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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013**

Name of foundation THE MIDDLESWARTH FOUNDATION		<b>A Employer identification number</b> 20-2033335
Number and street (or P O box number if mail is not delivered to street address) Room/suite DAVID MIDDLESWARTH 250 FURNACE ROAD		<b>B Telephone number (see instructions)</b> (570) 837-1431
City or town, state or province, country, and ZIP or foreign postal code MIDDLEBURG, PA 17842		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,272,848	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	17,444	17,444		
	<b>4</b> Dividends and interest from securities. . . . .	20,290	20,288		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	36,300			
	<b>b</b> Gross sales price for all assets on line 6a 660,602				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		36,300		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	744	0			
<b>12 Total.</b> Add lines 1 through 11 . . . . .	74,778	74,032			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	2,750	1,375		1,375
	<b>c</b> Other professional fees (attach schedule) . . . . .	18,980	18,980		0
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)				
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .				
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	21,730	20,355		1,375
	<b>25</b> Contributions, gifts, grants paid . . . . .	69,600			69,600
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	91,330	20,355		70,975	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-16,552				
<b>b Net investment income</b> (if negative, enter -0-)		53,677			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	56,337	35,845	35,845		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	156,171	<input checked="" type="checkbox"/>	150,967	150,967	
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	492,872	<input checked="" type="checkbox"/>	660,961	660,961	
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	280,589	<input checked="" type="checkbox"/>	214,037	214,037	
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	217,312	<input checked="" type="checkbox"/>	211,038	211,038	
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,203,281		1,272,848	1,272,848		
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0		0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	1,203,281		1,272,848		
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg , and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds					
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,203,281		1,272,848			
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,203,281		1,272,848			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,203,281
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-16,552
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	86,119
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,272,848
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,272,848

**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)
<b>1 a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> CAPITAL GAINS DIVIDENDS	P		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 660,449		624,302	36,147
<b>b</b> 153			153
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			36,147
<b>b</b>			153
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	36,300
<b>3</b> 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 }	<b>3</b>	

**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))
2012	82,354	1,234,221	0.066725
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

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.228632
<b>3</b> 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	<b>3</b>	0.045726
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	1,244,487
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	56,905
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	537
<b>7</b> Add lines 5 and 6.	<b>7</b>	57,442
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	70,975

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	537
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	537
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	537
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,000
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	1,000
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	463
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 463 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
<b>b</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>	<b>8b</b>	Yes
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>	No

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>DAVID B MIDDLESWARTH</b> Telephone no <b>(570) 837-1431</b> Located at <b>250 FURNACE ROAD MIDDLEBURG PA</b> ZIP +4 <b>17842</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	At any time during calendar year 2013, 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 <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>		
<b>c</b>	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 2013?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years <b>20___, 20___, 20___, 20___</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2013 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 2013.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2013?	<b>4b</b>		<b>No</b>



**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		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,219,546
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	43,893
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,263,439
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,263,439
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	18,952
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,244,487
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	62,224

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	62,224
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	537
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	537
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	61,687
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	61,687
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	61,687

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	70,975
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	70,975
<b>5</b>	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). . . . .	<b>5</b>	537
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	70,438

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				61,687
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			3,864	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>70,975</u>				
<b>a</b> Applied to 2012, but not more than line 2a			3,864	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				61,687
<b>e</b> Remaining amount distributed out of corpus	5,424			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,424			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	5,424			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .	5,424			

**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 2013, 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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) )

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**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

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**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

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

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

---

**c** Any submission deadlines

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**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>69,600</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>0</b>





**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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN RED CROSS 30 N 5TH STREET SUNBURY, PA 17801	N/A	PC	DISASTER RELIEF TO PERSONS IN NEED	1,000
BIG BROTHERS & BIG SISTERS 1070 MARKET STREET SUNBURY, PA 17081	N/A	PC	MENTORING PROGRAM OF THE ORGANIZATION	500
CAMP MOUNT LUTHER CORP 335 MOUNT LUTHER LANE MIFFLINBURG, PA 17844	N/A	PC	OUTDOOR MINISTRIES FOR WORSHIP, ENVIRONMENTAL EDUCATION	1,000
DAUNTLESS HOOK & LADDER COMPANY 713 BRIDGE STREET SUITE 13 SELINGROVE, PA 17870	N/A	PC	SUPPORT OF VOLUNTEER FIRE COMPANY	1,000
FAMILY PLANNING SERVICES OF SUN 4612 WESTBRANCH HIGHWAY LEWISBURG, PA 17837	N/A	PC	PROVIDE EDUCATION AND RESOURCES RE REPRODUCTION AND FAMILY PLANNING	500
HAVEN MINISTRY INC 1040 SOUTH FRONT STREET SUNBURY, PA 17801	N/A	PC	PROVIDE FOOD AND SHELTER TO THOSE IN NEED	2,000
HEMLOCK COUNCIL OF THE GIRL SCOUTS 350 HALE AVENUE HARRISBURG, PA 17104	N/A	PC	GENERAL PROGRAMS OF THE GIRL SCOUTS	1,000
JUNIOR ACHIEVEMENT OF CENTRAL PENNSYLVANIA INC 2420 GEHMAN LANE STE 100 LANCASTER, PA 17602	N/A	PC	PROVIDE FUNDS FOR THE ORGANIZATION'S CELEBRATION OF EXCELLENCE PROGRAM	500
LDSA C/O STEVE TROUTMAN 2136 CANTERBURY DR MECHANICSBURG, PA 17055	N/A	PC	LDC UNITED CRUSHERS SOCCER TEAM	4,100
MECHANICSBURG SOCCER CLUB A/O SPONSORSHIPS PO BOX 1332 MECHANICSBURG, PA 17055	N/A	PC	SPRING TOURNAMENT	3,000
MIDD-SELIN BOWLING C/O ROGER FOLK 215 GRAND ST MIDDLEBURG, PA 17842	N/A	PC	PROMOTE THE SPORT OF BOWLING	250
MIDD-WEST SCHOOL DISTRICT 540 EAST MAIN STREET MIDDLEBURG, PA 17842	N/A	PC	\$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRADUATE OF THE HIGH SCHOOL TO BE DETERMINED BY THE SCHOOL'S SCHOLARSHIP COMMITTEE	1,000
MIDDLEBURG BOROUGH 13 NORTH MAIN STREET MIDDLEBURG, PA 17842	N/A	PC	PROVIDE FUNDS FOR CHRISTMAS LIGHTS AND DECORATIONS FOR THE COMMUNITY	25,000
MIDDLEBURG COMMUNITY PROJECTS C/O PAULA SNOOK 430 IRON BRIDGE RD MIDDLEBURG, PA 17842	N/A	PC	PROVIDE FUNDS FOR UPKEEP OF COMMUNITY SWIMMING POOL	2,000
MIDDLECREEK AREA COMMUNITY CENTER 67 ELM STREET BEAVER SPRINGS, PA 17812	N/A	PC	COMMUNITY CENTER'S VARIOUS EXERCISE AND ATHLETIC PROGRAMS	1,500
<b>Total . . . . .</b>				<b>69,600</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
MOSTLY MUTTS INC C/O HENRY GROSS PO BOX 498 MILLVILLE, PA 17846	N/A	PC	PROVIDE FOOD, MEDICAL CARE AND SHELTER TO NO-KILL ANIMAL SHELTER	500
NEEDY FAMILY FUND SUSQUEHANNA BANK 400 MARKET STREET SUNBURY, PA 17081	N/A	PC	PROVIDE FOOD, CLOTHING AND OTHER BASIC NECESSITIES TO THOSE IN NEED	1,000
RELIANCE HOSE COMPANY NO 1 C/O SANDY EBRIGHT 95 PAGE LANE MIDDLEBURG, PA 17842	N/A	PC	PROVIDE FUNDS FOR THE VOLUNTEER FIRE COMPANY FOR FIREFIGHTING, EMERGENCY SERVICES ETC	3,500
SELINGROVE AREA COMMUNITY FOUNDATION C/O JOHN FISCHER PO BOX 180 SELINGROVE, PA 17870	N/A	PC	FOUNDATION'S SCHOLARSHIP AND YOUTH PROGRAMS	7,000
SELINGROVE AREA SCHOOL DISTRICT 401 NORTH 18TH STREET SELINGROVE, PA 17870	N/A	PC	\$500 SCHOLARSHIPS EACH TO ONE MALE & ONE FEMALE GRADUATE OF THE HIGH SCHOOL TO BE DETERMINED BY THE SCHOOL'S SCHOLARSHIP COMMITTEE	1,000
SELINGROVE PROJECTS INC PO BOX 377 SELINGROVE, PA 17870	N/A	PC	COMMUNITY SWIMMING POOL FUND	500
SHEETZ FAMILY CHARITIES ATT JOSH CAMPBELL 242 SHEETZ WAY CLAYSBURG, PA 16625	N/A	PC	PROVIDE FUNDS FOR THE ORGANIZATION'S SCHOLARSHIPS	3,000
SMILE TRAIN PO BOX 96208 WASHINGTON, DC 200906208	N/A	PC	PROVIDE FUNDS FOR CLEFT REPAIR SURGERIES TO THOSE IN NEED	250
SNYDER COUNTY CHILDREN AND YOUTH SERVICES SUITE 15 713 BRIDGE STREET SELINGROVE, PA 17870	N/A	PC	PURCHASE ITEMS FOR HOLIDAY DISTRIBUTION TO CHILDREN	500
SUMMER SEALS DAY CAMP PO BOX 395 SELINGROVE, PA 17870	N/A	PC	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	PC	GENERAL PROGRAMS OF THE BOY SCOUTS	1,000
SUSQUEHANNA UNIVERSITY 514 UNIVERSITY AVENUE SELINGROVE, PA 17870	N/A	PC	BUSINESS AND INDUSTRY CAMPAIGN	1,000
SUSQUEHANNA VALLEY WOMEN IN TRANSITION PO BOX 170 LEWISBURG, PA 17837	N/A	PC	PROVIDE SHELTER FOR VICTIMS OF DOMESTIC VIOLENCE	1,000
THE PENNSYLVANIA SPCA 2801 BLOOM ROAD DANVILLE, PA 17821	N/A	PC	PROVIDE FUNDS FOR THE PREVENTION OF CRUELTY OF ANIMALS	500
THE SALVATION ARMY 40 SOUTH FOURTH STREET SUNBURY, PA 17081	N/A	PC	PROVIDE FOOD, CLOTHING AND SHELTER TO PERSONS IN NEED	1,000
<b>Total . . . . .</b>				<b>69,600</b>

**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)				
<b>a</b> <i>Paid during the year</i>				
UNION-SNYDER HABITAT FOR HUMANITY PO BOX 64 SELINGSGROVE, PA 17870	N/A	PC	PROVIDE AFFORDABLE HOUSING TO LOW-INCOME PERSONS	500
VETERAN'S MEMORIAL POOL JANET WILL 34 E OHIO ST PO BOX 155 MCCLURE, PA 17841	N/A	PC	PROVIDE FUNDS FOR THE REPAIRS NEEDED TO MAINTAIN THE NO-CHARGE COMMUNITY SWIMMING POOL	2,000
<b>Total . . . . .</b>				<b>69,600</b>

**3a**

## TY 2013 Accounting Fees Schedule

**Name:** THE MIDDLESWARTH FOUNDATION

**EIN:** 20-2033335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WAGNER DREESE ELSASSER & ASSOCS - 990-PF, ETC	2,750	1,375		1,375

# TY 2013 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
WELLS FARGO & CO SENIOR NOTE 3.625%	10,401	10,401
BB&T CORP MEDIUM TERM NOTES 3.20%	5,229	5,229
PNC FDG CORP SR NOTES 3.625%	10,344	10,344
DIRECTV HLDGS LLC/DIRECTV 3.50%	10,497	10,497
PETROBES INTL FIN CO GLOBAL NT 5.875%	10,675	10,675
AMERICAN INTL GROUP INC NOTES 5.45%	11,177	11,177
BEAR STEARNS COS SR GIB NOTE 7.25%	17,961	17,961
CAPITAL ONE FINANCIAL ST NOTES 3.15%	10,451	10,451
GOLDMAN SACHS GROUP IN SR NT 6.15%	11,467	11,467
EXELON GENERATION CO LLC SR NT 5.20%	10,777	10,777
FIFTH THIRD BANCORP ST NT 3.625%	5,253	5,253
HEALTH CARE PPTY INVS INC NOTE 6.00%	11,207	11,207
HEWLETT PACKARD CO SR NOTE 2.125%	10,183	10,183
KINDER MORGAN ENERGY PTNRS LP 5.95%	11,364	11,364
KRAFT FOODS INC NOTE 4.125%	10,602	10,602
KRAFT FOODS GROUP INC NOTE 6.125%	11,656	11,656
MERRILL LYNCH & CO INC NOTES 6.40%	11,529	11,529
SUNTRUST BANKS INC SENIOR NOTE 3.60%	10,533	10,533
VALE OVERSEAS LTD GTD NT 6.25%	11,117	11,117
VERIZON COMMUNICATIONS INC NT 6.10%	11,614	11,614

**TY 2013 Investments Corporate  
Stock Schedule****Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
APPLE INC	5,610	5,610
COLGATE PALMOLIVE CO	5,478	5,478
PRAXAIR INC	5,201	5,201
QUALCOMM INC	10,543	10,543
SCHLUMBERGER LIMITED	6,308	6,308
UNITED TECHNOLOGIES CORP	8,990	8,990
BRANDYWINE RLTY TR	2,762	2,762
BROADRIDGE FINL SOLUTIONS INC	6,402	6,402
ENDURANCE SPECIALTY HOLDINGS	5,280	5,280
ENTERGY CORP	2,278	2,278
GENUINE PARTS CO	4,908	4,908
HASBRO INC	5,391	5,391
HCP INC	3,196	3,196
HEALTH CARE REIT INC	3,536	3,536
MATTEL INC	5,805	5,805
NISOURCE INC	3,617	3,617
OLD REPUBLIC INTERNATIONAL	5,319	5,319
ROCKWELL COLLINS INC	4,287	4,287
SEMPRA ENERGY	3,411	3,411
SAINT JUDE MEDICAL INC	6,567	6,567
TELEPHONE & DATA SYSTEMS INC	3,094	3,094
XCEL ENERGY INC	2,012	2,012
ZIMMER HLDGS INC COM	7,455	7,455
CHEVRON CORP	3,248	3,248
EXXON MOBIL CORP	5,262	5,262
JPMORGAN CHASE & CO	4,912	4,912
M&T BK CORP	5,239	5,239
SUNTRUST BANKS INC	4,859	4,859
ANALOG DEVICES INC	8,861	8,861
CHUBB CORP	5,025	5,025

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CLOROX CO	3,154	3,154
NEW YORK COMMUNITY BANCORP	4,448	4,448
EMC CORP	3,446	3,446
CANADIAN NATIONAL RAILWAY CO	6,500	6,500
INTEL CORP	4,672	4,672
OMNICOM GROUP INC	3,718	3,718
STATE STREET CORP	2,715	2,715
UNITEDHEALTH GROUP INC	10,241	10,241
TJX COS INC	7,648	7,648
BABCOCK & WILCOX CO	4,171	4,171
MCKEESON CORP	11,621	11,621
XEROX CORP	5,440	5,440
ORACLE CORP	4,591	4,591
CISCO SYSTEMS INC	3,566	3,566
COACH INC	2,245	2,245
DOLLAR TREE INC	5,981	5,981
GOOGLE INC CL A	12,328	12,328
WALGREEN CO	4,021	4,021
AMERICAN CAP AGY CORP	2,353	2,353
FIRST AMERICAN FINANCIAL CORP	5,471	5,471
W R GRACE & CO	3,658	3,658
HAEMONETICS CORP	3,455	3,455
INVESCO LTD	6,115	6,115
SONOCO PRODUCTS CO	3,713	3,713
AVERY DENNISON CORP	3,062	3,062
BOSTON SCIENTIFIC CORP	3,161	3,161
AFLAC INC	3,407	3,407
ALTRIA GROUP INC	3,071	3,071
AMERICAN EXPRESS	11,159	11,159
BLACKROCK INC CL A	6,013	6,013

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONOCOPHILLIPS	4,168	4,168
CUMMINS ENGINE INC	6,626	6,626
DANAHER CORP	3,088	3,088
EXPRESS SCRIPTS HLDG CO	4,425	4,425
HOME DEPOT INC	7,823	7,823
ILLINOIS TOOL WORKS INC	9,501	9,501
NOVARTIS AG ADR	2,010	2,010
PHILIP MORRIS INTL INC	2,875	2,875
ROSS STORES INC	3,821	3,821
TE CONNECTIVITY LTD	2,260	2,260
UNION PACIFIC CORP	5,712	5,712
VODAFONE GROUP PLC ADR	2,673	2,673
BANK OF AMERICA CORP	4,422	4,422
NORFOLK SOUTHERN CORP	3,992	3,992
ITC HOLDINGS CORP	2,300	2,300
SUN COMMUNITIES	4,008	4,008
SYSCO CORP	4,224	4,224
TECO ENERGY INC	2,896	2,896
ALLERGAN INC	5,665	5,665
CITIGROUP INC	3,908	3,908
NATIONAL FUEL GAS CO	4,927	4,927
REGAL ENTERTAINMENT GROUP CL A	3,832	3,832
GENERAL ELEC CO	4,765	4,765
MERCK & CO INC NEW	3,153	3,153
COVIDIEN PLC	3,269	3,269
PFIZER INC	3,737	3,737
PHILLIPS 66	1,697	1,697
CITRIX SYSTEMS INC	3,921	3,921
COMCAST CORP	5,664	5,664
EBAY INC	5,706	5,706

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ESTEE LAUDER COS INC CL A	5,423	5,423
TRAVELERS COMPANIES INC	7,153	7,153
DUKE ENERGY CORP NEW	3,174	3,174
MONSANTO CO	7,343	7,343
NEXTERA ENERGY INC	1,884	1,884
PRECISION CASTPARTS	7,810	7,810
JOHNSON & JOHNSON	6,320	6,320
MONDELEZ INTERNATIONAL INC	3,954	3,954
WELLS FARGO & CO	3,995	3,995
ADOBE SYSTEMS INC	6,287	6,287
AMERISOURCEBERGEN CORP	6,398	6,398
CELEGENE CORP	6,590	6,590
CHARLES SCHWAB CORP	7,410	7,410
CHIPOTLE MEXICAN GRILL INC A	6,926	6,926
EOG RESOURCES INC	5,539	5,539
FACEBOOK INC CL A	5,957	5,957
FMC CORP	5,735	5,735
INTERCONTINENTALEXCHANGE GROUP	6,523	6,523
NOBLE ENERGY INC	6,130	6,130
PERRIGO COMPANY PLC	6,292	6,292
VISA INC CL A	6,235	6,235
WALT DISNEY CO	6,036	6,036
ALCOA INC	5,070	5,070
AMDOCS LIMITED ORD	2,351	2,351
APPLIED MATERIALS INC	2,388	2,388
CINEMARK HLDGS INC	3,533	3,533
DIEBOLD INC	2,311	2,311
EXPEDITORS INTL OF WASHINGTON	2,345	2,345
JANUS CAPITAL GROUP INC	2,870	2,870
KOHLS CORP	4,710	4,710

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
LEIDOS HOLDINGS INC	2,882	2,882
PEABODY ENERGY CORP	2,226	2,226
QUEST DIAGNOSTICS INC	1,874	1,874
SCIENCE APPLICATIONS INTL CORP	1,157	1,157
STAPLES INC	3,559	3,559
ULTRA PETROLEUM CORP	2,100	2,100
VERIFONE HOLDINGS INC	2,253	2,253
AMERIPRISE FINANCIAL INC	5,637	5,637
ATWOOD OCEANICS INC	2,669	2,669
CBS CORP CL B	2,231	2,231
CF INDUSTRIES HOLDINGS INC	2,097	2,097
DELPHI AUTOMOTIVE PLC SHS	4,510	4,510
DIRECTV	2,073	2,073
GANNETT INC	5,029	5,029
GOLDMAN SACHS GROUP INC	4,786	4,786
HEWLETT PACKARD CO	4,197	4,197
MACYS INC	3,204	3,204
SEADRILL LTD	1,643	1,643
STANLEY BLACK & DECKER INC	2,743	2,743
UNITED RENTALS INC	5,067	5,067
US BANCORP	1,980	1,980
TIME WARNER CABLE INC	5,284	5,284

**TY 2013 Investments Government  
Obligations Schedule**

**Name:** THE MIDDLESWARTH FOUNDATION

**EIN:** 20-2033335

**US Government Securities - End of  
Year Book Value:** 150,967

**US Government Securities - End of  
Year Fair Market Value:** 150,967

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

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

**TY 2013 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
PIMCO REAL RETURN FUND CL A	FMV	10,053	10,053
PIMCO ALL ASSET FUND CL A	FMV	200,985	200,985

**TY 2013 Other Income Schedule**

**Name:** THE MIDDLESWARTH FOUNDATION

**EIN:** 20-2033335

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2012 EXCISE TAX REFUND	744		744

**TY 2013 Other Increases Schedule****Name:** THE MIDDLESWARTH FOUNDATION**EIN:** 20-2033335

<b>Description</b>	<b>Amount</b>
ADJUSTMENT FOR INCREASE OF FMV FOR SFAS NO. 124 SECURITIES	86,119

## TY 2013 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	18,980	18,980		0