Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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 change

Name of foundation: RUTH H. & WARREN A. ELLSWORTH FOUNDATION

A Employer identification number: 04-6113491

Number and street (or P O box number if mail is not delivered to street address): 370 MAIN STREET 12TH FLOOR | Room/suite

B Telephone number: 508-459-8000

City or town, state, and ZIP code: WORCESTER, MA 01608

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 ▶☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 21,943,862.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,329.	23,329.		STATEMENT 1
	4 Dividends and interest from securities	664,529.	664,529.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	249,330.			
	b Gross sales price for all assets on line 6a 845,764.				
	7 Capital gain net income (from Part IV, line 2)		249,330.		
	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	375.	375.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	937,563.	937,563.		
Operating and Administrative Expenses	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 4	247,000.	185,250.		61,750.
	b Accounting fees STMT 5	17,888.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	21,664.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	1,258.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	287,810.	185,250.		61,750.
	25 Contributions, gifts, grants paid	758,000.			758,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,045,810.	185,250.		819,750.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<108,247.>			
	b **Net investment income** (if negative, enter -0-)		752,313.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	602,163.	92,682.	92,682.
3	Accounts receivable ▶ 182,724.			
	Less: allowance for doubtful accounts ▶		182,724.	182,724.
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 9	20,069,401.	20,423,479.	21,668,456.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	20,671,564.	20,698,885.	21,943,862.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable	585,000.	460,000.	
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)	585,000.	460,000.	
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 ▶ [X] 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	20,086,564.	20,238,885.	
30	**Total net assets or fund balances**	20,086,564.	20,238,885.	
31	**Total liabilities and net assets/fund balances**	20,671,564.	20,698,885.	

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	20,086,564.
2	Enter amount from Part I, line 27a	2	<108,247.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	385,568.
4	Add lines 1, 2, and 3	4	20,363,885.
5	Decreases not included in line 2 (itemize) ▶ GRANTS PAYABLE CHANGE	5	125,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,238,885.

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	7112.3760 SHS AMERICAN FUNDS GROWTH	P	09/21/01	05/12/10
b	1700 SHS SPDR S&P MIDCAP 400	P	10/17/01	05/12/10
c	27881.0410 SHS PIMCO TOTAL RETURN	P	07/30/04	12/10/10
d	CAPITAL GAINS DIVIDENDS			
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	200,000.		156,330.	43,670.
b	251,324.		141,112.	1,008.
c	300,000.		298,993.	110,212.
d	94,440.			94,440.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				43,670.
b				1,008.
c				110,212.
d				94,440.
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: 249,330.

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))
2009	705,750.	18,836,444.	.037467
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

2	**Total** of line 1, column (d)	2	.213114
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	.042623
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	20,635,611.
5	Multiply line 4 by line 3	5	879,552.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,523.
7	Add lines 5 and 6	7	887,075.
8	Enter qualifying distributions from Part XII, line 4	8	819,750.

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	15,046.
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	15,046.
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	15,046.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 22,160.		
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	22,160.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	17.
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	7,097.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 7,097. **Refunded** ▶		11	0.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
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

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

			Line	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 22 of the instructions)?		1b		X
	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 2010?		1c		X
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☒ Yes ☐ No			
	If "Yes," list the years ▶ 2009 , 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.)		2b	X	
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 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2010?		4b		X

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**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? **6b** X (No)
If "Yes" to 6b, file Form 8870.

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 10		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

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
FLETCHER, TILTON & WHIPPLE, P.C. 370 MAIN ST. , WORCESTER, MA 01608	LEGAL AND ACCOUNTING	247,000.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,548,847.
b	Average of monthly cash balances	1b	401,012.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	20,949,859.
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	20,949,859.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,248.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,635,611.
6	**Minimum investment return.** Enter 5% of line 5	6	1,031,781.

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	1,031,781.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 15,046.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	15,046.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,016,735.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,016,735.
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	1,016,735.

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	819,750.
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	819,750.
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	819,750.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,016,735.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			919,666.	
b Total for prior years: 2008, ___, ___		116,015.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 819,750.				
a Applied to 2009, but not more than line 2a			819,750.	
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 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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		116,015.		
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		116,015.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			99,916.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,016,735.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE LIST ATTACHED	NONE	PUBLIC	AS LISTED	758,000.
Total ▶ 3a				758,000.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	23,329.	
4 Dividends and interest from securities			14	664,529.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	375.	
8 Gain or (loss) from sales of assets other than inventory			18	249,330.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		937,563.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 937,563.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] - Tee | Date: 11/14/11 | Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREA STOLBERG	Andrea Stolberg	11/14/11		

Firm's name ▶ FLETCHER, TILTON & WHIPPLE, P.C. | Firm's EIN ▶

Firm's address ▶ 370 MAIN STREET, SUITE 1250
WORCESTER, MA 01608-1779 | Phone no. (508)459-8000

023622
04-26-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FTW & CO NON MA MUNI	39.
FTW & CO US GOVT	23,290.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,329.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FTW & CO	414,326.	0.	414,326.
FTW & CO CAPITAL GAINS DIVIDENDS	91,945.	91,945.	0.
TIFF FUNDS	250,203.	0.	250,203.
TIFF FUNDS CAPITAL GAIN DIV	2,495.	2,495.	0.
TOTAL TO FM 990-PF, PART I, LN 4	758,969.	94,440.	664,529.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PSI DIST FD (PUTNAM INTL EQ FD)	375.	375.	
TOTAL TO FORM 990-PF, PART I, LINE 11	375.	375.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FLETCHER, TILTON & WHIPPLE	247,000.	185,250.		61,750.
TO FM 990-PF, PG 1, LN 16A	247,000.	185,250.		61,750.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NIXON PEABODY	17,888.	0.		0.
	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	17,888.	0.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	3,993.	0.		0.
FEDERAL TAX ESTIMATES	17,671.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,664.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 7

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	426.	0.		0.
MISCELLANEOUS	582.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1,258.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8

DESCRIPTION	AMOUNT
LIQUIDATION OF MDF & MERIDIAN FUNDS BASIS ADJUSTMENTS	202,844.
CHANGE IN ACCOUNTS RECEIVABLE	182,724.
TOTAL TO FORM 990-PF, PART III, LINE 3	385,568.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FTW & CO- MUTUAL FUNDS	COST	14,717,851.	15,445,916.
FTW & CO - MERIDIAN FUND	COST	45,000.	56,960.
FTW & CO - TTIF	COST	5,385,566.	5,746,959.
FTW & CO - MDF	COST	275,062.	418,621.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,423,479.	21,668,456.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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 11
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 ACCOMPLISING 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.

Attachment to 990PF
Tax ID # 046113491

Ellsworth Foundation
2010 - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date

2010

Ellsworth

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
All Saints Church	SBT: Matching gift	4866639	$1,000 00	13787	12/15/10
American Antiquarian Society	Usual Annual (MRW)	4260405	$3,000 00	13788	12/15/10
American Antiquarian Society	Matching gift (MRW)	4877201	$750.00	13851	12/15/10
American Red Cross of Central Massachusetts	Usual Annual - Local Disaster Relief	4670486	$5,000 00	13833	12/15/10
Anna Maria College	Fuller Activities Center Expansion Project	1930321	$25,000 00	13789	12/15/10
Assumption College	Campus Ministry Center	4300771	$25,000 00	13790	12/15/10
Assumption College	MRW: matching gift	4877129	$1,000 00	13852	12/15/10
Becker College	Renovations to Borger Academic Center	1937251	$30,000 00	13791	12/15/10
CASA Project, Inc (The)	Court Advocacy Program	4315004	$10,000 00	13792	12/15/10
Children's Friend, Inc	Operational Support	4724047	$3,000.00	13793	12/15/10
Clark University	SBT matching gift (capital - Acad Commons)	4866640	$5,000.00	13794	12/15/10
Clark University	Academic Commons Project - Goddard Library	1955166	$60,000.00	13796	12/15/10
Clark University	SBT matching gift (annual)	4866641	$1,500 00	13795	12/15/10
Clark University	MRW matching gift / Robert H. Wetzel Scholarship	4877128	$2,500 00	13853	12/15/10
Community Harvest Project, Inc	Mini-grant	4866590	$5,000 00	13797	12/15/10
Community Healthlink	Families & Communities Together capital campaign	4260407	$7,500 00	13798	12/15/10
Dismas House of Massachusetts, Inc.	Creation of Farm Steward position	3423741	$2,500 00	13799	12/15/10
Dynamy, Inc	Usual Annual - Youth Academy	4300632	$5,000 00	13800	12/15/10
Easter Seals Massachusetts	Equipment upgrade of phone & voicemail systems	4300801	$10,000 00	13801	12/13/10
EcoTarium	Educational Programs & Operating Support	4300692	$5,000 00	13805	12/15/10
EcoTarium	SBT matching gift (capital campaign)	4866643	$1,000 00	13802	12/15/10
EcoTarium	SBT matching gift (annual)	4866642	$500 00	13803	12/15/10
EcoTarium	Intermediary Goals and Educational Programming	2535549	$30,000.00	13804	12/15/10
EcoTarium	MRW. matching gift	4877130	$2,500 00	13854	12/15/10
Edward Street Child Services	General Support	4050394	$10,000 00	13806	12/15/10
Elm Park Center for Early Childhood Education, Inc	Mini-grant	4866600	$5,000 00	13807	12/15/10
Family Health Center of Worcester	Mini-grant	4866610	$5,000.00	13808	12/15/10
Friends of the Rogers-Kennedy Memorial	Maintenance Endowment for monument	4314996	$2,500 00	13809	12/15/10

attachment to 990PF
Jap 9# 04611349

Ellsworth Foundation

2010 - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
2010 (continued)					
Ellsworth	**(continued)**				
Greater Worcester Land Trust	20th Anniversary Campaign	2736692	$10,000 00	13810	12/15/10
Higgins Armory Museum	Capital Campaign	1341538	$10,000 00	13813	12/15/10
Hillside School	Capital Campaign	2527310	$20,000.00	13814	12/15/10
Joy of Music Program, Inc.	Usual Annual - Financial Aid and Outreach Program	4675603	$2,500 00	13815	12/15/10
Legal Assistance Corporation of Central Massachusetts	Mini-grant	4866598	$5,000 00	13817	12/15/10
Literacy Volunteers of Greater Worcester	Mini-grant	4866595	$5,000 00	13818	12/15/10
Lutheran Social Services of New England, Inc	Expansion and Renovation of Lutheran Healthcare Center	2527329	$10,000 00	13819	12/15/10
Main South Community Development Corporation	Core Operational Expenses	3282207	$5,000.00	13820	12/15/10
Massachusetts College of Pharmacy and Health Sciences	Physical Assessment Laboratory	4307322	$50,000.00	13822	12/15/10
Massachusetts Symphony Orchestra	Usual Annual	4034707	$3,000 00	13821	12/15/10
Mechanics Hall	Loading Dock & automated door upgrades	4300662	$8,500 00	13824	12/15/10
Mechanics Hall	Usual Annual	4821334	$3,000.00	13823	12/15/10
Music Worcester, Inc	Usual annual	4305470	$3,000.00	13825	12/15/10
NEADS	General Support	4034709	$10,000 00	13828	12/15/10
Nativity School of Worcester, Inc.	Mini-grant	4866603	$5,000 00	13826	12/15/10
Nativity School of Worcester, Inc.	Nativity Worcester Scholarship Fund	2150095	$10,000 00	13827	12/15/10
Planned Parenthood League of MA, Inc.	Relocation of Central Mass Health Center	2519978	$20,000 00	13829	12/15/10
Pride Productions, Inc	Worcester Youth Marketing Group	4030665	$5,000 00	13830	12/15/10
Rachel's Table	Milk Program	4300679	$5,000.00	13831	12/15/10
Rainbow Child Development Center, Inc	Renovations	3240150	$15,000 00	13832	12/15/10
The Hanover Theatre for the Performing Arts	In Memory of David Harrington Ellsworth	4874244	$100,000 00	13811	12/15/10
The Hanover Theatre for the Performing Arts	Grand Palace Theatre Project	1522804	$40,000 00	13812	12/15/10
UMass Memorial Foundation	MRW Matching Gift	4877202	$2,500 00	13855	12/15/10
United Way of Central Massachusetts	2010 Campaign support	4300722	$3,000 00	13834	12/15/10
United Way of Central Massachusetts	THW Matching gift	3811460	$10,000.00	11397	01/14/10
United Way of Central Massachusetts	JWH: matching gift	3811461	$10,000.00	11396	01/14/10
VNA Care Network, Inc	Renovation of Rose Monahan Hospice Home	1599766	$10,000 00	13835	12/15/10
WILLIAM J CLINTON FOUNDATION	The Clinton Bush Haiti Fund	3842217	$5,000 00	11449	01/21/10

Data contained in this report was filtered on Request Disposition of 'Approved', Proposal Type of 'Ellsworth Foundation', Payment Status of 'Paid', Budget Year of '2010'

Ellsworth Foundation
2010 - Pledges Paid w/Check Nos.

Organization Legal Name	Project Title	Request ID	Payment Amount	Payment Check Number	Payment Date
2010 (continued)					
Ellsworth	**(continued)**				
Worcester Art Museum	SBT matching gift (annual)	4866651	$500 00	13836	12/15/10
Worcester Art Museum	Matching gift (MRW)	4877200	$750 00	13856	12/15/10
Worcester Historical Museum	Mini-grant	4866606	$5,000 00	13837	12/15/10
Worcester Historical Museum	Req to be added to usual annual list	4048834	$3,000 00	13838	12/15/10
Worcester Regional Research Bureau, Inc.	Usual Annual - Research & Education	3965807	$5,000 00	13839	12/15/10
Worcester State Foundation, Inc	Mini-grant	4866622	$5,000 00	13816	12/15/10
Worcester Youth Center, Inc	Support the essential core	4315001	$10,000 00	13840	12/15/10
Y O U , Inc	Expansion of acute treatment bed space & program capacity	4277218	$25,000 00	13844	12/15/10
Y O U , Inc	Usual Annual	4028130	$7,500.00	12132	04/21/10
YMCA of Central Massachusetts	Capital Campaign	1231464	$40,000.00	13843	12/15/10
YMCA of Central Massachusetts	Usual Annual - Annual Fund	4738592	$3,000 00	13842	12/15/10
YMCA of Central Massachusetts	SBT Matching gift (annual)	4866654	$500 00	13841	12/15/10
YWCA of Central Massachusetts	Annual Campaign	4579163	$3,000 00	13845	12/15/10

Ellsworth Foundation Payment Amount Total:	**$758,000.00**
Ellsworth Foundation Count:	**69**
2010 Payment Amount Total:	**$758,000.00**
2010 Count:	**69**
Payment Amount Total:	**$758,000.00**
Report Count:	**69**

matching : 40,000
min : 40,000
one-time : 181,000
usual. : 54,500
paid : 12,500
due : 330,000
DHE : 100,000

758,000

{Client Files\02255\0110\00716173 RTF }
Data contained in this report was filtered on Request Disposition of 'Approved', Proposal Type of 'Ellsworth Foundation', Payment Status of 'Paid', Budget Year of '2010'

- 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 your return See instructions	Name of exempt organization RUTH H. & WARREN A. ELLSWORTH FOUNDATION	**Employer identification number** 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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ FLETCHER TILTON & WHIPPLE P. C. 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, 2011.

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 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**	$ 13,160.
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**	$ 22,160.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, 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 ▶

023842
01-24-11