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Form 990-PF

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

2012

Open to Public Inspection

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 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE MIDDLESWARTH FOUNDATION
A Employer identification number 20-2033335
B Telephone number (see instructions) (570) 837-1431
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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Excess of revenue over expenses and disbursements (-36,236) and Net investment income (49,645).

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	21,507	56,337	56,337			
	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)	220,385 <input type="checkbox"/>	156,171	156,171			
	b Investments—corporate stock (attach schedule)	491,402 <input type="checkbox"/>	492,872	492,872			
	c Investments—corporate bonds (attach schedule)	246,724 <input type="checkbox"/>	280,589	280,589			
	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)	217,111 <input type="checkbox"/>	217,312	217,312			
	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)	1,197,129	1,203,281	1,203,281				
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	1,197,129	1,203,281				
	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)	1,197,129	1,203,281					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,197,129	1,203,281					

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	1,197,129
2	Enter amount from Part I, line 27a	2	-36,236
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	42,388
4	Add lines 1, 2, and 3	4	1,203,281
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	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	1,203,281

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 545,170		514,892	30,278
b 266			266
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			30,278
b			266
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	30,544
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 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))
2011	34,475	1,197,608	0.028787
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

2 Total of line 1, column (d).	2	0.224012
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	0.044802
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,234,221
5 Multiply line 4 by line 3.	5	55,296
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	496
7 Add lines 5 and 6.	7	55,792
8 Enter qualifying distributions from Part XII, line 4.	8	82,850

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	496
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	496
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	496
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,240
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	2,240
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	1,744
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,000 Refunded <input type="checkbox"/>	11	744

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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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			
16	At any time during calendar year 2012, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16		No

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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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 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 2012 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 2012.</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 2012?	4b	No

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 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 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 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	1,185,131
b	Average of monthly cash balances.	1b	67,885
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,253,016
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	1,253,016
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	18,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,234,221
6	Minimum investment return. Enter 5% of line 5.	6	61,711

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	61,711
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	496
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	496
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	61,215
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	61,215
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	61,215

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	82,850
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	82,850
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 instructions).	5	496
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	82,354

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				61,215
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			25,499	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>82,850</u>				
a Applied to 2011, but not more than line 2a			25,499	
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 2012 distributable amount.				57,351
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	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 instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				3,864
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

Part XIV Private Operating Foundations (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization had \$5,000 or more in assets at any time during the year—see 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 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)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 81,550
b <i>Approved for future payment</i>				
Total				3b 0

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 CHAPTER 10 SOUTH MAIN STREET MIDDLEBURG, PA 17842	N/A	509(A)(1) (PUBLIC CH	DISASTER RELIEF TO PERSONS IN NEED	1,000
ASHLEY AND ERIKA FOUNDATION PO BOX 34 TROXELVILLE, PA 17882	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS TO HELP FAMILIES OF THE MIDD-WEST SCHOOL DISTRICT IN THEIR TIMES OF NEED	500
BIG BROTHERS & BIG SISTERS 1070 MARKET STREET SUNBURY, PA 17081	N/A	509(A)(1) (PUBLIC CH	MENTORING PROGRAM OF THE ORGANIZATION	500
CAMP MOUNT LUTHER CORP 335 MOUNT LUTHER LANE MIFFLINBURG, PA 17844	N/A	509(A)(1) (PUBLIC CH	OUTDOOR MINISTRIES FOR WORSHIP, ENVIRONMENTAL EDUCAT	1,000
DAUNTLESS HOOK & LADDER COMPANY 713 BRIDGE STREET SELINGSGROVE, PA 17870	N/A	509(A)(1) (PUBLIC CH	SUPPORT OF VOLUNTEER FIRE COMPANY	1,000
FAITH UNITED CHURCH OF CHRIST C/O PASTOR GEORGE 117 NORTH FAITH ROAD GRANTVILLE, PA 17028	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR SIERRA BRINSER PROJECT	250
FAMILY PLANNING SERVICES OF SUN 4612 WESTBRANCH HIGHWAY LEWISBURG, PA 17837	N/A	509(A)(1) (PUBLIC CH	PROVIDE EDUCATION AND RESOURCES RE REPRODUCTION AND	500
HAVEN MINISTRY INC 1040 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 SCOUTS 350 HALE AVENUE HARRISBURG, PA 17104	N/A	509(A)(1) (PUBLIC CH	GENERAL PROGRAMS OF THE GIRL SCOUTS	1,000
JUNIOR ACHIEVEMENT OF CENTRAL PENNSYLVANIA INC 2420 GEHMAN LANE STE 100 LANCASTER, PA 17602	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE ORGANIZATION'S CELEBRATION OF EXCELLENCE PROGRAM	500
MCCLURE VETERAN'S MEMORIAL POOL JANET 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
MIDD-SELIN BOWLING C/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 DISTRICT 540 EAST MAIN STREET MIDDLEBURG, PA 17842	N/A	509(A)(1) (PUBLIC CH	\$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRADUATE AND \$800 FOR THE ART DEPARTMENT	1,800
MIDDLEBURG AREA COMMUNITY POOL PO BOX 352 MIDDLEBURG, PA 17842	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR UPKEEP TO COMMUNITY SWIMMING POOL	2,000
MIDDLECREEK AREA COMMUNITY CENTER 1 ELM STREET BEAVER SPRINGS, PA 17812	N/A	509(A)(1) (PUBLIC CH	COMMUNITY CENTER'S VARIOUS EXERCISE AND ATHLETIC PRO	2,000

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>				
MOSTLY MUTTS INC C/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
MOUNTAINSIDE ASSEMBLY OF GOD 1900 TREVORTON ROAD COAL TOWNSHIP, PA 17866	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE MISSION OF THE CHURCH	1,000
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
RELIANCE HOSE COMPANY NO 1 MAIN STREET MIDDLEBURG, PA 17842	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE VOLUNTEER FIRE COMPANY FOR FIREFIGHTING AND EMERGENCY SERVICES	3,500
SELINGROVE AREA COMMUNITY FOUNDATION C/O JOHN FISCHER PO BOX 180 SELINGROVE, PA 17870	N/A	509(A)(1) (PUBLIC CH	FOUNDATION'S SCHOLARSHIP AND YOUTH PROGRAMS	1,000
SELINGROVE AREA SCHOOL DISTRICT 401 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 PROJECTS INC PO BOX 377 SELINGROVE, PA 17870	N/A	509(A)(1) (PUBLIC CH	COMMUNITY SWIMMING POOL FUND	500
SEND INTERNATIONAL PO BOX 513 FARMINGTON, MI 48332	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR MINISTRY IN KOSOVA	250
SHEETZ FAMILY CHARITIES ATT JOSH CAMPBELL 242 SHEETZ WAY CLAYSBURG, PA 16625	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE ORGANIZATION'S SCHOLARSHIPS	50,000
SNYDER COUNTY CHILDREN AND YOUTH SERVICES SUITE 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 CAMP PO 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 AMERICA 815 NORTHWAY ROAD WILLIAMSPORT, PA 17701	N/A	509(A)(1) (PUBLIC CH	GENERAL PROGRAMS OF THE BOY SCOUTS	1,000
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVENUE SELINGROVE, PA 17870	N/A	509(A)(1) (PUBLIC CH	BUSINESS AND INDUSTRY CAMPAIGN 2010	1,000
SUSQUEHANNA VALLEY WOMEN IN TRANSITION PO BOX 170 LEWISBURG, PA 17837	N/A	509(A)(1) (PUBLIC CH	PROVIDE SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE AND	1,000
THE PENNSYLVANIA SPCA 2801 BLOOM ROAD DANVILLE, PA 17821	N/A	509(A)(1) (PUBLIC CH	PROVIDE FUNDS FOR THE PREVENTION OF CRUELTY OF ANIMA	500

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>				
THE SALVATION ARMY 40 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 HUMANITY PO BOX 64 SELINGROVE, PA 17870	N/A	509(A)(1) (PUBLIC CH	8PROVIDE AFFORDABLE HOUSING TO LOW-INCOME PERSONS	500
Total				81,550

TY 2012 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	2,600	1,300		1,300

TY 2012 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
CISCO SYSTEMS INC SENIOR NOTE 4.95%	17,757	17,757
AT&T INC 2.50%	15,639	15,639
GE CAPITAL CORP MED TERM NOTES 4.375%	16,741	16,741
JPMORGAN CHASE & CO SR NOTE 3.70%	15,793	15,793
WELLS FARGO & CO SENIOR NOTE 3.625%	15,942	15,942
BB&T CORP MEDIUM TERM NOTES 3.20%	15,965	15,965
PNC FDG CORP SR NOTES 3.625%	15,879	15,879
AMERICAN EXPRESS CR CORP MTN 2.75%	15,726	15,726
BANK OF AMERICA CORP CR MTN SER L 1.50%	15,077	15,077
BOSTON PPTYS LTD PARTNERSHIP 3.70%	10,863	10,863
BP CAP MKTS PLC GTD NT 2.248%	15,606	15,606
GOLDMAN SACHS GROUP IN SR NT 5.75%	17,068	17,068
HEWLETT PARKARD CO SR NOTE 3.70%	14,990	14,990
DIRECTV HLDGS LLC/DIRECTV 3.50%	15,891	15,891
DOW CHEMICAL CO NOTE 5.90%	16,548	16,548
KRAFT FOODS INC NOTE 4.125%	10,895	10,895
METLIFE INC SENIOR NOTE 5.00%	11,009	11,009
PETROBES INTL FIN CO GLOBAL NT 5.875%	5,725	5,725
TIME WARNER INC NEW NOTE 5.875%	11,709	11,709
XEROX CORP SENIOR NOTE 6.35%	5,766	5,766

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	5,322	5,322
COLGATE PALMOLIVE CO	4,391	4,391
KRAFT FOODS GROUP INC	1,682	1,682
MCDONALDS CORP	2,293	2,293
PRAXAIR INC	7,552	7,552
QUALCOMM INC	8,908	8,908
SCHLUMBERGER LIMITED	4,851	4,851
UNITED TECHNOLOGIES CORP	7,791	7,791
ANNALY CAPITAL MANAGEMENT INC	3,805	3,805
BRANDYWINE RLTY TR	2,389	2,389
BROADRIDGE FINL SOLUTIONS INC	3,524	3,524
CABLEVISION SYSTEMS CORP CL A	2,988	2,988
ENDURANCE SPECIALTY HOLDINGS	3,572	3,572
ENTERGY CORP	2,295	2,295
GENUINE PARTS CO	5,595	5,595
HASBRO INC	3,518	3,518
HCP INC	3,976	3,976
HEALTH CARE REIT INC	4,045	4,045
MATTEL INC	4,468	4,468
NISOURCE INC	2,738	2,738
OLD REPUBLIC INTERNATIONAL	2,982	2,982
ROCKWELL COLLINS INC	1,629	1,629
SEMPRA ENERGY	4,398	4,398
SAINT JUDE MEDICAL INC	3,831	3,831
TELEPHONE & DATA SYSTEMS INC	2,657	2,657
XCEL ENERGY INC	2,564	2,564
ZIMMER HLDGS INC COM	2,800	2,800
AT&T INC	1,551	1,551
CATERPILLAR INC	1,075	1,075
CHEVRON CORP	2,379	2,379

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EATON CORP	1,896	1,896
EXXON MOBIL CORP	6,838	6,838
JPMORGAN CHASE & CO	2,462	2,462
M&T BK CORP	4,431	4,431
SUNTRUST BANKS INC	3,742	3,742
ANALOG DEVICES INC	4,248	4,248
CHUBB CORP	3,917	3,917
CLOROX CO	2,489	2,489
HJ HEINZ CO	4,845	4,845
NEW YORK COMMUNITY BANCORP	3,458	3,458
SCANA CORP	3,606	3,606
ACCENTURE PLC IRELAND	4,788	4,788
EMC CORP	6,730	6,730
IBM	8,045	8,045
CANADIAN NATIONAL RAILWAY CO	5,188	5,188
INTEL CORP	3,815	3,815
MARATHON OIL CORP	2,974	2,974
OMNICOM GROUP INC	4,297	4,297
STATE STREET CORP	1,786	1,786
UNITEDHEALTH GROUP INC	3,526	3,526
BROADCOM CORP	2,624	2,624
COCA COLA CO	4,060	4,060
INTUITIVE SURGICAL INC	4,904	4,904
TJX COS INC	5,094	5,094
UNITED PARCEL SERVICE CL B	5,161	5,161
BABCOCK & WILCOX CO	3,196	3,196
HUDSON CITY BANCORP INC	2,219	2,219
MCKEESON CORP	7,660	7,660
XEROX CORP	3,049	3,049
ORACLE CORP	4,098	4,098

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC	2,258	2,258
AMERICAN TOWER SYS CORP CL A	5,409	5,409
ARM HLDGS PLC ADR	4,010	4,010
CAPITAL ONE FINANCIAL CORP	7,763	7,763
CISCO SYSTEMS INC	1,651	1,651
COACH INC	6,384	6,384
DOLLAR TREE INC	4,299	4,299
GOOGLE INC CL A	9,196	9,196
NATIONAL OILWELL VARCO INC	3,896	3,896
WALGREEN CO	1,702	1,702
AMERICAN CAP AGY CORP	4,595	4,595
FIRST AMERICAN FINANCIAL CORP	4,360	4,360
W R GRACE & CO	3,160	3,160
HAEMONETICS CORP	3,104	3,104
INVESCO LTD	3,914	3,914
NEXEN INC	3,556	3,556
SONOCO PRODUCTS CO	2,646	2,646
AVERY DENNISON CORP	2,130	2,130
BOSTON SCIENTIFIC CORP	1,507	1,507
AFLAC INC	3,825	3,825
ALTRIA GROUP INC	2,578	2,578
AMERICAN EXPRESS	3,679	3,679
BHP BILLITON LTD ADR	784	784
BLACKROCK INC CL A	4,134	4,134
BRISTOL-MYERS SQUIBB CO	1,532	1,532
CONOCOPHILLIPS	2,668	2,668
CUMMINS ENGINE INC	5,092	5,092
DANAHER CORP	2,292	2,292
ENSCO INTL PLC NEW CL A ORD	3,438	3,438
EXPRESS SCRIPTS INC	3,510	3,510

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HOME DEPOT INC	1,608	1,608
ILLINOIS TOOL WORKS INC	3,162	3,162
MARATHON PETE CORP	1,323	1,323
MICROSOFT CORP	6,116	6,116
NOVARTIS AG ADR	1,646	1,646
PHILIP MORRIS INTL INC	5,018	5,018
ROSS STORES INC	2,816	2,816
TE CONNECTIVITY LTD	1,559	1,559
UNION PACIFIC CORP	4,400	4,400
VODAFONE GROUP PLC ADR	1,763	1,763
YUM BRANDS INC	3,453	3,453
BANK OF AMERICA CORP	1,707	1,707
NORFOLK SOUTHERN CORP	1,175	1,175
ABBOTT LABORATORIES	2,227	2,227
ITC HOLDINGS CORP	1,846	1,846
SUN COMMUNITIES	3,391	3,391
SYSCO CORP	2,881	2,881
TECO ENERGY INC	2,682	2,682
AGILENT TECHNOLOGIES	4,667	4,667
ALLERGAN INC	4,678	4,678
BB&T CORP	4,716	4,716
BED BATH AND BEYOND INC	3,578	3,578
CITIGROUP INC	1,662	1,662
NATIONAL FUEL GAS CO	1,774	1,774
REGAL ENTERTAINMENT GROUP CL A	1,869	1,869
GENERAL ELEC CO	3,673	3,673
MERCK & CO INC NEW	1,433	1,433
COVIDIEN PLC	2,829	2,829
PFIZER INC	3,135	3,135
PHILLIPS 66	1,221	1,221

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CITRIX SYSTEMS INC	4,068	4,068
COMCAST CORP	4,072	4,072
EBAY INC	5,304	5,304
ESTEE LAUDER COS INC CL A	4,310	4,310
ROPER INDUSTRIES INC	5,574	5,574
TRAVELERS COMPANIES INC	5,674	5,674
VF CORP	4,529	4,529
DUKE ENERGY CORP NEW	3,381	3,381
EXELON CORP	2,320	2,320
MONSANTO CO	5,963	5,963
NEXTERA ENERGY INC	1,591	1,591
PRECISION CASTPARTS	5,493	5,493
JOHNSON & JOHNSON	4,837	4,837
MONDELEZ INTERNATIONAL INC	2,851	2,851
WELLS FARGO & CO	3,110	3,110

**TY 2012 Investments Government
Obligations Schedule**

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

**US Government Securities - End of
Year Book Value:** 156,171

**US Government Securities - End of
Year Fair Market Value:** 156,171

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 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	6,157	6,157
PIMCO REAL RETURN FUND CL A	FMV	11,097	11,097
PIMCO ALL ASSET FUND CL A	FMV	200,058	200,058

TY 2012 Other Expenses Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CHECKBOOK FEE	9	0		0

TY 2012 Other Increases Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Description	Amount
FMV INCREASE OF SFAS 124 SECURITIES AT 12/31/12	42,388

TY 2012 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	18,618	18,618		0

TY 2012 Taxes Schedule

Name: THE MIDDLESWARTH FOUNDATION

EIN: 20-2033335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2011 FORM 990-PF EXCISE TAX ON INVESTMENTS	786	0		0
FOREIGN TAX W/H FROM DIVIDENDS	17	17		0
2012 FORM 990-PF ESTIMATE EXCISE TAX ON INVESTMENTS	2,240	0		0