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Return of Private Foundation

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

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE LINCOLN ELLSWORTH FOUNDATION

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

C/O MORRIS & MCVEIGH LLP, 767 THIRD AVE

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10017-2023G Check all that apply. Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH 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 **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **► \$ 4,012,485.** (Part I, column (d) must be on cash basis.)

A Employer identification number

13-6022017

B Telephone number
212-418-0500C 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 ►

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	95,484.	95,484.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	87,683.			
b	Gross sales price for all assets on line 6a	161,219.			
7	Capital gain net income (from Part IV, line 3)		87,683.		
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	183,167.	183,167.		
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	6,000.	3,000.	3,000.
b	Accounting fees	STMT 3	3,340.	1,670.	1,670.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 4	558.	558.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 5	20,869.	10,309.	10,560.
24	Total operating and administrative expenses. Add lines 13 through 23		30,767.	15,537.	15,230.
25	Contributions, gifts, grants paid		194,000.		194,000.
26	Total expenses and disbursements. Add lines 24 and 25		224,767.	15,537.	209,230.
27	Subtract line 26 from line 12:		-41,600.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		167,630.		
c	Adjusted net income (if negative, enter -0-)			N/A	

2/14

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		1,819.	1,825.	1,825.
	2 Savings and temporary cash investments		25,697.	21,495.	21,495.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	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	STMT 6	699,080.	695,424.	3,656,409.
	c Investments - corporate bonds	STMT 7	368,878.	335,130.	332,756.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		1,095,474.	1,053,874.	4,012,485.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,374,978.	1,374,978.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		-279,504.	-321,104.	
	30 Total net assets or fund balances ..		1,095,474.	1,053,874.	
	31 Total liabilities and net assets/fund balances		1,095,474.	1,053,874.	

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	1,095,474.
2 Enter amount from Part I, line 27a	2	-41,600.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3 ..	4	1,053,874.
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	1,053,874.

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					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	161,219.	73,536.		87,683.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) 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					
b					
c					
d					
e				87,683.	
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	87,683.	
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

 Yes No

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

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))
2012	185,126.	3,419,461.	.054139
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

2 Total of line 1, column (d)

2 **.278904**

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 **.055781**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 **3,446,339.**

5 Multiply line 4 by line 3

5 **192,240.**

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

6 **1,676.**

7 Add lines 5 and 6

7 **193,916.**

8 Enter qualifying distributions from Part XII, line 4

8 **209,230.**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	(attach copy of letter if necessary-see Instructions)	1	1,676.
b	Date of ruling or determination letter _____			
c	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.			
d	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	1,676.
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	1,676.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,000.	
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	2,000.	
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	324.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	324.	Refunded ►	11 0.

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	X	
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 ► \$ 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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14 The books are in care of ► MORRIS & MCVEIGH LLP, Telephone no ► 212-418-0500 Located at ► 767 THIRD AVENUE, NEW YORK, NY ZIP+4 ► 10017		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No See 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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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)?	N/A ► <input type="checkbox"/>	
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 2013?	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(l)(3) or 4942(l)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	X 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 2b	
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?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A 3b	
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 2013?	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

X

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. 1.00	0.	0.	0.
RICHARD J. MILLER, JR C/O MORRIS & MCVEIGH LLP, 767 THIRD A NEW YORK, NY 10017	VP 1.00	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		

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		
3	All other program-related investments See instructions	
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	3,453,504.
b	Average of monthly cash balances	1b	45,317.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,498,821.
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	3,498,821.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,482.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,446,339.
6	Minimum investment return. Enter 5% of line 5	6	172,317.

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	172,317.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,676.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,676.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	170,641.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	170,641.
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	170,641.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.	1a	209,230.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	209,230.
b	Cash distribution test (attach the required schedule)	5	1,676.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	207,554.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				170,641.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	35,934.			
b From 2009	22,244.			
c From 2010	19,289.			
d From 2011	15,767.			
e From 2012	16,147.			
f Total of lines 3a through e	109,381.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$	209,230.		0.	
a Applied to 2012, 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)	0.			
d Applied to 2013 distributable amount				170,641.
e Remaining amount distributed out of corpus	38,589.			
5 Excess distributions carryover applied to 2013 (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:	147,970.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instr		0.		
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014			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 2008 not applied on line 5 or line 7	35,934.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	112,036.			
10 Analysis of line 9:				
a Excess from 2009	22,244.			
b Excess from 2010	19,289.			
c Excess from 2011	15,767.			
d Excess from 2012	16,147.			
e Excess from 2013	38,589.			

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 2013, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | | | |
|---|---|---------------|----------|--|-----------|
| 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 | | | | (e) Total |
| | Tax year | Prior 3 years | | | |
| (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | | |
| 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 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 or e-mail address of the person to whom applications should be addressed:

- 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	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				
AMERICAN MUSEUM OF NATURAL HISTORY CENYTAT PARK WEST AT 79TH STREET NEW YORK, NY 10024	NONE	PUBLIC	GENERAL FUNDING	32,350.
BYRD POLAR RESEARCH CENTER 2700 KENNY ROAD COLUMBUS, OH 43210	NONE	PUBLIC	GENERAL FUNDING	9,000.
CHANNEL THIRTEEN - WNET 825 EIGHT AVENUE NEW YORK, NY 10019	NONE	PUBLIC	GENERAL FUNDING	10,000.
CORNELL UNIVERSITY SCHOOL OF VETERINANRY MEDICINE S2- 5 SCHURMAN HALL ITHACA, NY 14853	NONE	PUBLIC	GENERAL FUNDING	32,350.
DARTMOUTH COLLEGE LIBRARY 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	NONE	PUBLIC	GENERAL FUNDING	13,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 194,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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 _____

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THRU BANK OF NEW YORK#413438	96,097.	613.	95,484.	95,484.	
TO PART I, LINE 4	96,097.	613.	95,484.	95,484.	

FORM 990-PF	LEGAL FEES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRIS & MCVEIGH LLP	6,000.	3,000.		3,000.
TO FM 990-PF, PG 1, LN 16A	6,000.	3,000.		3,000.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORRIS & MCVEIGH LLP	3,340.	1,670.		1,670.
TO FORM 990-PF, PG 1, LN 16B	3,340.	1,670.		1,670.

FORM 990-PF	TAXES			STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	194.	194.		0.
FOREIGN TAX	364.	364.		0.
TO FORM 990-PF, PG 1, LN 18	558.	558.		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
NYS DEPARTMENT OF LAW BOOKKEEPING/SAFEKEEPING FEES SECURITY FEE AND MISC.	250. 20,394.	0. 10,197.		250. 10,197.
EXPENSES THE LAW JOURNAL	90. 135.	45. 67.		45. 68.
TO FORM 990-PF, PG 1, LN 23	<u>20,869.</u>	<u>10,309.</u>		<u>10,560.</u>

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	<u>695,424.</u>	<u>3,656,409.</u>
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>695,424.</u>	<u>3,656,409.</u>

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	<u>335,130.</u>	<u>332,756.</u>
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>335,130.</u>	<u>332,756.</u>

LINCOLN ELLSWORTH FOUNDATION
SECURITIES ON HAND DECEMBER 31, 2013

EIN: 13-6022017

<u>SECURITIES</u>	<u>TAX COST</u>	<u>MARKET VALUE</u>
3,000 ABBOTT LABS	\$ 16,088.00	114,990.00
3,000 ABBVIE INC	17,446.00	158,430.00
3,200 ANADARKO	68,347.00	253,824.00
2,000 ADP	56,909.00	161,598.00
826 BP PLC	35,346.00	40,152.00
7,297 THE BANK OF NY MELLON	30,380.00	254,957.00
1,600 COSTCO	70,560.00	190,432.00
1,800 DEERE	58,141.00	164,394.00
4,000 EXXON MOBIL	39,049.00	404,800.00
5,750 GEN. ELECTRIC	6,364.00	161,173.00
5,500 JOHNSON & JOHNSON	13,435.00	503,745.00
1,000 NOVARTIS AG	53,120.00	80,380.00
4,500 PEPSICO	18,914.00	373,230.00
2,000 PHILIP MORRIS INT'L INC.	104,745.00	174,260.00
2,644 PROCTER & GAMBLE	77,773.00	215,248.00
2,000 UNION PACIFIC	15,665.00	336,000.00
1,400 VERIZON	13,142.00	68,796.00
TOTAL	\$ 695,424.00	\$ 3,656,409.00
<u>BONDS</u>		
13,971.728 VANGUARD FIX INCOME	\$ 149,303.00	\$ 145,585.00
17,724.515 VANGUARD BD INDEX	<u>185,827.00</u>	<u>187,171.00</u>
TOTAL	\$ 335,130.00	\$ 332,756.00
<u>CASH</u>		
CHECKING	\$ 1,825.00	\$ 1,825.00
DAILY INCOME FD	\$ 2,308.00	\$ 2,308.00
DAILY INCOME FD	<u>19,187.00</u>	<u>19,187.00</u>
	\$ 23,320.00	\$ 23,320.00
	<u>\$ 1,053,874.00</u>	<u>\$ 4,012,485.00</u>

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	993.677 SHS VANGUARD BD INDEX FD	P	03/11/03	04/23/13
b	336 SHS FRONTIER COMMUNICATIONS CORP	P	12/16/83	09/20/13
c	1,291.576 SHS VANGUARD BD INDEX FD	P	03/11/03	12/04/13
d	500 SHS JOHNSON & JOHNSON	P	11/19/84	12/04/13
e	500 SHS PEPSICO INC	P	11/19/86	12/04/13
f	.05 SHS BP PLC SPONS ADR	P	09/23/03	12/30/13
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				
(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	11,000.	10,404.		596.
b	1,378.	800.		578.
c	60,000.	59,007.		993.
d	46,880.	1,221.		45,659.
e	41,346.	2,102.		39,244.
f	2.	2.		0.
g	613.			613.
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")	
(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				596.
b				578.
c				993.
d				45,659.
e				39,244.
f				0.
g				613.
h				
i				
j				
k				
l				
m				
n				
o				
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	87,683.
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 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				
FRIENDS OF EAST SIDE HISTORIC DISTRICT 20 EAST 69TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL FUNDING	3,750.
HOBART COLLEGE COXE HALL 337 PULTENEY STREET GENEVA, NY 14456	NONE	PUBLIC	GENERAL FUNDING	2,250.
MARYMOUNT SCHOOL 1026 FIFTH AVENUE NEW YORK, NY 10028	NONE	PUBLIC	GENERAL FUNDING	1,500.
ST. PETER'S EPISCOPAL CHURCH 107 STATE STREET ALBANY, NY 12207	NONE	PUBLIC	GENERAL FUNDING	500.
THE ALBANY ACADEMIES 135 ACADEMY ROAD ALBANY, NY 12208	NONE	PUBLIC	GENERAL FUNDING	2,500.
THE ANIMAL MEDICAL CENTER 510 EAST 62ND STREET NEW YORK, NY 10065	NONE	PUBLIC	GENERAL FUNDING	29,100.
THE BAGBY FOUNDATION FOR THE MUSICAL ARTS, INC 501 FIFTH AVENUE NEW YORK, NY 10017	NONE	PUBLIC	GENERAL FUNDING	500.
THE LAMPLIGHTER FOUNDATION 110 WASHINGTON AVENUE ALBANY, NY 12210	NONE	PUBLIC	GENERAL FUNDING	1,000.
THE SALVATION ARMY OF GREATER NEW YORK 134 WEST 14TH STREET NEW YORK, NY 10011	NONE	PUBLIC	GENERAL FUNDING	32,350.
THE UNIVERSITY OF VIRGINIA 400 RAY C. HUNT DRIVE CHARLOTTESVILLE, VA 22904	NONE	PUBLIC	GENERAL FUNDING	1,100.
Total from continuation sheets				97,300.

THE LINCOLN ELLSWORTH FOUNDATION

13-6022017

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)