,719
WEATHERFORD INTERNATIONAL LTD	2,796	2,796
XEROX CORP	3,558	3,558
ORACLE CORP	4,155	4,155
PEPSICO INC	4,047	4,047
AMERICAN TOWER SYS CORP CL A	4,201	4,201
ARM HLDGS PLC ADR	4,261	4,261
CAPITAL ONE FINANCIAL CORP	5,244	5,244
CERNER CORP	2,511	2,511
CHECK POINT SOFTWARE TECH LTD	3,730	3,730
CISCO SYSTEMS INC	4,393	4,393
COACH INC	6,959	6,959
DOLLAR TREE INC	4,405	4,405
E I DU PONT DE NEMOURS & CO	4,486	4,486
GOOGLE INC CL A	9,688	9,688
MEAD JOHNSON NUTRITION CO	4,674	4,674
NATIONAL OILWELL VARCO INC	5,099	5,099
TERADATA CORP DEL	3,396	3,396
WALGREEN CO	4,265	4,265
AECOM TECHNOLOGY CORP DELAWARE	1,831	1,831
AMERICAN CAP AGY CORP	3,229	3,229
CONSTELLATION ENERGY GROUP INC	3,332	3,332
FIRST AMERICAN FINANCIAL CORP	2,293	2,293
W R GRACE & CO	1,791	1,791
HAEMONETICS CORP	2,326	2,326
INVESCO LTD	3,014	3,014
NEXEN INC	1,591	1,591
SANOFI CONTINGENT VALUE TR	532	532
SONOCO PRODUCTS CO	1,747	1,747
AVERY DENNISON CORP	1,749	1,749
BOSTON SCIENTIFIC CORP	1,404	1,404
AFLAC INC	5,408	5,408
ALTRIA GROUP INC	3,202	3,202
AMERICAN EXPRESS	3,962	3,962
BHP BILLITON LTD ADR	1,624	1,624
BLACKROCK INC CL A	4,100	4,100
BRISTOL-MYERS SQUIBB CO	3,806	3,806
CONOCOPHILLIPS	4,445	4,445
CUMMINS ENGINE INC	1,408	1,408
DANAHER CORP	2,540	2,540
DOMINION RESOURCES INC	5,308	5,308
ENSCO INTL LTD	3,566	3,566
EXPRESS SCRIPTS INC	1,385	1,385
GAMESTOP CORP CL A	1,665	1,665
HOME DEPOT INC	2,270	2,270
ILLINOIS TOOL WORKS INC	3,223	3,223
LABORATORY CORP AMERICA HLDGS	1,977	1,977
MARATHON PETE CORP	2,264	2,264
MICROSOFT CORP	2,804	2,804
NOVARTIS AG ADR	4,802	4,802
PHILIP MORRIS INTL INC	6,200	6,200
ROSS STORES INC	5,133	5,133
TE CONNECTIVITY LTD	3,081	3,081
UNION PACIFIC CORP	4,873	4,873
VODAFONE GROUP PLC ADR	2,579	2,579
XILINX INC	3,687	3,687
YUM BRANDS INC	4,072	4,072

**TY 2011 Investments Government
Obligations Schedule**

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

US Government Securities - End of Year Book Value:	220,385
US Government Securities - End of Year Fair Market Value:	220,385
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2011 Investments - Other Schedule**Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPDR GOLD TR GOLD SHS	FMV	5,776	5,776
PIMCO REAL RETURN FUND CL A	FMV	10,197	10,197
PIMCO ALL ASSET FUND CL A	FMV	201,138	201,138

TY 2011 Other Decreases Schedule**Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

Description	Amount
FMV DECREASE OF SFAS 124 SECURITIES AT 12/31/11	100,841

TY 2011 Other Professional Fees Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EDWARD JONES - INVESTMENT MGMT FEES	20,992	20,992		0

TY 2011 Taxes Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010 FORM 990-PF EXCISE TAX ON INVESTMENTS	572	0		0
FOREIGN TAX W/H FROM DIVIDENDS	27	27		0
2011 FORM 990-PF ESTIMATE EXCISE TAX ON INVESTMENTS	1,440	0		0