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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

RUTH H. & WARREN A. ELLSWORTH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

370 MAIN STREET 12TH FLOOR

Room/suite

City or town, state, and ZIP code

WORCESTER, MA 01608

A Employer identification number

04-6113491

B Telephone number

508-459-8000

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 20,213,763.

J Accounting method:

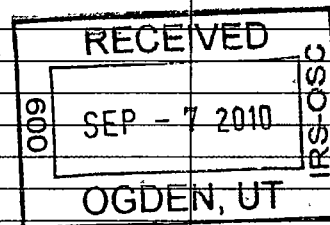
☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not
necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	10,834.	10,834.		
4	Dividends and interest from securities	963,747.	963,747.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	303,454.			
b	Gross sales price for all assets on line 6a	2,052,214.			
7	Capital gain net income (from Part IV, line 2)		303,454.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	1,278,035.	1,278,035.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 2	227,000.	170,250.		56,750.
b	Accounting fees STMT 3	10,902.	0.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	13,322.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	659.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	251,883.	170,250.		56,750.
25	Contributions, gifts, grants paid	649,000.			649,000.
26	Total expenses and disbursements. Add lines 24 and 25	900,883.	170,250.		705,750.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	377,152.			
b	Net investment income (if negative, enter -0-)		1,107,785.		
c	Adjusted net income (if negative, enter -0-)			N/A	



G14

11

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	32,225.	602,163.	602,363.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	209,756.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	20,716,496.	20,069,401.	19,611,400.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	20,958,477.	20,671,564.	20,213,763.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	873,000.	585,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	873,000.	585,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	20,085,477.	20,086,564.	
	30 Total net assets or fund balances	20,085,477.	20,086,564.	
	31 Total liabilities and net assets/fund balances	20,958,477.	20,671,564.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 20,085,477.
2 Enter amount from Part I, line 27a	2 377,152.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 20,462,629.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5 376,065.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 20,086,564.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a FLETCHER TILTON WHIPPLE & CO SEE ATTACHED	P	VARIOUS	VARIOUS
b FLETCHER TILTON WHIPPLE & CO SEE ATTACHED	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 270,264.		266,247.	4,017.
b 1,781,950.		1,482,513.	299,437.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4,017.
b			299,437.
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	303,454.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	952,676.	21,758,351.	.043784
2007	951,750.	23,455,244.	.040577
2006	935,750.	21,408,201.	.043710
2005	968,650.	20,359,861.	.047576
2004	937,035.	19,356,254.	.048410

2 Total of line 1, column (d)	2	.224057
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044811
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	18,836,444.
5 Multiply line 4 by line 3	5	844,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,078.
7 Add lines 5 and 6	7	855,158.
8 Enter qualifying distributions from Part XII, line 4	8	705,750.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	22,156.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	22,156.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,156.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	26,645.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,645.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,489.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax	11	4,489.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MA		
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ► **N/A**

14 The books are in care of ► **FLETCHER TILTON & WHIPPLE P. C.** Telephone no. ► **(508) 459-8000**
 Located at ► **370 MAIN STREET 12TH FLOOR WORCESTER, MA** ZIP+4 ► **01608**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		☒
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		☒
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☒ Yes ☐ No	
If "Yes," list the years ► 2008		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		☒
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		☒
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 2009?		☒

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

☒**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

6b**X****7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2009)

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	18,483,525.
b Average of monthly cash balances	1b	639,768.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	19,123,293.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	19,123,293.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	286,849.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,836,444.
6 Minimum investment return. Enter 5% of line 5	6	941,822.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	941,822.
2a Tax on investment income for 2009 from Part VI, line 5	2a	22,156.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	22,156.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	919,666.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	919,666.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	919,666.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	705,750.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	705,750.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	705,750.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				919,666.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			821,765.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 705,750.				
a Applied to 2008, but not more than line 2a			705,750.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			116,015.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				919,666.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE LIST ATTACHED	NONE	PUBLIC	AS LISTED	649,000.
Total				▶ 3a 649,000.
b <i>Approved for future payment</i> NONE				
Total				▶ 3b 0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ACCOUNTS RECEIVABLE	209,759.	0.	209,759.	
FTW & CO	537,819.	0.	537,819.	
FTW & CO CAPITAL GAINS DIVIDENDS	8,847.	0.	8,847.	
TIFF FUNDS	207,322.	0.	207,322.	
TOTAL TO FM 990-PF, PART I, LN 4	963,747.	0.	963,747.	

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER, TILTON & WHIPPLE	227,000.	170,250.		56,750.
TO FM 990-PF, PG 1, LN 16A	227,000.	170,250.		56,750.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE STREET BANK	10,902. 0.	0. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 16B	10,902.	0.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,322.	0.		0.
FEDERAL TAX ESTIMATES	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,322.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASSACHUSETTS PC FILING FEE	250.	0.		0.
ANNUAL CYBERGRANT FEE	409.	0.		0.
TO FORM 990-PF, PG 1, LN 23	659.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES		STATEMENT	6
DESCRIPTION				AMOUNT
DECREASE IN GRANTS PLEDGED				288,000.
PRIOR PERIOD MERIDIAN&MDF ADJUSTMENTS OF BASIS MUTUAL FUNDS				88,065.
TOTAL TO FORM 990-PF, PART III, LINE 5				376,065.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
STATE STREET BANK - MUTUAL FUNDS	COST	14,096,210.	13,966,607.	
STATE STREET BANK - MERIDIAN FUND	COST	150,000.	183,994.	
STATE STREET BANK - TTIF	COST	5,218,584.	4,859,346.	
STATE STREET BANK - MDF	COST	604,607.	601,453.	
TOTAL TO FORM 990-PF, PART II, LINE 13		20,069,401.	19,611,400.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID H. ELLSWORTH WIANNO AVENUE OSTERVILLE, MA 02655	TRUSTEE 0.20	0.	0.	0.
JOYCE W. HALL 27 DRIFTWOOD DRIVE HOLDEN, MA 01520	TRUSTEE 0.20	0.	0.	0.
SUMNER B. TILTON, JR. 370 MAIN STREET WORCESTER, MA 01608	TRUSTEE 0.50	0.	0.	0.
MARK R. WETZEL 84 DONAHUE ROAD NORTH GRANBY, CT 06060	TRUSTEE 0.20	0.	0.	0.
TODD H. WETZEL 158 WEST STREET NORTHBORO, MA 01532	TRUSTEE 0.20	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	9
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SUMNER B. TILTON, JR. 370 MAIN STREET 12TH FLOOR, WORCESTER, MA 01608 -----
- - - - -

TELEPHONE NUMBER

508-459-8000

FORM AND CONTENT OF APPLICATIONS

A PROPOSAL SHOULD BE IN LETTER FORM AND SHOULD INCLUDE THE GOALS AND OBJECTIVES OF THE REQUEST TOGETHER WITH A PLAN FOR ACCOMPLISHING THE SAME. IT SHOULD INCLUDE THE PROJECT BUDGET AND EVIDENCE OF 501(C)(3) TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

SUBMISSIONS MUST BE MADE PRIOR TO JUNE 1.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS ARE PROVIDED TO HEALTH, EDUCATIONAL, CULTURAL AND HUMAN SERVICE ORGANIZATIONS THAT ARE EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THAT ARE BASED IN THE WORCESTER AREA.

2009 Tax Information Statement

Account Number: 36185010
 Recipient's Tax ID number: 04-6113491
 Payer's Federal ID number: 26-3619428

Recipient's Name and Address
 ELLSWORTH FOUNDATION
 370 MAIN STREET - 12TH FLOOR
 WORCESTER, MA 01608

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address
 FLETCHER, TILTON & WHIPPLE & CO
 370 MAIN STREET, 12TH FLOOR
 WORCESTER, MA 01608

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Short Term Sales Reported on 1099-B								
75.9570	MDFSPECI	MDF SPECIAL INVESTMENT FUND	05/29/2009	06/29/2009	7,032.89	7,562.70	-529.81	0.00
1795.0850	MDFSPECI	MDF SPECIAL INVESTMENT FUND	05/29/2009	08/09/2009	182,667.52	178,509.00	4,158.52	0.00
50.3300	MDFSPECI	MDF SPECIAL INVESTMENT FUND	05/29/2009	08/31/2009	5,264.59	5,033.00	231.59	0.00
12.7806	MDFSPECI2	MDF SPECIAL INVESTMENT FUND	05/29/2009	09/30/2009	1,163.13	1,278.07	-114.94	0.00
612.8577	MDFSPECI2	MDF SPECIAL INVESTMENT FUND	05/29/2009	09/30/2009	61,548.99	61,285.77	263.22	0.00
125.7802	MDFSPECI2	MDF SPECIAL INVESTMENT FUND	05/29/2009	10/31/2009	12,587.26	12,577.98	9.28	0.00
Total Short Term Sales Reported on 1099-B						270,264.38	4,017.86	0.00
Long Term 15% Sales Reported on 1099-B								
6199.6520	MERIDIAN	MERIDIAN DIVERSIFIED FUND LTD	02/24/2003	03/31/2009	782,261.00	630,000.01	152,260.99	0.00
6937.7050	MERIDIAN	MERIDIAN DIVERSIFIED FUND LTD	02/24/2003	05/29/2009	858,275.14	704,999.99	153,275.15	0.00
147.6110	MERIDIAN	MERIDIAN DIVERSIFIED FUND LTD	02/24/2003	06/01/2009	16,414.00	15,000.00	1,414.00	0.00
485.4370	69339070	PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES	07/30/2004	01/07/2009	5,000.00	5,205.76	-205.76	0.00
1970.4430	69339070	PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES	07/30/2004	02/04/2009	20,000.00	21,130.76	-1,130.76	0.00
9900.9900	69339070	PIMCO TOTAL RETURN FUND INSTITUTIONAL SHARES	07/30/2004	04/06/2009	100,000.00	106,176.87	-6,176.87	0.00
Total Long Term 15% Sales Reported on 1099-B						1,781,950.14	299,436.75	0.00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

2009 Tax Information Statement

Page 8 of 17

Recipient's Name and Address

ELLSWORTH FOUNDATION
370 MAIN STREET - 12TH FLOOR
WORCESTER, MA 01608

Account Number: 36185010

Recipient's Tax ID number: 04-6113491

Payer's Federal ID number: 26-3619428

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address

FLETCHER, TILTON & WHIPPLE & CO
370 MAIN STREET, 12TH FLOOR
WORCESTER, MA 01608

(Box 5) Number of shares	(Box 1b) CUSIP	(Box 7) Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	(Box 4) Federal Income Tax Withheld
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This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Attachment
2009

Ellsworth Foundation – Tax Report Requested 1/21/10

FTW - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
2009					
Ellsworth Foundation					
All Saints Church	SBT Matching gift	3752775	\$1,000 00	11003	12/14/09
American Antiquarian Society	Usual Annual (MRW)	3221937	\$3,000 00	10806	12/02/09
American Antiquarian Society	Matching gift (MRW)	3755367	\$750 00	11004	12/14/09
American Red Cross of Central Massachusetts	Usual Annual - Local Disaster Relief	3174962	\$3,000 00	10827	12/02/09
Anna Mana College	Fuller Activities Center Expansion Project	1930321	\$25,000 00	10828	12/02/09
Assumption College	MRW matching gift	3755371	\$750 00	11054	12/15/09
Becker College	Renovations to Borger Academic Center	1937251	\$30,000 00	10829	12/02/09
Bottom Line (The)	General Support	3240174	\$5,000 00	10830	12/02/09
Boys and Girls Club of Worcester	Support of Summer programs for 2010	3255545	\$25,000 00	10831	12/02/09
CASA Project, Inc (The)	Recruit, train & supervise CASA/GALs	3240136	\$20,000 00	10832	12/02/09
COLORADO ACADEMY	DHE matching gift	3759617	\$1,000 00	11067	12/16/09
Cape Cod Academy	DHE matching gift	3759602	\$1,000 00	11065	12/16/09
Cape Symphony Orchestra Association Incorporated	DHE matching gift	3759603	\$1,000 00	11066	12/16/09
Clark University	SBT matching gift (capital)	3752778	\$3,000 00	11007	12/14/09
Clark University	SBT matching gift (annual)	3752780	\$2,000 00	11006	12/14/09
Clark University	MRW matching gift	3755375	\$2,500 00	11008	12/14/09
Clark University	Academic Commons Project - Goddard Library	1955166	\$60,000 00	10833	12/02/09
Community Harvest Project, Inc	Mini-grant	3740820	\$5,000 00	10834	12/02/09
Dismas House of Massachusetts, Inc	Mini-grant	3740822	\$5,000 00	10835	12/02/09
Dynamy, Inc	Usual Annual - Youth Academy	3229097	\$5,000 00	10836	12/02/09
EcoTanum	Intermediary Goals and Educational Programming	2535549	\$30,000 00	10837	12/02/09
EcoTanum	MRW matching gift	3758028	\$1,000 00	11069	12/16/09
EcoTanum	SBT matching gift	3752784	\$500 00	11009	12/14/09
Genesis Club, Inc	Mini-grant	3740824	\$5,000 00	10838	12/02/09
Girls Incorporated of Worcester	Partnership Program	3228947	\$10,000 00	10839	12/02/09
Governor Dummer Academy	DHE matching gift	3759619	\$1,000 00	11070	12/16/09
Greater Worcester Community Foundation, Inc	SBT matching gift	3752782	\$250 00	11054	12/15/09

Ellsworth Foundation – Tax Report Requested 1/21/10

FTW - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
2009 (continued)					
Ellsworth Foundation (continued)					
Greater Worcester Land Trust	20th Anniversary Campaign	2736692	\$10,000 00	10840	12/02/09
Higgins Armory Museum	Capital Campaign	1341538	\$10,000 00	10841	12/02/09
Hillside School	Capital Campaign	2527310	\$20,000 00	10842	12/02/09
Joy of Music Program, Inc	Usual Annual - Financial Aid and Outreach Program	3432771	\$2,500 00	10843	12/02/09
Latham Centers, Inc	DHE matching gift	3759622	\$1,000 00	11071	12/16/09
Legal Assistance Corporation of Central Massachusetts	Mini-grant	3740840	\$5,000 00	10844	12/02/09
Lutheran Social Services of New England, Inc	Expansion and Renovation of Lutheran Healthcare Center	2527329	\$10,000 00	10845	12/02/09
Main South Community Development Corporation	Arts District Partnership	756021	\$2,000 00	10846	12/02/09
Mass Society for Prevention of Cruelty to Children	Connecting Families	2966452	\$2,000 00	10847	12/02/09
Massachusetts College of Pharmacy and Health Sciences	Living and Learning Center	967010	\$30,000 00	10849	12/02/09
Matthew 25, Inc	Mini-grant	3740828	\$5,000 00	10848	12/02/09
Mohegan Council, Inc , Boy Scouts of America	Treasure Valley Scout Reservation repairs	3240152	\$5,000 00	10850	12/02/09
Music Worcester, Inc	Usual annual	3383365	\$3,000 00	10851	12/02/09
National Marine Life Center, Inc	DHE matching grant	3759625	\$250.00	11073	12/16/09
National Wildlife Federation	DHE matching gift	3759628	\$1,000 00	11074	12/16/09
Nativity School of Worcester, Inc	DHE matching grant	3759627	\$250 00	11072	12/16/09
Nativity School of Worcester, Inc	Nativity Worcester Scholarship Fund	2150095	\$10,000 00	10852	12/02/09
Notre Dame Academy	Capital Campaign	2527296	\$10,000 00	10853	12/02/09
Osterville Free Library	DHE matching grant	3759630	\$1,000 00	11076	12/16/09
Osterville Historical Society, Inc	DHE matching gift	3759633	\$500 00	11075	12/16/09
Pine Manor College	DHE matching gift	3759635	\$1,000 00	11077	12/16/09
Planned Parenthood League of MA, Inc	Relocation of Central Mass Health Center	2519978	\$20,000 00	10854	12/02/09
Rachel's Table	Milk Program	3401908	\$5,000 00	10855	12/02/09
Rainbow Child Development Center, Inc	Renovations	3240150	\$15,000 00	10856	12/02/09
Regional Environmental Council of Central Massachusetts	Mini-grant	3740831	\$5,000 00	10857	12/02/09

Ellsworth Foundation – Tax Report Requested 1/21/10

FTW - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
2009 (continued)					
Ellsworth Foundation (continued)					
Seven Hills Foundation	Central Mass Respite Project	2927770	\$7,500 00	10858	12/02/09
The Hanover Theatre for the Performing Arts	Grand Palace Theatre Project	1522804	\$40,000 00	10862	12/02/09
Tower Hill Botanic Garden	Development/Expansion Project	1222072	\$10,000 00	10864	12/02/09
Tower Hill Botanic Garden	Usual Annual	3506320	\$1,000 00	10863	12/02/09
Tufts University School of Veterinary Medicine	DHE matching gift	3759604	\$1,000 00	11068	12/16/09
UMass Memorial Foundation	renovation of the emergency dept (add'l)	1599760	\$50,000 00	10859	12/02/09
UMass Memorial Foundation	MRW Matching Gift	3755374	\$4,250 00	11013	12/14/09
United Way of Central Massachusetts	2009 Campaign support	3349746	\$3,000 00	7176	07/30/09
United Way of Central Massachusetts	THW Matching gift	2977008	\$10,000 00	5391	02/09/09
United Way of Central Massachusetts	JWH matching gift	2977002	\$10,000 00	5390	02/09/09
VNA Care Network, Inc	Renovation of Rose Monahan Hospice Home	1599766	\$10,000 00	10860	12/02/09
Williams College	SBT matching gift	3752786	\$250 00	11014	12/14/09
Worcester Art Museum	Matching gift (MRW)	3755369	\$750 00	11015	12/14/09
Worcester Art Museum	SBT matching gift	3752790	\$500 00	11016	12/14/09
Worcester East Side Community Development Corporation	Mini-grant	3740833	\$5,000 00	10861	12/02/09
Worcester Regional Research Bureau, Inc	Usual Annual - Research & Education	3044317	\$5,000 00	10865	12/02/09
Y O U , Inc	Bruce Wells Scholars/Worcester program	3268653	\$15,000 00	10868	12/02/09
Y O U , Inc	Usual Annual	3267746	\$3,000 00	10869	12/02/09
YMCA of Central Massachusetts	Capital Campaign	1231464	\$40,000 00	10867	12/02/09
YMCA of Central Massachusetts	SBTJ Matching gift (annual)	3752796	\$500 00	11019	12/14/09
YMCA of Central Massachusetts	Usual Annual - Annual Fund	3274311	\$2,000 00	10866	12/02/09
YMCA of Central Massachusetts	SBTJ Matching gift (capital)	3752794	\$2,000 00	11018	12/14/09
YWCA of Central Massachusetts	Daybreak programs (mini-grant)	3740838	\$5,000 00	10870	12/02/09
YWCA of Central Massachusetts	Usual Annual - Annual Fund	3240141	\$2,000 00	10871	12/02/09

Ellsworth Foundation Payment Amount Total:	\$649,000.00
Ellsworth Foundation Count:	76

Ellsworth Foundation – Tax Report Requested 1/21/10
FTW - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
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2009 (continued)

2009 Payment Amount Total: \$649,000.00

2009 Count: 76

Payment Amount Total: \$649,000.00

Report Count: 76

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	RUTH H. & WARREN A. ELLSWORTH FOUNDATION	04-6113491
	Number, street, and room or suite no. If a P.O. box, see instructions	For IRS use only
	370 MAIN STREET 12TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WORCESTER, MA 01608	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FLETCHER TILTON & WHIPPLE P. C.

- The books are in the care of ☒ **370 MAIN STREET 12TH FLOOR WORCESTER, MA - 01608**

Telephone No. ☒ **(508) 459-8000**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO PREPARE AN ACCURATE AND COMPLETE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	17,784.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	26,645.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐ **EA**

Date ☐

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	RUTH H. & WARREN A. ELLSWORTH FOUNDATION		04-6113491
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	370 MAIN STREET 12TH FLOOR		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	WORCESTER, MA 01608		

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

FLETCHER TILTON & WHIPPLE P. C.

• The books are in the care of **370 MAIN STREET 12TH FLOOR WORCESTER, MA - 01608**
 Telephone No. **(508) 459-8000** FAX No. _____

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS REQUIRED TO PREPARE AN ACCURATE AND COMPLETE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	17,784.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	26,645.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Sandra Gonzalez* Title **EA**

Date 7-30-10

Form 8868 (Rev. 4-2009)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	RUTH H. & WARREN A. ELLSWORTH FOUNDATION	04-6113491
	Number, street, and room or suite no. If a P.O. box, see instructions. 370 MAIN STREET 12TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WORCESTER, MA 01608	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

FLETCHER TILTON & WHIPPLE P. C.

- The books are in the care of ► **370 MAIN STREET 12TH FLOOR WORCESTER, MA - 01608**
Telephone No. ► **(508) 459-8000** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2009** or
► ☐ tax year beginning , and ending .

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 17,784.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 26,645.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

