UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☑ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _________________ to______________________

Commission File Number 0-422

MIDDLESEX WATER COMPANY

(Exact name of registrant as specified in its charter)

New Jersey	**22-1114430**
(State of incorporation)	(IRS employer identification no.)

1500 Ronson Road, Iselin, NJ 08830
(Address of principal executive offices, including zip code)

(732) 634-1500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.
Large accelerated filer ☐ Accelerated filer ☑ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes ☐ No ☑

The number of shares outstanding of each of the registrant's classes of common stock, as of July 30, 2010: Common Stock, No Par Value: 15,511,414 shares outstanding.

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MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In thousands except per share amounts)

	Three Months Ended June 30, 2010	Three Months Ended June 30, 2009	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Operating Revenues	$ 26,538	$ 23,083	$ 48,184	$ 43,665
Operating Expenses:				
Operations and Maintenance	13,576	12,893	27,170	25,936
Depreciation	2,236	2,111	4,439	4,196
Other Taxes	2,832	2,532	5,391	4,984
Total Operating Expenses	18,644	17,536	37,000	35,116
Operating Income	7,894	5,547	11,184	8,549
Other Income (Expense):				
Allowance for Funds Used During Construction	348	241	642	482
Other Income	189	150	360	328
Other Expense	(33)	(7)	(53)	(18)
Total Other Income, net	504	384	949	792
Interest Charges	1,882	1,766	3,306	3,158
Income before Income Taxes	6,516	4,165	8,827	6,183
Income Taxes	2,092	1,319	2,843	1,976
Net Income	4,424	2,846	5,984	4,207
Preferred Stock Dividend Requirements	52	52	104	104
Earnings Applicable to Common Stock	$ 4,372	$ 2,794	$ 5,880	$ 4,103
Earnings per share of Common Stock:				
Basic	$ 0.31	$ 0.21	$ 0.43	$ 0.31
Diluted	$ 0.31	$ 0.21	$ 0.42	$ 0.31
Average Number of Common Shares Outstanding :				
Basic	13,972	13,434	13,756	13,424
Diluted	14,235	13,697	14,019	13,687
Cash Dividends Paid per Common Share	$ 0.1800	$ 0.1775	$ 0.3600	$ 0.3550

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands)

ASSETS			June 30, 2010		December 31, 2009
UTILITY PLANT:	Water Production	$	**115,896**	$	113,124
	Transmission and Distribution		**301,839**		293,269
	General		**42,461**		29,631
	Construction Work in Progress		**9,970**		17,547
	TOTAL		**470,166**		453,571
	Less Accumulated Depreciation		**80,675**		77,027
	UTILITY PLANT - NET		**389,491**		376,544
CURRENT ASSETS:	Cash and Cash Equivalents		**4,038**		4,278
	Accounts Receivable, net		**11,082**		10,616
	Unbilled Revenues		**6,785**		4,424
	Materials and Supplies (at average cost)		**1,795**		1,618
	Prepayments		**1,567**		1,109
	TOTAL CURRENT ASSETS		**25,267**		22,045
DEFERRED CHARGES AND OTHER ASSETS:	Unamortized Debt Expense		**2,777**		2,856
	Preliminary Survey and Investigation Charges		**7,074**		6,999
	Regulatory Assets		**32,636**		33,081
	Operations Contracts Fees Receivable		**3,715**		3,715
	Restricted Cash		**4,916**		5,266
	Non-utility Assets - Net		**7,016**		7,134
	Other		**419**		446
	TOTAL DEFERRED CHARGES AND OTHER ASSETS		**58,553**		59,497
	TOTAL ASSETS	$	**473,311**	$	458,086
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION:	Common Stock, No Par Value	$	**138,660**	$	109,366
	Retained Earnings		**31,154**		30,265
	TOTAL COMMON EQUITY		**169,814**		139,631
	Preferred Stock		**3,373**		3,373
	Long-term Debt		**132,892**		124,910
	TOTAL CAPITALIZATION		**306,079**		267,914
CURRENT LIABILITIES:	Current Portion of Long-term Debt		**4,243**		3,710
	Notes Payable		**13,500**		42,850
	Accounts Payable		**5,224**		4,348
	Accrued Taxes		**9,059**		5,686
	Accrued Interest		**1,607**		1,861
	Unearned Revenues and Advanced Service Fees		**889**		861
	Other		**1,344**		1,352
	TOTAL CURRENT LIABILITIES		**35,866**		60,668
COMMITMENTS AND CONTINGENT LIABILITIES (Note 7)					
DEFERRED CREDITS AND OTHER LIABILITIES:	Customer Advances for Construction		**20,999**		20,806
	Accumulated Deferred Investment Tax Credits		**1,264**		1,303
	Accumulated Deferred Income Taxes		**28,570**		27,788
	Employee Benefit Plans		**25,412**		25,723
	Regulatory Liability - Cost of Utility Plant Removal		**7,045**		6,738
	Other		**211**		275
	TOTAL DEFERRED CREDITS AND OTHER LIABILITIES		**83,501**		82,633
CONTRIBUTIONS IN AID OF CONSTRUCTION			**47,865**		46,871
	TOTAL CAPITALIZATION AND LIABILITIES	$	**473,311**	$	458,086

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Six Months Ended June 30, 2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	**$ 5,984**	$ 4,207
Adjustments to Reconcile Net Income to		
Net Cash Provided by Operating Activities:		
Depreciation and Amortization	**4,828**	4,396
Provision for Deferred Income Taxes and ITC	**579**	405
Equity Portion of AFUDC	**(396)**	(264)
Cash Surrender Value of Life Insurance	**219**	116
Stock Compensation Expense	**193**	154
Changes in Assets and Liabilities:		
Accounts Receivable	**(466)**	571
Unbilled Revenues	**(2,361)**	(740)
Materials & Supplies	**(177)**	(82)
Prepayments	**(458)**	(237)
Other Assets	**(399)**	(638)
Accounts Payable	**875**	(1,258)
Accrued Taxes	**3,373**	620
Accrued Interest	**(254)**	(301)
Employee Benefit Plans	**250**	871
Unearned Revenue & Advanced Service Fees	**28**	3
Other Liabilities	**(36)**	(462)
NET CASH PROVIDED BY OPERATING ACTIVITIES	**11,782**	7,361
CASH FLOWS FROM INVESTING ACTIVITIES:		
Utility Plant Expenditures, Including AFUDC of $246 in 2010, $218 in 2009	**(15,981)**	(11,943)
Restricted Cash	**349**	456
NET CASH USED IN INVESTING ACTIVITIES	**(15,632)**	(11,487)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Redemption of Long-term Debt	**(1,485)**	(15,908)
Proceeds from Issuance of Long-term Debt	**10,000**	12,014
Net Short-term Bank (Payments)/Borrowings	**(29,350)**	13,133
Deferred Debt Issuance Expenses	**-**	(116)
Common Stock Issuance Expense	**(111)**	-
Restricted Cash	**-**	(22)
Proceeds from Issuance of Common Stock	**29,102**	762
Payment of Common Dividends	**(4,879)**	(4,763)
Payment of Preferred Dividends	**(104)**	(104)
Construction Advances and Contributions-Net	**437**	(702)
NET CASH PROVIDED BY FINANCING ACTIVITIES	**3,610**	4,294
NET CHANGES IN CASH AND CASH EQUIVALENTS	**(240)**	168
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**4,278**	3,288
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**$ 4,038**	$ 3,456
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITY:		
Utility Plant received as Construction Advances and Contributions	**$ 750**	$ 993
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash Paid During the Year for:		
Interest	**$ 3,608**	$ 3,484
Interest Capitalized	**$ (246)**	$ (218)
Income Taxes	**$ 79**	$ 1,367

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CAPITAL STOCK AND LONG-TERM DEBT
(Unaudited)
(In thousands)

		June 30, 2010		December 31, 2009
Common Stock, No Par Value				
Shares Authorized - 40,000				
Shares Outstanding -2010 - 15,508	$	**138,660**	$	109,366
2009 - 13,519				
Retained Earnings		**31,154**		30,265
TOTAL COMMON EQUITY	$	**169,814**	$	139,631
Cumulative Preferred Stock, No Par Value:				
Shares Authorized - 134				
Shares Outstanding - 32				
Convertible:				
Shares Outstanding, $7.00 Series - 14	$	**1,457**	$	1,457
Shares Outstanding, $8.00 Series - 7		**816**		816
Nonredeemable:				
Shares Outstanding, $7.00 Series - 1		**100**		100
Shares Outstanding, $4.75 Series - 10		**1,000**		1,000
TOTAL PREFERRED STOCK	$	**3,373**	$	3,373
Long-term Debt:				
8.05%, Amortizing Secured Note, due December 20, 2021	$	**2,520**	$	2,581
6.25%, Amortizing Secured Note, due May 19, 2028		**7,525**		7,735
6.44%, Amortizing Secured Note, due August 25, 2030		**5,647**		5,787
6.46%, Amortizing Secured Note, due September 19, 2031		**5,927**		6,067
4.22%, State Revolving Trust Note, due December 31, 2022		**603**		622
3.30% to 3.60%, State Revolving Trust Note, due May 1, 2025		**3,671**		3,687
3.49%, State Revolving Trust Note, due January 25, 2027		**678**		678
4.03%, State Revolving Trust Note, due December 1, 2026		**884**		903
4.00% to 5.00%, Statte Revolving Trust Bond, due September 1, 2021		**564**		625
0.00%, State Revolving Fund Bond, due September 1, 2021		**428**		436
3.64%, State Revolving Trust Note, due July 1, 2028		**387**		395
3.64%, State Revolving Trust Note, due January 1, 2028		**130**		132
6.59%, Amortizing Secured Note, due April 20, 2029		**6,569**		6,743
7.05%, Amortizing Secured Note, due January 20, 2030		**4,896**		5,000
5.69%, Amortizing Secured Note, due January 20, 2030		**10,000**		-
First Mortgage Bonds:				
5.20%, Series S, due October 1, 2022		**12,000**		12,000
5.25%, Series T, due October 1, 2023		**6,500**		6,500
5.25%, Series V, due February 1, 2029		**10,000**		10,000
5.35%, Series W, due February 1, 2038		**23,000**		23,000
0.00%, Series X, due September 1, 2018		**474**		483
4.25% to 4.63%, Series Y, due September 1, 2018		**650**		650
0.00%, Series Z, due September 1, 2019		**1,097**		1,118
5.25% to 5.75%, Series AA, due September 1, 2019		**1,560**		1,560
0.00%, Series BB, due September 1, 2021		**1,420**		1,447
4.00% to 5.00%, Series CC, due September 1, 2021		**1,790**		1,790
5.10%, Series DD, due January 1, 2032		**6,000**		6,000
0.00%, Series EE, due September 1, 2024		**5,540**		5,642
3.00% to 5.50%, Series FF, due September 1, 2024		**6,935**		6,935
0.00%, Series GG, due August 1, 2026		**1,507**		1,530
4.00% to 5.00%, Series HH, due August 1, 2026		**1,810**		1,810
0.00%, Series II, due August 1, 2024		**1,306**		1,619
3.40% to 5.00%, Series JJ, due August 1, 2027		**1,690**		1,690
0.00%, Series KK, due August 1, 2028		**1,677**		1,705
5.00% to 5.50%, Series LL, due August 1, 2028		**1,750**		1,750
SUBTOTAL LONG-TERM DEBT		**137,135**		128,620
Less: Current Portion of Long-term Debt		**(4,243)**		(3,710)
TOTAL LONG-TERM DEBT	$	**132,892**	$	124,910

See Notes to Condensed Consolidated Financial Statements.

MIDDLESEX WATER COMPANY
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Basis of Presentation and Recent Matters

Middlesex Water Company (Middlesex or the Company) is the parent company and sole shareholder of Tidewater Utilities, Inc. (Tidewater), Tidewater Environmental Services, Inc. (TESI), Pinelands Water Company (Pinelands Water) and Pinelands Wastewater Company (Pinelands Wastewater) (collectively, Pinelands), Utility Service Affiliates, Inc. (USA), Utility Service Affiliates (Perth Amboy) Inc. (USA-PA), and Twin Lakes Utilities, Inc. (Twin Lakes). Southern Shores Water Company, LLC (Southern Shores) and White Marsh Environmental Systems, Inc. (White Marsh) are wholly-owned subsidiaries of Tidewater. The financial statements for Middlesex and its wholly-owned subsidiaries (the Company) are reported on a consolidated basis. All significant intercompany accounts and transactions have been eliminated.

The consolidated notes within the 2009 Annual Report on Form 10-K (the 2009 Form 10-K) are applicable to these financial statements and, in the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary (including normal recurring accruals) to present fairly the financial position as of June 30, 2010, the results of operations for the three and six month periods ended June 30, 2010 and 2009 and cash flows for the six month periods ended June 30, 2010 and 2009. Information included in the Condensed Consolidated Balance Sheet as of December 31, 2009, has been derived from the Company's audited financial statements for the year ended December 31, 2009 included in the 2009 Form 10-K.

Certain reclassifications have been made to the prior year financial statements to conform with the current period presentation.

Recent Accounting Guidance
Topic 855, Subsequent Events - In February 2010, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2010-09, which amends Accounting Standards Codification (ASC) 855, *Subsequent Events* to address certain implementation issues related to an entity's requirement to perform and disclose subsequent-events procedures. ASU 2010-09 requires United States Securities and Exchange Commission (the SEC) filers to evaluate subsequent events through the date the financial statements are issued. All other entities are required to evaluate subsequent events through the date the financial statements are available to be issued. ASU 2010-09 exempts SEC filers from disclosing the date through which subsequent events have been evaluated. Adoption of ASU 2010-09 had no impact on the Company's results of operations, cash flows or financial position.

Topic 820, Fair Value Measurements and Disclosures - In January 2010, the FASB issued ASU 2010-06, which amends ASC 820, *Fair Value Measurements and Disclosures*, to add new requirements for disclosures about transfers into and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. The ASU also clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. Further, the ASU amends guidance on employers' disclosures about postretirement benefit plan assets under ASC 715 to require that disclosures be provided by classes of assets instead of by major categories of assets. However, unlike the proposed ASU, the final ASU does not require entities to provide sensitivity disclosures. The FASB will consider whether to require sensitivity disclosures jointly with the International Accounting Standards Board as part of a new convergence project on fair value measurement and disclosures. Adoption of ASU 2010-06 had no impact on the Company's results of operations, cash flows or financial position.

Note 2 – **Rate Matters**

In March 2010, Middlesex's application with the New Jersey Board of Public Utilities (NJBPU) seeking permission to increase its base water rates was partially approved, granting an increase in annual operating revenues of 13.57%, or $7.8 million. The base water rate increase request was made to seek recovery of increased costs of operations, chemicals and fuel, electricity, taxes, labor and benefits, decreases in industrial and commercial customer demand patterns, as well as capital investment. The new base water rates are designed to recover these increased costs, as well as a return on invested capital in rate base of $180.3 million based on a return on equity of 10.30%.

Effective January 1, 2010, Tidewater's Distribution System Improvement Charge (DSIC) was established at 1.11%. As of July 1, 2010, Tidewater's DSIC was reduced to 1.07%. DSIC is a Delaware Public Service Commission (DEPSC) approved rate-mechanism that allows water utilities to recover investment in non-revenue producing capital improvements to the water system between base rate proceedings.

Note 3 – Capitalization

Common Stock
In June 2010, the Company sold and issued 1,915,000 shares of common stock in a public offering that was priced at $15.21 per share. The net proceeds of approximately $27.8 million were used to repay certain of the Company's short-term debt outstanding.

During the six months ended June 30, 2010, there were 72,281 common shares (approximately $1.2 million) issued under the Company's Amended and Restated Dividend Reinvestment and Common Stock Purchase Plan (DRP).

Long-term Debt
In February 2010, Tidewater closed on a $1.1 million loan with the Delaware State Revolving Fund (SRF). This loan allows, but does not obligate, Tidewater to draw down against a General Obligation Note for a specific project no later than July 31, 2011. The interest rate on any draw-down will be set at 3.45% with a final maturity of August 1, 2031 on the amount actually borrowed.

In March 2009, Tidewater closed on a $22.0 million DEPSC approved loan. In 2009, Tidewater borrowed $12.0 million under this loan. In March 2010, Tidewater borrowed the remaining $10.0 million at a rate of 5.69% with a final maturity in January 2030.

Fair Value of Financial Instruments
The following methods and assumptions were used by the Company in estimating its fair value disclosure for financial instruments for which it is practicable to estimate that value. The carrying amounts reflected in the consolidated balance sheets for cash and cash equivalents, trade receivables, accounts payable and notes payable approximate their respective fair values due to the short-term maturities of these instruments. The fair value of the Company's long-term debt relating to First Mortgage and SRF Bonds is based on quoted market prices for similar issues. The carrying amount and fair value of the Company's bonds were as follows:

	(Thousands of Dollars)			
	June 30, 2010		December 31, 2009	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
First Mortgage Bonds	$ 86,707	$ 85,105	$ 87,230	$ 84,429
SRF Bonds	$ 991	$ 1,015	$ 1,061	$ 1,091

For other long-term debt for which there was no quoted market price, it was not practicable to estimate their fair value. The carrying amount of these instruments was $49.4 million at June 30, 2010 and $40.3 million at December 31, 2009. Customer advances for construction have a carrying amount of $21.0 million at June 30, 2010 and $20.8 million at December 31, 2009. Their relative fair values cannot be accurately estimated since future refund payments depend on several variables, including new customer connections, customer consumption levels and future rate increases.

Note 4 – Earnings Per Share

Basic earnings per share (EPS) are computed on the basis of the weighted average number of shares outstanding during the period presented. Diluted EPS assumes the conversion of both the Convertible Preferred Stock $7.00 Series and the Convertible Preferred Stock $8.00 Series.

	(In Thousands Except per Share Amounts)			
	Three Months Ended June 30,			
Basic:	2010	Shares	2009	Shares
Net Income	$ 4,424	13,972	$ 2,846	13,434
Preferred Dividend	(52)		(52)	
Earnings Applicable to Common Stock	$ 4,372	13,972	$ 2,794	13,434
Basic EPS	$ 0.31		$ 0.21	
Diluted:				
Earnings Applicable to Common Stock	$ 4,372	13,972	$ 2,794	13,434
$7.00 Series Preferred Dividend	24	167	24	167
$8.00 Series Preferred Dividend	14	96	14	96
Adjusted Earnings Applicable to Common Stock	$ 4,410	14,235	$ 2,832	13,697
Diluted EPS	$ 0.31		$ 0.21	

Basic:	(In Thousands Except per Share Amounts) Six Months Ended June 30, 2010	Shares	2009	Shares
Net Income	$ 5,984	13,756	$ 4,207	13,424
Preferred Dividend	(104)		(104)	
Earnings Applicable to Common Stock	$ 5,880	13,756	$ 4,103	13,424
Basic EPS	$ 0.43		$ 0.31	
Diluted:				
Earnings Applicable to Common Stock	$ 5,880	13,756	$ 4,103	13,424
$7.00 Series Preferred Dividend	49	167	49	167
$8.00 Series Preferred Dividend	28	96	28	96
Adjusted Earnings Applicable to Common Stock	$ 5,957	14,019	$ 4,180	13,687
Diluted EPS	$ 0.42		$ 0.31	

Note 5 – Business Segment Data

The Company has identified two reportable segments. One is the regulated business of collecting, treating and distributing water on a retail and wholesale basis to residential, commercial, industrial and fire protection customers in parts of New Jersey, Delaware and Pennsylvania. This segment also includes regulated wastewater systems in New Jersey and Delaware. The Company is subject to regulations as to its rates, services and other matters by New Jersey, Delaware and Pennsylvania with respect to utility services within these states. The other segment is primarily comprised of non-regulated contract services for the operation and maintenance of municipal and private water and wastewater systems in New Jersey and Delaware. Inter-segment transactions relating to operational costs are treated as pass-through expenses. Finance charges on inter-segment loan activities are based on interest rates that are below what would normally be charged by a third party lender.

	(In Thousands) Three Months Ended June 30,		Six Months Ended June 30,	
Operations by Segments:	2010	2009	2010	2009
Revenues:				
Regulated	$ 23,920	$ 20,489	$ 43,022	$ 38,465
Non – Regulated	2,729	2,724	5,355	5,390
Inter-segment Elimination	(111)	(130)	(193)	(190)
Consolidated Revenues	$ 26,538	$ 23,083	$ 48,184	$ 43,665
Operating Income:				
Regulated	$ 7,390	$ 5,042	$ 10,222	$ 7,641
Non – Regulated	504	505	962	908
Consolidated Operating Income	$ 7,894	$ 5,547	$ 11,184	$ 8,549
Net Income:				
Regulated	$ 4,101	$ 2,514	$ 5,367	$ 3,600
Non – Regulated	323	332	617	607
Consolidated Net Income	$ 4,424	$ 2,846	$ 5,984	$ 4,207

	(In Thousands)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Capital Expenditures:				
Regulated	$ 10,500	$ 5,910	$ 15,910	$ 11,934
Non – Regulated	32	57	71	9
Total Capital Expenditures	$ 10,532	$ 5,967	$ 15,981	$ 11,943

Assets:	As of June 30, 2010	As of December 31, 2009
Regulated	$ 467,529	$ 451,734
Non – Regulated	11,070	11,022
Inter-segment Elimination	(5,288)	(4,670)
Consolidated Assets	$ 473,311	$ 458,086

Note 6 – Short-term Borrowings

As of June 30, 2010, the Company has established lines of credit aggregating $58.0 million. At June 30, 2010, the outstanding borrowings under these credit lines were $13.5 million at a weighted average interest rate of 1.45%.

The weighted average daily amounts of borrowings outstanding under the Company's credit lines and the weighted average interest rates on those amounts were as follows:

	($ In Thousands)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Average Daily Amounts Outstanding	$ 31,555	$ 39,203	$ 36,614	$ 37,707
Weighted Average Interest Rates	1.69%	1.67%	1.61%	1.85%

The maturity dates for the $13.5 million outstanding as of June 30, 2010 are as follows: $2.0 million in July 2010 and $11.5 million in August 2010.

Interest rates for short-term borrowings under the lines of credit are below the prime rate with no requirement for compensating balances.

Note 7 – Commitments and Contingent Liabilities

Guarantees
USA-PA operates the City of Perth Amboy's (Perth Amboy) water and wastewater systems under a service contract agreement (the Agreement) through June 30, 2018. Under the Agreement, USA-PA receives a fixed fee and a variable fee based on increased system billing. Scheduled fixed fee payments for 2010 are $8.4 million. The fixed fees will increase over the term of the contract to $10.2 million.

In connection with the Agreement, Perth Amboy, through the Middlesex County Improvement Authority, issued approximately $68.0 million in three series of bonds. In 1998, as part of Agreement negotiations, Middlesex agreed to guarantee debt service payments on one of those series of bonds, designated the Series C Serial Bonds, in the principal amount of approximately $26.3 million. Perth Amboy guaranteed the two other series of bonds. The Series C Serial Bonds have various maturity dates with the final maturity date on September 1, 2015. As of June 30, 2010, approximately $19.7 million of the Series C Serial Bonds remained outstanding. To date, Middlesex has not had to fund any debt service obligations as guarantor.

We are obligated to perform under the guarantee in the event notice is received from the Series C Serial Bonds trustee of an impending debt service deficiency. Our obligation in that case would be to pay scheduled debt service payments as they come due. If Middlesex funds any debt service obligations as guarantor, there is a provision in the agreement that requires Perth Amboy to reimburse us. There are other provisions in the agreement that we believe make it unlikely that we will be required to perform under the guarantee, such as scheduled annual rate increases for water and wastewater services as well as rate increases due to unforeseen circumstances. In the event revenues from customers could not satisfy the reimbursement requirements, Perth Amboy has Ad Valorem taxing powers, which could be used to raise the needed amount.

Water Supply
Middlesex has an agreement with the New Jersey Water Supply Authority (NJWSA) for the purchase of untreated water through November 30, 2023, which provides for an average purchase of 27 million gallons a day (mgd). Pricing is set annually by the NJWSA through a public rate making process. The agreement has provisions for additional pricing in the event Middlesex overdrafts or exceeds certain monthly and annual thresholds.

Middlesex also has an agreement with a non-affiliated regulated water utility for the purchase of treated water. This agreement, which expires February 27, 2011, provides for the minimum purchase of 3 mgd of treated water with provisions for additional purchases.

Purchased water costs are shown below:

	(In Thousands)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Treated	$ 712	$ 566	$ 1,431	$ 1,107
Untreated	522	513	1,135	1,111
Total Costs	$ 1,234	$ 1,079	$ 2,566	$ 2,218

Construction
The Company expects to spend approximately $33.2 million on its construction program in 2010. The actual amount and timing of capital expenditures is dependent on customer growth, residential new home construction and sales and project scheduling. There is no assurance that projected customer growth and residential new home construction and sales will occur.

Litigation
The Company is a defendant in lawsuits in the normal course of business. We believe the resolution of pending claims and legal proceedings will not have a material adverse effect on the Company's consolidated financial statements.

Change in Control Agreements
The Company has Change in Control Agreements with certain of its officers that provide compensation and benefits in the event of termination of employment in connection with a change in control of the Company.

Note 8 – Employee Benefit Plans

Pension Benefits
The Company's noncontributory defined benefit pension plan (the Pension Plan) covers substantially all employees with more than 1,000 hours of service and who were hired prior to March 31, 2007. Employees hired after March 31, 2007 are not eligible to participate in this plan, but do participate in a defined contribution plan that provides an annual contribution at the discretion of the Company, based upon a percentage of the participants' compensation. For the three months ended June 30, 2010 and 2009, the Company made Pension Plan cash contributions of $0.3 million and $0.6 million, respectively. For the six months ended June 30, 2010 and 2009, the Company made Pension Plan cash contributions of $0.6 million and $1.1 million, respectively. The Company expects to make additional Pension Plan cash contributions of approximately $2.4 million over the remainder of the current year. The Company also maintains an unfunded supplemental retirement benefit plan for certain active and retired Company Officers and currently pays $0.3 million in annual benefits to the retired participants.

Postretirement Benefits Other Than Pensions
The Company's postretirement plan other than pensions (the Other Benefits Plan) covers substantially all of its retired employees. Employees hired after March 31, 2007 are not eligible to participate in this plan. Coverage includes healthcare and life insurance. For the three months ended June 30, 2010 and 2009, the Company made Other Benefits Plan cash contributions of $0.4 million and $0.2 million, respectively. For the six months ended June 30, 2010 and 2009, the Company made Other Benefits Plan cash contributions of $0.9 million and $0.5 million, respectively. The Company expects to make additional Other Benefits Plan cash contributions of approximately $1.1 million to the plan over the remainder of the current year.

The following table sets forth information relating to the Company's periodic costs for its employee retirement benefit plans:

	(In Thousands)			
	Pension Plan		Other Benefits Plan	
	Three Months Ended June 30,			
	2010	2009	2010	2009
Service Cost	$ 349	$ 343	$ 256	$ 223
Interest Cost	557	525	334	272
Expected Return on Assets	(505)	(401)	(190)	(149)
Amortization of Unrecognized Losses	127	154	133	123
Amortization of Unrecognized Prior Service Cost	2	2	-	-
Amortization of Transition Obligation	-	-	34	34
Net Periodic Benefit Cost	$ 530	$ 623	$ 567	$ 503
	Six Months Ended June 30,			
	2010	2009	2010	2009
Service Cost	$ 698	$ 686	$ 512	$ 445
Interest Cost	1,114	1,050	669	543
Expected Return on Assets	(1,010)	(801)	(379)	(298)
Amortization of Unrecognized Losses	253	308	266	247
Amortization of Unrecognized Prior Service Cost	5	5	-	-
Amortization of Transition Obligation	-	-	68	68
Net Periodic Benefit Cost	$ 1,060	$ 1,248	$ 1,136	$ 1,005

Item 2. Man agement's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements of the Company included elsewhere herein and with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Forward-Looking Statements

Certain statements contained in this periodic report and in the documents incorporated by reference constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. The Company intends that these statements be covered by the safe harbors created under those laws. These statements include, but are not limited to:

- statements as to expected financial condition, performance, prospects and earnings of the Company;
- statements regarding strategic plans for growth;
- statements regarding the amount and timing of rate increases and other regulatory matters, including the recovery of certain costs recorded as regulatory assets;
- statements as to the Company's expected liquidity needs during the upcoming fiscal year and beyond and statements as to the sources and availability of funds to meet its liquidity needs;
- statements as to expected rates, consumption volumes, service fees, revenues, margins, expenses and operating results;
- statements as to the Company's compliance with environmental laws and regulations and estimations of the materiality of any related costs;
- statements as to the safety and reliability of the Company's equipment, facilities and operations;
- statements as to financial projections;
- statements as to the ability of the Company to pay dividends;
- statements as to the Company's plans to renew municipal franchises and consents in the territories it serves;
- expectations as to the amount of cash contributions to fund the Company's retirement benefit plans, including statements as to anticipated discount rates and rates of return on plan assets;
- statements as to trends; and
- statements regarding the availability and quality of our water supply.

These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ materially from anticipated results and outcomes include, but are not limited to:

- the effects of general economic conditions;
- increases in competition in the markets served by the Company;
- the ability of the Company to control operating expenses and to achieve efficiencies in its operations;
- the availability of adequate supplies of water;
- actions taken by government regulators, including decisions on rate increase requests;
- new or additional water quality standards;
- weather variations and other natural phenomena;
- the existence of financially attractive acquisition candidates and the risks involved in pursuing those acquisitions;
- acts of war or terrorism;
- significant changes in the housing starts in Delaware;
- the availability and cost of capital resources;
- the ability to translate Preliminary Survey & Investigation charges into viable projects; and
- other factors discussed elsewhere in this quarterly report.

Many of these factors are beyond the Company's ability to control or predict. Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements, which only speak to the Company's understanding as of the date of this report. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

For an additional discussion of factors that may affect the Company's business and results of operations, see Item 1A. - Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Overview

Middlesex has operated as a water utility in New Jersey since 1897, in Delaware, through our wholly-owned subsidiary, Tidewater, since 1992 and in Pennsylvania, through our wholly-owned subsidiary, Twin Lakes, since 2009. We are in the business of collecting, treating, distributing and selling water for domestic, commercial, municipal, industrial and fire protection purposes. We also operate a New Jersey municipal water and wastewater system under contract and provide wastewater services in New Jersey and Delaware through our subsidiaries. We are regulated as to the rates charged to customers for water and wastewater services, as to the quality of water service we provide and as to certain other matters. We are regulated in New Jersey by the New NJBPU, in Delaware by the DEPSC, and in Pennsylvania by the Pennsylvania Public Utilities Commission. Only our USA, USA-PA and White Marsh subsidiaries are not regulated utilities.

Our Middlesex System provides water services to approximately 59,800 retail customers, primarily in central New Jersey. The Middlesex System also provides water service under contract to municipalities in central New Jersey with a total population of approximately 303,000. Through our subsidiary, USA-PA, we operate the water supply system and wastewater system for the City of Perth Amboy, New Jersey. Our other New Jersey subsidiaries, Pinelands Water and Pinelands Wastewater, provide water and wastewater services to residents in Southampton Township, New Jersey. Our USA subsidiary offers residential customers in New Jersey and Delaware a service line maintenance program called LineCare^{SM}.

Our Delaware subsidiaries, Tidewater and Southern Shores, provide water services to approximately 33,200 retail customers in New Castle, Kent and Sussex Counties, Delaware. Our TESI subsidiary provides regulated wastewater service to approximately 1,900 residential retail customers in Delaware. Our White Marsh subsidiary serves an additional 7,200 customers under unregulated operating contracts with various owners of small water and wastewater systems in Kent and Sussex Counties.

Our Twin Lakes subsidiary provides water system services to 120 retail customers in Shohola, Pennsylvania.

The majority of our revenue is generated from retail and contract water services to customers in our service areas. We record water service revenue as such service is rendered and include estimates for amounts unbilled at the end of the period for services provided after the last billing cycle. Fixed service charges are billed in advance by our subsidiary, Tidewater, and are recognized in revenue as the service is provided.

Our ability to increase operating income and net income is based significantly on four factors: weather, adequate and timely rate relief, effective cost management, and customer growth. These factors are evident in the discussions below which compare our results of operations with prior periods.

Recent Developments

In June 2010, the Company sold and issued 1,915,000 shares of its common stock in a public offering priced at $15.21 per share. The net proceeds of approximately $27.8 million were used to repay certain of the Company's short-term debt outstanding.

In March 2010, Middlesex's application with the NJBPU seeking permission to increase its base water rates was partially approved, granting an increase in annual operating revenues of 13.57%, or $7.8 million. The base water rate increase request was made to seek recovery of increased costs of operations, chemicals and fuel, electricity, taxes, labor and benefits, decreases in industrial and commercial customer demand patterns, as well as capital investment. The new base water rates are designed to recover these increased costs, as well as a return on invested capital in rate base of $180.3 million, based on a return on common equity of 10.30%.

Effective July 1, 2010, Tidewater's DSIC was reduced to 1.07% from 1.11%. DSIC is a DEPSC approved rate-mechanism that allows water utilities to recover investment in non-revenue producing capital improvements to the water system between base rate proceedings.

Outlook

Our revenues are expected to increase in 2010 as compared to 2009 from the full year's effect of base water rate increases granted to Tidewater during 2009, the current year implementation of a DSIC in our Tidewater system and the March 2010 base water rate increase granted to Middlesex.

In addition to changes in rates we charge our customers, revenues and, ultimately, earnings may also be influenced by weather. These changes, as well as increases in capital expenditures and operating costs, are the primary factors in determining the need for future rate increase requests. We continue to implement plans to streamline operations and reduce operating costs.

Ongoing economic conditions continue to negatively impact our customers' water consumption, particularly the level of water usage by our commercial and industrial customers in our Middlesex system. We are unable to determine when these customers' aggregate water demands may return to previous levels, or if a reduced level of demand will continue indefinitely. The decrease in demand by our commercial and industrial customers in our Middlesex system was one of the factors that precipitated our Middlesex rate request. Middlesex was given recognition in that proceeding for the decrease in demand.

As a result of ongoing challenging economic conditions impacting the pace of new residential home construction, there may be an increase in the amount of Preliminary Survey & Investigation costs that will not be currently recoverable in rates. In addition, the impact of the depressed national and local economies on the residential housing market had resulted in the suspension of construction activities on the North Carolina water and wastewater facility we had intended to own and operate. We are not obligated to assume ownership of the facilities until completion of construction by the present owner and until homes are occupied and customers are connected. We entered into this agreement in 2008 and have invested approximately $0.7 million. Given the continued effect of the economy on the pace of new housing construction, we did not expect construction on this project to resume in a timeframe acceptable to us. We therefore elected to exercise our rights under the agreement to seek recovery of our investment.

As a result of the sale of common stock in June 2010, the Company expects its average level of short term borrowing to be lower in 2010 as compared to 2009.

The return on assets held in our retirement benefit plans during 2009 resulted in an increase in the amount available to fund current and future obligations and has helped stabilize retirement plan benefit expenses and retirement plan cash contributions in 2010.

Our strategy includes continued revenue growth through acquisitions, internal expansion, contract operations and when necessary, rate relief. We will continue to pursue opportunities in both the regulated and non-regulated sectors that we believe complement existing capabilities and ultimately increase shareholder value.

Operating Results by Segment

The discussion of the Company's operating results is on a consolidated basis and includes significant factors by subsidiary. The Company has two operating segments, Regulated and Non-Regulated.
The segments in the tables included below consist of the following companies: Regulated-Middlesex, Tidewater, Pinelands, Southern Shores, TESI and Twin Lakes; Non-Regulated- USA, USA-PA, and White Marsh.

Results of Operations – Three Months Ended June 30, 2010

	(In Thousands) Three Months Ended June 30,					
	2010			2009		
	Regulated	Non-Regulated	Total	Regulated	Non-Regulated	Total
Revenues	$ 23,809	$ 2,729	$ 26,538	$ 20,489	$ 2,594	$ 23,083
Operations and maintenance expenses	11,452	2,124	13,576	10,898	1,995	12,893
Depreciation expense	2,199	37	2,236	2,076	35	2,111
Other taxes	2,768	64	2,832	2,473	59	2,532
Operating income	7,390	504	7,894	5,042	505	5,547
Other income, net	430	74	504	293	91	384
Interest expense	1,844	38	1,882	1,713	53	1,766
Income taxes	1,875	217	2,092	1,108	211	1,319
Net income	$ 4,101	$ 323	$ 4,424	$ 2,514	$ 332	$ 2,846

Operating Revenues

Operating revenues for the three months ended June 30, 2010 increased $3.5 million from the same period in 2009. This increase was primarily related to the following factors:

- Revenues in our Middlesex System increased $2.3 million, primarily as a result of the following:
  - Contract Sales to Municipalities increased by $0.9 million from higher demand and the March 2010 base rate increase;
  - Sales to General Metered Service (GMS) customers, which includes residential, commercial and industrial classes of customers increased by $0.7 million, primarily from the effects of the March 2010 base water rate increase ($1.0 million) offset by decreased consumption ($0.3 million). Water consumption by our industrial customer class was below the historical average. We are unable to determine when these customers' water demands may return to previous levels, or if the decline in demand will continue indefinitely; and

    - Facilities Charges increased by $0.7 million, primarily from the March 2010 rate increase.
- Revenues from our Tidewater system increased $1.1 million, primarily as a result of the following:
    - Higher demand by our GMS customers ($0.9 million);
    - A contract to temporarily provide water to the Dover Air Force Base ($0.2 million);
    - New customer growth and connection fees added $0.1 million of revenue; and
    - All other revenue categories decreased $0.1 million.
- Additional services provided by White Marsh under our non-regulated contracts increased revenues by $0.1 million.

Operation and Maintenance Expense

Operation and maintenance expenses for the three months ended June 30, 2010 increased $0.7 million from the same period in 2009. This increase was primarily related to the following factors:

- Increased materials and supply and outside contractor costs of $0.1 million due to residual costs related to the higher incidence of winter weather-related water main breaks in our Middlesex system;
- Increased purchased water costs of $0.2 million in our Middlesex system, primarily from the aforementioned increased customer demands;
- Increased licensing and service costs of $0.2 million from the implementation of a Company-wide enterprise resource planning system in 2010; and
- All other operating and maintenance expense categories increased $0.2 million.

Depreciation

Depreciation expense for the three months ended June 30, 2010 increased $0.1 million from the same period in 2009 due to a higher level of utility plant in service.

Other Taxes

Other taxes for the three months ended June 30, 2010 increased $0.3 million from the same period in 2009, primarily due to increased gross receipts and franchise taxes on higher taxable gross revenues in our Middlesex system.

Other Income, net

Other Income, net for the three months ended June 30, 2010 increased $0.1 million from the same period in 2009, due mostly to an increase in Allowance for Funds Used During Construction (AFUDC) on longer term projects that were actively under construction during the current year period.

Interest Charges

Interest charges for the three months ended June 30, 2010 increased $0.1 million from the same period in 2009, primarily due to increased average levels of debt outstanding in the second quarter of 2010 as compared to the second quarter of 2009.

Income Taxes

Income taxes for the three months ended June 30, 2010 increased $0.8 million from the same period in 2009, as a result of higher taxable income for the three months ended June 30, 2010 as compared to the same period in 2009.

Net Income and Earnings Per Share

Favorable results for the three months ended June 30, 2010 increased net income by $1.6 million when compared to the same period in 2009. Basic and diluted earnings per share increased to $0.31 for the three months ended June 30, 2010 as compared to $0.21 for the three months ended June 30, 2009. The increase in earnings per share for the three months ended June 30, 2010 as compared to the same period in 2009 was tempered by an increase in the average number of common shares outstanding after the Company's sale of 1.9 million shares of common stock in June 2010.

Results of Operations – Six Months Ended June 30, 2010

	(In Thousands) Six Months Ended June 30,					
	2010			2009		
	Regulated	Non-Regulated	Total	Regulated	Non-Regulated	Total
Revenues	$ 42,829	$ 5,355	$ 48,184	$ 38,465	$ 5,200	$ 43,665
Operations and maintenance expenses	22,991	4,179	27,170	21,835	4,101	25,936
Depreciation expense	4,361	78	4,439	4,125	71	4,196
Other taxes	5,254	137	5,391	4,864	120	4,984
Operating income	10,223	961	11,184	7,641	908	8,549
Other income, net	800	149	949	604	188	792
Interest expense	3,227	79	3,306	3,049	109	3,158
Income taxes	2,429	414	2,843	1,596	380	1,976
Net income	$ 5,367	$ 617	$ 5,984	$ 3,600	$ 607	$ 4,207

Operating Revenues

Operating revenues for the six months ended June 30, 2010 increased $4.5 million from the same period in 2009. This increase was primarily related to the following factors:

- Revenues in our Middlesex System increased $2.7 million, primarily as a result of the following:
  - Contract Sales to Municipalities increased by $1.2 million due to higher demand and the March 2010 rate increase;
  - Sales to GMS Customers increased by $0.3 million from the implementation of the March 2010 base water rate increase ($1.0 million), offset by decreased consumption ($0.7 million). Water consumption in our commercial and industrial customer classes were below the historical average. We are unable to determine when these customers' water demands may return to previous levels, or if the decline in demand will continue indefinitely;
  - Facilities Charges increased by $1.1 million from the March 2010 rate increase;

- Revenues of $0.2 million were recorded from a NJBPU approved purchased water adjustment clause (PWAC). The PWAC was in effect from July 2009 through March 2010; and
  - All other revenue categories decreased $0.1 million.
- Revenues in our Tidewater system increased $1.7 million primarily from the following:
  - Higher demand by our GMS customers ($1.0 million);
  - Increased base water rates that went into effect during 2009 ($0.4 million);
  - A contract to temporarily provide water to the Dover Air Force Base ($0.2 million); and
  - New customer growth and connection fees added $0.1 million of revenue.
- Additional services provided by White Marsh under our non-regulated contracts increased revenues by $0.1 million.

Operation and Maintenance Expense

Operation and maintenance expenses for the six months ended June 30, 2010 increased $1.2 million from the same period in 2009. This increase was primarily related to the following factors:

- Increased materials and supply and outside contractor costs of $0.4 million due to costs related to the higher incidence of winter weather-related water main breaks in our Middlesex system;
- Increased purchased water costs of $0.4 million in our Middlesex system, primarily from the aforementioned increased customer demand;
- Increased licensing and service costs of $0.2 million from the implementation of a Company-wide enterprise resource planning system in 2010; and
- All other operating and maintenance expense categories increased $0.2 million.

Depreciation

Depreciation expense for the six months ended June 30, 2010 increased $0.2 million from the same period in 2009 due to a higher level of utility plant in service.

Other Taxes

Other taxes for the six months ended June 30, 2010 increased $0.4 million from the same period in 2009, primarily due to increased gross receipts and franchise taxes on higher taxable gross revenues in our Middlesex system.

Interest Charges

Interest charges for the six months ended June 30, 2010 increased $0.1 million from the same period in 2009, primarily due to increased average levels of debt outstanding in 2010 as compared to 2009.

Other Income, net

Other Income, net for the six months ended June 30, 2010 increased $0.2 million from the same period in 2009, due mostly to an increase in AFUDC on longer term projects that were actively under construction during the current year.

Income Taxes

Income taxes for the six months ended June 30, 2010 increased $0.9 million from the same period in 2009, as a result of higher taxable income in 2010 as compared to 2009.

Net Income and Earnings Per Share

Favorable results for the six months ended June 30, 2010 increased net income by $1.8 million from the same period in 2009. Basic earnings per share increased to $0.43 for the six months ended June 30, 2010 as compared to $0.31 for the six months ended June 30, 2009. Diluted earnings per share increased to $0.42 for the six months ended June 30, 2010 as compared to $0.31 for the six months ended June 30, 2009. The increase in earnings per share for the six months ended June 30, 2010 as compared to the same period in 2009 was tempered by an increase in the average number of common shares outstanding after the Company's sale of 1.9 million shares of common stock in June 2010.

Liquidity and Capital Resources

Operating Cash Flows

Cash flows from operations are largely based on four factors: weather, adequate and timely rate increases, effective cost management and customer growth. The effect of those factors on net income is discussed in results of operations.

For the six months ended June 30, 2010, cash flows from operating activities increased $4.4 million to $11.8 million. Increased earnings and the timing of certain tax and operating payments were the primary reasons for the increase in cash flow. The $11.8 million of net cash flow from operations enabled us to fund approximately 74% of our utility plant expenditures internally for the period.

Capital Expenditures and Commitments

To fund our capital program, we use internally generated funds, short-term and long-term debt borrowings and, when market conditions are favorable, proceeds from sales of common stock under our DRP and common stock offerings. See below for a more detailed discussion regarding the funding of our capital program.

The capital spending program for 2010 is currently estimated to be $33.2 million. Through June 30, 2010, we have expended $15.9 million and expect to incur approximately $17.3 million for capital projects for the remainder of 2010.

We currently project that we may be required to expend approximately $55.0 million for capital projects in 2011 and 2012. The exact amount is dependent on customer growth, residential housing sales, project scheduling and refinement of engineering estimates for certain capital projects.

To fund our capital program for the remainder of 2010, we plan on utilizing:

- Internally generated funds
- Proceeds from the sale of common stock through the DRP
- Funds available and held in trust under existing New Jersey SRF loans (currently, $3.5 million) and Delaware SRF loans (currently, $2.4 million). The SRF programs provide low cost financing for projects that meet certain water quality and system improvement benchmarks.

- Short-term borrowings, if necessary, through $58.0 million of available lines of credit with several financial institutions. At June 30, 2010, the outstanding borrowings under these credit lines had been reduced to $13.5 million as a result of using the $27.8 million of proceeds from the June 2010 common stock offering and sale of 1.9 million shares of our common stock.

Recent Accounting Pronouncements – See Note 1 of the Notes to Unaudited Condensed Consolidated Financial Statements for a discussion of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures of Market Risk

The Company is subject to the risk of fluctuating interest rates in the normal course of business. Our policy is to manage interest rates through the use of fixed rate long-term debt and, to a lesser extent, short-term debt. The Company's interest rate risk related to existing fixed rate, long-term debt is not material due to the term of the majority of our First Mortgage Bonds, which have final maturity dates ranging from 2018 to 2038. Over the next twelve months, approximately $1.9 million of the current portion of 29 existing long-term debt instruments will mature. Applying a hypothetical change in the rate of interest charged by 10% on those borrowings, would not have a material effect on our earnings.

Item 4. Controls and Procedures

Disclosure Controls and Procedures
As required by Rule 13a-15 under the Securities and Exchange Act of 1934 (the Exchange Act), an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was conducted by the Company's Chief Executive Officer along with the Company's Chief Financial Officer. Based upon that evaluation, the Company's Chief Executive Officer and the Company's Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of the end of the period covered by this Report.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding disclosure.

Material Change in Internal Controls
In the second quarter of 2010, the Company implemented the fixed asset, inventory, procurement, billing and customer information modules of an enterprise resource planning (ERP) system. As previously disclosed, the Company had implemented the general ledger and human resources modules of the ERP system in the first quarter of 2010.

The implementation of the fixed asset, inventory, procurement, billing and customer information modules and the related workflow changes have resulted in material changes to the Company's internal controls over financial reporting (as that term is defined in Rule 13(a)-15 under the Exchange Act). In connection with the implementation of the fixed asset, inventory, procurement, billing and customer information modules, the Company is continuing to replace and supplement existing internal controls over financial reporting, as appropriate. The decision to implement the ERP system was made to improve the efficiency and effectiveness of our management and financial reporting systems and was not made in response to any actual or perceived deficiencies in the Company's internal control over financial reporting.

We continually review our disclosure controls and procedures and make changes, as necessary, to ensure the quality of our financial reporting. Other than the changes made related to the implementation of the fixed asset, inventory, procurement, billing and customer information modules and the related work flow changes, there have been no changes in internal control over financial reporting that occurred in the second quarter of 2010 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Pr oceedings

None.

Item 1A. Risk F actors

The information about risk factors does not differ materially from those set forth in Part I, Item 1A. of the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

Item 2. Unre gistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. De faults Upon Senior Securities

None.

Item 4. Removed and Reserved

Item 5. Other Inf ormation

None.

Item 6. Exhibits

4.10	By-laws of the Company, as amended.
31.1	Section 302 Certification by Dennis W. Doll pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
31.2	Section 302 Certification by A. Bruce O'Connor pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
32.1	Section 906 Certification by Dennis W. Doll pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.2	Section 906 Certification by A. Bruce O'Connor pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MIDDLESEX WATER COMPANY

By: /s/A. Bruce O'Connor
A. Bruce O'Connor
Vice President and
Chief Financial Officer
(Principal Accounting Officer)

Date: July 30, 2010

Exhibit 4.10

MIDDLESEX WATER COMPANY

BY-LAWS

As in Effect October 17, 1991
As Amended December 20, 2005
As Amended September 24, 2007
As Amended July 27, 2010

ARTICLE I

ANNUAL MEETING

SECTION 1. The annual meeting of the stockholders for the election of directors or any meeting of stockholders shall be held at such place and at such time as may be fixed by the Board of Directors.

SECTION 2. Except as otherwise provided in the Restated Certificate of Incorporation of the Company a majority of the total number of issued and outstanding shares of each class of stock, considered separately, entitled to vote thereat, represented in person or by proxy, shall constitute a quorum for the transaction of business at any stockholders' meeting of the Company. The Secretary or officer performing the Secretary's duties shall give notice of every stockholders' meeting to each stockholder of record on the books of the Company, entitled to vote at such meeting, by mailing such notice in writing to his last known post office address at least ten days before the date of such meeting. Special meetings of the holders of shares of Common Stock, the holders of shares of Preferred Stock, or the holders of shares of Common Stock and the holders of shares of Preferred Stock may be called by the President or by the Board of Directors.

ARTICLE II

DIRECTORS

SECTION 1. Except as otherwise provided in the Restated Certificate of Incorporation of the Company, the Board of Directors shall consist of not less than five nor more than twelve directors, the exact number of directors to be determined from time to time by resolution adopted by affirmative vote of a majority of the entire Board of Directors. The directors of the Company shall be elected by the holders of shares of Common Stock at the annual meeting of the Company as hereinafter provided in these By-Laws. Each holder of shares of Common Stock present in person or by proxy shall be entitled to one vote for each share thereof standing in his name on the books of the Company.

No person (other than a person nominated by or on behalf of the Board of Directors) shall be eligible for election as a director at any annual or special meeting of stockholders unless a written request that his or her name be placed in nomination is received from a stockholder of record by the Secretary of the Company not less than 21 days prior to the date fixed for the meeting, together with the written consent of such person to serve as a director.

Directors shall be at least 21 years of age and, except as hereinafter provided, not more than 70 years of age. A Director who reaches age 70 during his/her elected term shall be entitled to serve the balance of such term. Notwithstanding the foregoing, the Board of Directors, upon recommendation of the Nominating Committee or such other appropriate Committee, may re-nominate such Director for election as a Director for an additional term or terms beyond the term during which such Director reached his/her 70th birthday. The Board of Directors shall have the right to designate an incumbent director who reaches the age of 70 years as "director emeritus" and a director so designated shall be permitted to attend meetings and receive compensation as fixed by the Board of Directors but shall not be permitted to vote as a director or be counted as a director for purposes of meeting the requirements of these By-Laws regarding the number of directors comprising the Company's Board of Directors. The maximum age limitation of this paragraph shall not apply to any person who is a director of the Company as of May 23, 1984.

SECTION 2. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as possible, of one-third of the total number of directors constituting the entire Board of Directors. At each annual meeting of stockholders successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, but in no case shall a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

The term of a director elected by stockholders to fill a newly created directorship or other vacancy shall expire at the same time as the terms of the other directors of the class for which the new directorship is created or in which the vacancy occurred. Any vacancy on the Board of Directors that results from an increase in the number of directors and any other vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director so elected by the Board of Directors shall, without regard to the class in which such vacancy occurred, hold office until the next succeeding annual meeting of stockholders and until his successor shall be elected and shall qualify.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of preferred stock or preference stock issued by the Company shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the applicable terms of the Restated Certificate of Incorporation of the Company, as amended, and such directors so elected shall not be divided into classes unless expressly provided by such terms.

SECTION 3. Regular meetings of the Board of Directors shall be held once a month at such time and place as the Board shall designate.

Special meetings of the Board may be called by the President or by any three of the directors. Reasonable notice by mail or otherwise shall be given to each member of the Board of every special meeting thereof.

A majority of the members of the Board shall constitute a quorum for the transaction of business.

SECTION 4. The Board of Directors shall keep a record of their meetings and proceedings in a book to be provided for that purpose. They shall make reasonable rules and regulations consistent with these By-Laws for the guidance of the officers and management of the affairs of the Company. They may appoint a Transfer Agent, Registrar, and such other agents as the business of the Company may require. They may fix the compensation of all officers and employees. They may declare dividends from the surplus or net profits arising from the business of the Company whenever they deem it expedient. They may authorize the appropriate officers to borrow money from time to time and pledge the securities and property of the Company to secure the payment thereof.

SECTION 5. The affirmative or negative vote of a majority of all members of the Board of Directors present at a meeting shall decide all matters brought before the Board for decision, except as otherwise provided in these By-Laws.

Where appropriate communication facilities are reasonably available, any or all directors shall have the right to be present for such purposes and to participate in all or any part of a meeting of the Board of Directors or a committee of the Board by means of conference telephone or any other means of communication by which all persons participating in the meeting are able to hear each other.

Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or any committee thereof, may be taken without a meeting if, prior or subsequent to the action, all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors or committee.

SECTION 6. The Board shall be constituted where appropriate with a majority of individuals who qualify as independent directors, as determined by the Board in accordance with securities law and guidelines. In the case where the Chairman of the Board and the President/Chief Executive Officer of the Company are the same person, the Board may, consistent with applicable law and regulation, designate one of its independent directors as Lead Director to be elected annually by a majority vote of the independent directors to serve for a term of one year, or until such time as his/her successor shall be elected. The Lead Director shall have such specific duties and responsibilities as the Board may determine from time to time, including, but not limited to, the following:

- In consultation with the independent directors:
    - Advise the Chairman as to an appropriate schedule of Board meetings;
    - Review and provide the Chairman with input regarding the agendas for the Board meetings;
- Preside at all meetings at which the Chairman is not present including executive sessions of the independent directors and apprise the Chairman of the issues considered;
- Be available for consultation and direct communication with the Company's shareholders and other members of the Board;
- Call meetings of the independent directors when necessary and appropriate; and
- Perform such other duties as the Board may from time to time delegate.

ARTICLE III

COMMITTEES

SECTION 1. The Board of Directors may appoint regular or special committees from the Board from time to time as may be required for the proper conduct and management of the business of the Company. In determining whether to appoint a regular or special committee and the membership of such committee, the Board shall consult with the President.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Company shall be a President, Senior Vice President, one or more Vice Presidents, Secretary, one or more Assistant Secretaries, Treasurer, and one or more Assistant Treasurers. The Board of Directors may appoint a Chairman of the Board of Directors from among its members. The same person may hold more than one office except that no person shall at the same time hold both offices of President and Secretary. The Board of Directors may appoint such other officers from time to time as it may decide to be necessary or desirable to transact the business of the Company and may fix the term of all officers so appointed.

SECTION 2. The officers of the Company, other than appointive officers, shall be elected annually by the Board of Directors, and they shall hold office for the term of one year and until such time as their successors are elected and qualify.

ARTICLE V

DUTIES OF OFFICERS

SECTION 1. In the event that the Board of Directors shall appoint a Chairman of the Board of Directors as herein provided, he shall preside at all meetings of the Board of Directors and shall have and exercise such powers and perform such duties as may be assigned and conferred upon him by the Board of Directors.

SECTION 2. The President, in the absence of a Chairman of the Board of Directors, shall preside at the meetings of the Board of Directors and generally shall direct, supervise, and conduct the business of the Company subject to the control of the Board of Directors and shall perform all the duties incident to the Office of President.

SECTION 3. The Senior Vice President and the Vice Presidents shall perform executive and administrative duties under the direction of the President or pursuant to instructions of the Board. The Senior Vice President shall perform all the duties of the President in his absence or disability. Any one of the Vice Presidents shall perform all the duties of the President in the absence or disability of both the President and the Senior Vice President.

SECTION 4. The Secretary shall keep minutes of all meetings of the stockholders and directors of the Company, shall give notice of the time and place of all such meetings, shall be the custodian of the seal of the Company and of all the papers and records relating to the general business of the Company, and under the direction of the President or pursuant to instructions of the Board of Directors shall perform all the duties incident to the Office of Secretary.

The Assistant Secretary or Secretaries shall assist the Secretary in the performance of his duties, and shall exercise and perform his powers and duties in his absence or disability, and shall also exercise such powers and duties as may be conferred or required by the Board of Directors or by the President.

SECTION 5. The Treasurer shall be the custodian of all moneys and securities belonging to the Company. He shall keep a record of accounts of the Company and shall submit a quarterly report to the Board of Directors showing the financial condition of the Company, and perform all the duties incident to the Office of Treasurer.

The Assistant Treasurer or Treasurers shall assist the Treasurer in the performance of his duties, and shall exercise and perform his powers and duties in his absence or disability, and shall also exercise such powers and duties as may be conferred or required by the Board of Directors or by the President.

ARTICLE VI

INDEMNIFICATION

SECTION 1. Any present or future director or officer of the Company and any present or future director or officer of any other corporation serving as such at the request of the Company because of the Company's interest in such other corporation, or the legal representative of any such director or officer, shall be indemnified by the Company against reasonable costs, expenses, (exclusive of any amount paid or incurred in connection with any action, suit, or proceeding to which any such director or officer or his legal representative may be a party by reason of his being or having been such director or officer; provided (1) said action, suit, or proceeding shall be prosecuted against such director or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit, or proceeding that he had been derelict in the performance of his duties as such director or officer; or (2) said action, suit, or proceeding shall be settled or otherwise terminated as against such director or officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors (or, at the option of the Board of Directors, by a disinterested person or persons selected by the Board of Directors to determine the matter) that said director or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit, or proceeding. The right of indemnification provided by this By-Law shall be in addition to and not in restriction or limitation of any other privilege or power which the Company may have with respect to the indemnification or reimbursement of directors, officers, or employees.

ARTICLE VII

CAPITAL STOCK

SECTION 1. Certificates of stock of the Company shall be numbered consecutively in the order of issue. They shall be signed by the President or a Vice President and the Treasurer or Assistant Treasurer.

SECTION 2. Such certificates may, in addition to the foregoing, be signed by a transfer agent or an assistant Transfer Agent or by a transfer clerk on behalf of the Company, who shall have been duly appointed for the purpose by the Board of Directors. When such certificates are signed by a transfer agent or an assistant transfer agent or by a transfer clerk on behalf of the Company, the signature of the President, Vice President, Treasurer, or Assistant Treasurer upon any such certificate may be affixed by engraving, lithograving, or printing thereon a facsimile of such signature, in lieu of manual signature, and such facsimile signature so engraved, lithographed, or printed thereon shall have the same force and effect as if such officer had manually signed the same.

SECTION 3. In case any officer who has signed, or whose facsimile signature has been affixed to, any such certificate shall cease to be such officer before such certificate shall have been delivered by the Company, such certificate may nevertheless be issued and delivered as though the person who signed such certificate, or whose facsimile signature has been affixed thereto, had not ceased to be such officer of the Company.

SECTION 4. Transfers of stock may be made at any time by the holders thereof in person, or by their representatives, or by power of attorney duly executed, except when the transfer books shall be closed; but no transfer shall be valid until entered in the proper form on the books of the Company.

SECTION 5. Notwithstanding anything herein to the contrary, the Company, or its Transfer Agent at the direction or authorization of the Company, may allow for the issuance of Company securities that are not represented by physical certificates.

ARTICLE VIII

RECORD KEEPING

SECTION 1. The books, papers, and records relating to the general business of the Company shall be in the custody of the Secretary and shall be open to inspection by the directors and stockholders at all reasonable times.

SECTION 2. The books, papers, and records relating to the financial affairs of the Company shall be in the custody of the Treasurer and shall be open to inspection by the directors and stockholders at all reasonable times.

SECTION 3. The books, papers, and records relating to the operation of the Company shall be in the custody of the President or his designate and shall be open to inspection by the directors and stockholders at all reasonable times.

ARTICLE IX

FISCAL YEAR

SECTION 1. The fiscal year of the Company shall begin on the first day of January of each year.

ARTICLE X

SEAL

SECTION 1. The seal of the Company shall be circular in form, and shall have inscribed thereon the following words and figures "MIDDLESEX WATER COMPANY 1897".

ARTICLE XI

CHECKS, NOTES, AND CONTRACTS

SECTION 1. All checks for the payment of funds of the Company and all notes and drafts shall be signed by such officer or officers of the Company or such other person as the directors may from time to time by resolution designate.

SECTION 2. Contracts and other obligations of the Company, excepting those mentioned in Section 1 of this Article, shall be signed by the President or a Vice President and attested to by the Secretary or Assistant Secretary, or Treasurer or Assistant Treasurer, and the corporate seal shall be thereto affixed.

SECTION 3. No contract between this Company and any other company shall be affected or invalidated by the fact that a director or officer of this Company has a financial interest in or is a director, officer, partner, or proprietor of such other company. No such contract shall be entered into unless authorized by a majority of the directors present at a meeting and not affected personally by the contract as being in the best interest of the Company. Bids shall be solicited, whenever practicable, before any such contract involving construction services shall be entered into by the Company.

ARTICLE XII

PREEMPTIVE RIGHTS OF STOCKHOLDERS

SECTION 1. No stockholder of any class of stock of the Company shall have any preemptive or other right, as stockholder, to subscribe for, purchase, or receive any proportionate or other share of the capital stock of the Company, or any obligation of security convertible into such capital stock, or any rights or options of the Company to purchase or receive such capital stock or obligations or securities which the Company may issue or sell, whether out of the number of shares authorized by the Company's Restated Certificate of Incorporation as amended from time to time, or out of the shares of the Company acquired by the Company itself after the issuance thereof.

All such capital stock, obligations or securities, rights, or options may (to the extent otherwise permitted by law) be issued and disposed of by the Board of Directors as and when it may determine, free of any such right, whether to stockholders or to such other persons, firms, corporations, or associations and for such lawful consideration, and upon such terms and conditions as the said Board in its absolute discretion may deem advisable.

ARTICLE XIII

RECORD DATE

SECTION 1. The Board of Directors may fix, in advance, a date not exceeding fifty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or any such allotment or rights, or to exercise the rights in respect to any such change, conversion, or exchange of capital stock, and in such case only stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend, or allotment of rights or exercise of such rights, as the case may be, and notwithstanding any transfer of any stock on the books of the Company after any such record date fixed as aforesaid.

ARTICLE XIV

AMENDMENTS

SECTION 1. These By-Laws may be altered or amended or supplemented or repealed by the Board of Directors at any regular or special meeting by a vote of two-thirds of the members present and constituting a quorum, provided, that written notice containing a copy of the proposed alteration, amendment, supplement, or repeal be given to each director at least five days prior to the meeting at which the proposal is to be acted upon.

SECTION 2. The holders of shares of Common Stock, by the concurrent vote of two-thirds of all such shares issued and outstanding, may alter, amend, supplement or repeal these By-Laws.

Exhibit 31.1

SECTION 302 CERTIFICATION PURSUANT TO RULES 13a-14 AND 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934

I, Dennis W. Doll, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Middlesex Water Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have;

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Dennis W. Doll
Dennis W. Doll
Chief Executive Officer

Date: July 30, 2010

Exhibit 31.2

SECTION 302 CERTIFICATION PURSUANT TO RULES 13a-14 AND 15d-14 OF THE SECURITIES EXCHANGE ACT OF 1934

I, A. Bruce O'Connor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Middlesex Water Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f))for the registrant and have;

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ A. Bruce O'Connor
A. Bruce O'Connor
Chief Financial Officer

Date: July 30, 2010

SECTION 906 CERTIFICATION PURSUANT TO 18 U.S.C. §1350

I, Dennis W. Doll, hereby certify that, to the best of my knowledge, the periodic report being filed herewith containing financial statements fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and that information contained in said periodic report fairly presents, in all material respects, the financial condition and results of operations of Middlesex Water Company for the period covered by said periodic report.

/s/ Dennis W. Doll
Dennis W. Doll
Chief Executive Officer

Date: July 30, 2010

A signed original of this written statement required by Section 906 has been provided to Middlesex Water Company and will be retained by Middlesex Water Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

SECTION 906 CERTIFICATION PURSUANT TO 18 U.S.C. §1350

I, A. Bruce O'Connor, hereby certify that, to the best of my knowledge, the periodic report being filed herewith containing financial statements fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)) and that information contained in said periodic report fairly presents, in all material respects, the financial condition and results of operations of Middlesex Water Company for the period covered by said periodic report.

/s/ A. Bruce O'Connor
A. Bruce O'Connor
Chief Financial Officer

Date: July 30, 2010

A signed original of this written statement required by Section 906 has been provided to Middlesex Water Company and will be retained by Middlesex Water Company and furnished to the Securities and Exchange Commission or its staff upon request.