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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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE LINCOLN ELLSWORTH FOUNDATION

13-6022017

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

Room/suite

B Telephone number
212-418-0500

C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE

C If exemption application is pending, check here ►

City or town, state, and ZIP code

NEW YORK, NY 10017-2023

D 1. Foreign organizations, check here ►

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

I Fair market value of all assets at end of year

J Accounting method Cash Accrual

(from Part II, col. (c), line 16)

 Other (specify) _____

► \$ 3,450,814. (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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	106,273.	106,273.	106,273.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,389.		7,389.	
b	Gross sales price for all assets on line 6a	105,548.		105,548.	
7	Capital gain net income (from Part IV, line 2)				
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	113,662.	113,662.	113,662.	0.
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 2			
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	STMT 3	2,553.	2,553.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 4	19,783.	9,827.	9,956.
24	Total operating and administrative expenses. Add lines 13 through 23		25,476.	13,950.	11,526.
25	Contributions, gifts, grants paid		173,600.		173,600.
26	Total expenses and disbursements. Add lines 24 and 25		199,076.	13,950.	185,126.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements		-85,414.		
b	Net investment income (if negative, enter -0-)			99,712.	
c	Adjusted net income (if negative, enter -0-)				N/A

Assets	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
1	1 Cash - non-interest-bearing			1,819.	1,819.
2	2 Savings and temporary cash investments			18,213.	25,697.
3	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	5 Grants receivable				
6	6 Receivables due from officers, directors, trustees, and other disqualified persons				
7	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
8	8 Inventories for sale or use				
9	9 Prepaid expenses and deferred charges				
10a	10a Investments - U S and state government obligations				
b	b Investments - corporate stock	STMT 5	698,887.	699,080.	3,036,367.
c	c Investments - corporate bonds	STMT 6	463,788.	368,878.	386,931.
11	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	12 Investments - mortgage loans				
13	13 Investments - other				
14	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	15 Other assets (describe ►)				
16	16 Total assets (to be completed by all filers)		1,180,888.	1,095,474.	3,450,814.
Liabilities	17 Accounts payable and accrued expenses				
18	18 Grants payable				
19	19 Deferred revenue				
20	20 Loans from officers, directors, trustees, and other disqualified persons				
21	21 Mortgages and other notes payable				
22	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31.			
24	24 Unrestricted				
25	25 Temporarily restricted				
26	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 27 through 31.			
27	27 Capital stock, trust principal, or current funds		1,374,978.	1,374,978.	
28	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29	29 Retained earnings, accumulated income, endowment, or other funds		-194,090.	-279,504.	
30	30 Total net assets or fund balances		1,180,888.	1,095,474.	
	31 Total liabilities and net assets/fund balances		1,180,888.	1,095,474.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,180,888.
2	Enter amount from Part I, line 27a	2	-85,414.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,095,474.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,095,474.

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 .17 SH BP PLC		P	09/23/03	09/27/12
b 2,496.17 SHS VANGUARD FIX INC SECS FD GNMA		P	02/10/09	12/05/12
c 4,642.86 SHS VANGUARD TOTAL BD INDEX FD INC		P	03/11/03	12/05/12
d 2,218.24 SHS VANGUARD FIX INC SECS FD GNMA		P	03/26/08	12/05/12
e CAPITAL GAINS DIVIDENDS				
(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 7.		7.		0.
b 27,533.		26,360.		1,173.
c 52,000.		48,611.		3,389.
d 24,467.		23,181.		1,286.
e 1,541.				1,541.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				0.
b				1,173.
c				3,389.
d				1,286.
e				1,541.
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	7,389.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	N/A
If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	180,210.	3,324,639.	.054204
2010	172,328.	3,087,978.	.055806
2009	166,143.	2,911,631.	.057062
2008	222,319.	3,853,501.	.057693
2007	236,629.	4,287,387.	.055192

2 Total of line 1, column (d)

2 .279957

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 .055991

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 3,419,461.

5 Multiply line 4 by line 3

5 191,459.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 997.

7 Add lines 5 and 6

7 192,456.

8 Enter qualifying distributions from Part XII, line 4

8 185,126.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 ► <input type="checkbox"/> and enter "N/A" on line 1	} 1,994.
Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	} 1,800.
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	

Part VII-A | Statements Regarding Activities

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
1b	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.		
1c	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 ► \$ <u>0.</u>	(2) On foundation managers ► \$ <u>0.</u>
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	} X
If "Yes," attach a detailed description of the activities.		
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?	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	} X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	
If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	} X
• 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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year?	} X
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NY</u>	} X
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	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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	

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	<input checked="" type="checkbox"/>	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	X
Website address ► <u>N/A</u>				
14	The books are in care of ► <u>MORRIS & MCVEIGH LLP,</u> Located at ► <u>767 THIRD AVENUE, NEW YORK, NY</u>	Telephone no ► <u>212-418-0500</u>	ZIP+4 ► <u>10017</u>	
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	<input checked="" type="checkbox"/>	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/>	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
	If "Yes," list the years ► _____, _____, _____, _____		
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)	N/A	► <input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____, _____	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	► <input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4a	X
		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

6b



b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
MACDONALD BUDD, ESQ. C/O MORRIS & MCVEIGH LLP, 767 THIRD A NEW YORK, NY 10017	PRES./ SEC 'Y. 0.00	0.	0.	0.
RICHARD J. MILLER, JR C/O MORRIS & MCVEIGH LLP, 767 THIRD A NEW YORK, NY 10017	VP 0.00	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

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
NONE		
		</

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	3,418,335.
b Average of monthly cash balances	1b	53,199.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,471,534.
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	3,471,534.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,073.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,419,461.
6 Minimum investment return. Enter 5% of line 5	6	170,973.

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	170,973.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,994.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,994.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	168,979.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	168,979.
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	168,979.

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	185,126.
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	185,126.
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	185,126.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				168,979.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	25,988.			
b From 2008	35,934.			
c From 2009	22,244.			
d From 2010	19,289.			
e From 2011	15,767.			
f Total of lines 3a through e	119,222.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 185,126.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				168,979.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:	135,369.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr.				0.
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7	25,988.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	109,381.			
10 Analysis of line 9				
a Excess from 2008	35,934.			
b Excess from 2009	22,244.			
c Excess from 2010	19,289.			
d Excess from 2011	15,767.			
e Excess from 2012	16,147.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN MUSEUM OF NATURAL HISTORY	NONE	PUBLIC	GENERAL FUNDING	28,000.
BYRD POLAR RESEARCH CENTER	NONE	PUBLIC	GENERAL FUNDING	9,000.
CHANNEL THIRTEEN - WNET	NONE	PUBLIC	GENERAL FUNDING	10,000.
CORNELL UNIVERSITY SCHOOL OF VETERINANRY MEDICINE	NONE	PUBLIC	GENERAL FUNDING	27,000.
DARTMOUTH COLLEGE LIBRARY	NONE	PUBLIC	GENERAL FUNDING	13,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 173,600.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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				
4	Dividends and interest from securities			14	106,273.
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				
8	Gain or (loss) from sales of assets other than inventory			18	7,389.
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.		113,662.
13	Total. Add line 12, columns (b), (d), and (e)			13	113,662.
(See worksheet in line 13 instructions to verify calculations)					

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

THE LINCOLN ELLSWORTH FOUNDATION

13-6022017

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NAME AND ADDRESS (HOME OR BUSINESS)				
FRIENDS OF EAST SIDE HISTORIC DISTRICT	NONE	PUBLIC	GENERAL FUNDING	3,750.
HOBART COLLEGE	NONE	PUBLIC	GENERAL FUNDING	2,250.
MARYMOUNT SCHOOL	NONE	PUBLIC	GENERAL FUNDING	1,500.
MUSIC ENSEMBLES FUND	NONE	PUBLIC	GENERAL FUNDING	1,000.
ST. PETER'S EPISCOPAL CHURCH	NONE	PUBLIC	GENERAL FUNDING	500.
THE ALBANY ACADEMIES	NONE	PUBLIC	GENERAL FUNDING	2,500.
THE ANIMAL MEDICAL CENTER	NONE	PUBLIC	GENERAL FUNDING	23,750.
THE BAGBY FOUNDATION FOR THE MUSICAL ARTS, INC		PUBLIC	GENERAL FUNDING	500.
THE SALVATION ARMY OF GREATER NEW YORK	NONE	PUBLIC	GENERAL FUNDING	28,000.
THE UNIVERSITY OF VIRGINIA	NONE	PUBLIC	GENERAL FUNDING	1,100.
Total from continuation sheets				86,600.

THE LINCOLN ELLSWORTH FOUNDATION

13-6022017

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU BANK OF NEW YORK#413438	107,814.	1,541.	106,273.
TOTAL TO FM 990-PF, PART I, LN 4	107,814.	1,541.	106,273.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRIS & MCVEIGH LLP	3,140.	1,570.		1,570.
TO FM 990-PF, PG 1, LN 16A	3,140.	1,570.		1,570.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	2,181.	2,181.		0.
FOREIGN TAX	372.	372.		0.
TO FORM 990-PF, PG 1, LN 18	2,553.	2,553.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPARTMENT OF LAW	130.	0.		130.
BOOKKEEPING/SAFEKEEPING FEES	19,632.	9,816.		9,816.
SECURITY FEE AND MISC. EXPENSES	21.	11.		10.
TO FORM 990-PF, PG 1, LN 23	19,783.	9,827.		9,956.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	699,080.	3,036,367.
TOTAL TO FORM 990-PF, PART II, LINE 10B	699,080.	3,036,367.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	368,878.	386,931.
TOTAL TO FORM 990-PF, PART II, LINE 10C	368,878.	386,931.

LINCOLN ELLSWORTH FOUNDATION
SECURITIES ON HAND DECEMBER 31, 2012

EIN: 13-6022017

<u>SECURITIES</u>	<u>TAX COST</u>	<u>MARKET VALUE</u>
3,000 ABBOTT LABS	\$ 33,533.00	196,500.00
2,000 ADP	56,909.00	113,860.00
3,200 ANADARKO	68,347.00	237,792.00
7,297 THE BANK OF NY MELLON	30,380.00	187,533.00
816 BP PLC	34,880.00	33,978.00
1,600 COSTCO	70,560.00	157,968.00
1,800 DEERE	58,141.00	155,556.00
4,000 EXXON MOBIL	39,049.00	346,200.00
336 FRONTIER COMM CORP.	800.00	1,438.00
5,750 GEN. ELECTRIC	6,364.00	120,693.00
6,000 JOHNSON & JOHNSON	14,656.00	420,600.00
1,000 NOVARTIS AG	53,120.00	63,300.00
5,000 PEPSICO	21,016.00	342,150.00
2,000 PHILIP MORRIS INT'L INC.	104,745.00	167,280.00
2,644 PROCTER & GAMBLE	77,773.00	179,501.00
2,000 UNION PACIFIC	15,665.00	251,440.00
1,400 VERIZON	13,142.00	60,578.00
TOTAL	\$ 699,080.00	\$ 3,036,367.00

BONDS

13,958.863 VANGUARD FIX INCOME	\$ 149,163.00	\$ 152,291.00
21,157.811 VANGUARD BD INDEX	219,715.00	234,640.00
TOTAL	\$ 368,878.00	\$ 386,931.00

CASH

CHECKING	\$ 1,819.00	\$ 1,819.00
DAILY INCOME FD	886.00	886.00
DAILY INCOME FD	24,811.00	24,811.00
	\$ 27,516.00	\$ 27,516.00

\$ 1,095,474.00 **\$ 3,450,814.00**