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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE ELLIS FOUNDATION

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

7268 MADRONA DRIVE NE

A Employer identification number

26-3894940

B Telephone number

(206) 842-0630

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

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) **► \$ 2,588,543.** (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)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	94,587.	94,587.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	11,415.			
	7 Capital gain net income (from Part IV, line 2)		11,415.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<8,040.>	<8,040.>		STATEMENT 2
Operating and Administrative Expenses	12 Total. Add lines 1 through 11	97,962.	97,962.		
	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,364.	0.	0.	
	c Other professional fees	20,747.	20,747.	0.	
	17 Interest				
	18 Taxes	1,442.	7.	0.	
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
STMT 6	23 Other expenses	5,845.	517.	0.	
	24 Total operating and administrative expenses. Add lines 13 through 23	32,398.	21,271.	0.	
	25 Contributions, gifts, grants paid	131,500.		131,500.	
	26 Total expenses and disbursements. Add lines 24 and 25	163,898.	21,271.	131,500.	
	27 Subtract line 26 from line 12:	<65,936.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			76,691.		
c Adjusted net income (if negative, enter -0-)				N/A	

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 Cash - non-interest-bearing		92,037.	21,562.	21,562.
	2 Savings and temporary cash investments				
	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	STMT 7	178,292.	178,270.	188,556.
	b Investments - corporate stock	STMT 8	1,585,769.	1,590,405.	2,239,925.
	c Investments - corporate bonds	STMT 9	110,958.	110,883.	133,370.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	0.	0.	5,130.
	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)		1,967,056.	1,901,120.	2,588,543.
	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 ►)				
	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		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		1,967,056.	1,901,120.	
	30 Total net assets or fund balances		1,967,056.	1,901,120.	
	31 Total liabilities and net assets/fund balances		1,967,056.	1,901,120.	

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	1,967,056.
2 Enter amount from Part I, line 27a	2	<65,936.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	1,901,120.
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	1,901,120.

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	233,621.		222,206.	11,415.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			11,415.		
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	11,415.	
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 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	133,429.	2,274,573.	.058661
2011	126,720.	2,334,876.	.054273
2010	132,599.	2,261,815.	.058625
2009	86,071.	2,101,062.	.040965
2008	0.	1,970,000.	.000000

2 Total of line 1, column (d)

2 .212524

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 .042505

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

4 2,405,848.

5 Multiply line 4 by line 3

5 102,261.

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

6 767.

7 Add lines 5 and 6

7 103,028.

8 Enter qualifying distributions from Part XII, line 4

8 131,500.

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 2 3 4 5	767. 0. 767. 0. 767.
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 checked="" 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 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6b 6c 6d	807. 0. 800. 0.
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	7	1,607.
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	840.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	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 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>	1b	X
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. ► \$ <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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	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?	4a 4b	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>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>WA</u>		
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>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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? Website address ► N/A	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► EDMUND ELLIS, III Located at ► 7268 MADRONA DRIVE NE, BAINBRIDGE ISLAND, WA	Telephone no. ► 206-842-0630 ZIP+4 ► 98110		
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 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? 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"/>	Yes
				No

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"/>	1b
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(j)(3) or 4942(j)(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 <input checked="" type="checkbox"/> No
b	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 <input checked="" type="checkbox"/> 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?		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 2013?		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?

If "Yes" to 6b, file Form 8870

Yes No

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

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 11		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
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	
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 2,387,595.
b	Average of monthly cash balances	1b 54,890.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,442,485.
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 2,442,485.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 36,637.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,405,848.
6	Minimum investment return. Enter 5% of line 5	6 120,292.

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	1 120,292.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 767.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 767.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 119,525.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 119,525.
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	7 119,525.

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 131,500.
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	4 131,500.
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	5 767.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 130,733.

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				119,525.
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				
b From 2009				
c From 2010				
d From 2011	12,834.			
e From 2012	21,842.			
f Total of lines 3a through e	34,676.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 131,500.			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				119,525.
e Remaining amount distributed out of corpus	11,975.			
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:	46,651.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	46,651.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	12,834.			
d Excess from 2012	21,842.			
e Excess from 2013	11,975.			

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)				
<i>a Paid during the year</i>				
TOTAL GRANTS AND CONTRIBUTIONS - SEE ATTACHED STATEMENT				131,500.
Total			► 3a	131,500.
<i>b Approved for future payment</i>				
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	94,587.
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	<8,040.>
8 Gain or (loss) from sales of assets other than inventory				18	11,415.
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.	97,962.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	97,962.	

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

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.		

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) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

17.1.14

Da

► Secretary

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JASON HANSON		2014-06-02		P00407684
	Firm's name ► ROBERT A. UNDERHILL P.C.			Firm's EIN ► 75-3053479	
Firm's address ► 601 UNION STREET, SUITE 3300 SEATTLE, WA 98101			Phone no. (206) 357-3033		

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

2013

Name of the organization

THE ELLIS FOUNDATION

Employer identification number

26-3894940

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

THE ELLIS FOUNDATION**26-3894940****Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDMUND G. AND JOANNE ELLIS 341 SHEPHERD WAY NW BAINBRIDGE ISLAND, WA 98110	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE ELLIS FOUNDATION

Employer identification number

26-3894940

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE ELLIS FOUNDATION

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ► \$*

**THE ELLIS FOUNDATION
EIN: 26-3894940**

**A STATEMENT ATTACHED TO AND MADE PART OF
FORM 990-PF, RETURN OF PRIVATE FOUNDATION
OR SECTION 4947(A)(1) NONEXEMPT CHARITABLE TRUST
TREATED AS A PRIVATE FOUNDATION
FOR THE YEAR ENDED DECEMBER 31, 2013**

Part XV, Supplementary Information (continued),

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

\$1,000	826 Seattle PO Box Seattle, WA 30764 Purpose of Grant: General Purposes
\$2,000	Alleycat Acres c/o Sustainable Seattle 1402 3 rd Avenue, Suite 430 Seattle, WA 98101 Purpose of Grant: General Purposes
\$5,000	Bainbridge Graduate Institute 284 Madrona Way NE, Suite 124 Bainbridge Island, WA 98110 Purpose of Grant: General Purposes
\$1,500	Bainbridge Island Arts and Humanities Council 221 Winslow Way West #201 Bainbridge Island, WA 98110-4916 Purpose of Grant: General Purposes
\$5,000	Bainbridge Island Land Trust P.O. Box 10144 Bainbridge Island, WA 98110 Purpose of Grant: General Purposes
\$5,000	Bainbridge Performing Arts 200 Madison Avenue North Bainbridge Island, WA 98110-1812 Purpose of Grant: General Purposes
\$500	Bainbridge Schools Foundation 8489 Madison Avenue NE Bainbridge Island, WA 98110 Purpose of Grant: General Purposes
\$5,000	Bard College PO Box 5000 Annandale-on-Hudson, NY 12504-5000 Purpose of Grant: General Purposes

\$5,000	Bike Works 3709 S. Ferdinand Street Seattle, WA 98118 Purpose of Grant: General Purposes
\$2,500	Bloedel Reserve 7571 NE Dolphin Drive Bainbridge Island, WA 98110-1097 Purpose of Grant: General Purposes
\$2,000	Country Doctor Community Health Centers 500 19 th Avenue E. Seattle, WA 98112 Purpose of Grant: General Purposes
\$1,000	Emergency Feeding Program 7100 42 nd Avenue South Seattle, WA 98118 Purpose of Grant: General Purposes
\$1,500	Environment Washington 1402 3 rd Avenue, Ste. 717 Seattle, WA 98101 Purpose of Grant: General Purposes
\$1,000	Food Roots P.O. Box 1275 Tillamook, Oregon 97141 Purpose of Grant: General Purposes
\$5,000	Helpline House 282 Knechtel Way NE Bainbridge Island, WA 98110-2841 Purpose of Grant: General Purposes
\$3,000	Heifer International 1 World Avenue Little Rock, AR 72202 Purpose of Grant: General Purposes
\$1,500	Hospice of Kitsap County 3100 NW Bucklin Hill Road Silverdale, WA 98383-8362 Purpose of Grant: General Purposes
\$500	Hyla Middle School 7861 Bucklin Hill Road Bainbridge Island, WA 98110 Purpose of Grant: General Purposes
\$5,000	Islandwood

4450 Blakely Avenue NE
Bainbridge Island, WA 98110
Purpose of Grant: General Purposes

\$1,000 KCTS (Channel 9 Seattle)
401 Mercer Street
Seattle, WA 98109
Purpose of Grant: General Purposes

\$1,000 KEXP (90.3 Seattle)
113 Dexter Avenue North
Seattle, WA 98109
Purpose of Grant: General Purposes

\$1,000 Kitsap Regional Library Foundation
1301 Sylvan Way
Bremerton, WA 98310
Purpose of Grant: General Purposes

\$1,000 KNHC-FM (89.5 Seattle)
10750 30th Avenue NE Suite 219
Seattle WA, 98125
Purpose of Grant: General Purposes

\$1,000 KPLU (88.5 Seattle/Tacoma)
12180 Park Avenue South
Tacoma, WA 98447
Purpose of Grant: General Purposes

\$1,000 KUOW (94.9 Seattle)
4518 University Way NE, Suite 310
Seattle WA 98105
Purpose of Grant: General Purposes

\$5,000 Knox College
2 East South Street
Galesburg, Illinois 61401-4999
Purpose of Grant: General Purposes

\$4,000 Mercy Corps
45 SW Ankeny Street
Portland, OR 97204
Purpose of Grant: General Purposes

\$1,000 Olympic College Foundation
1600 Chester Avenue
Bremerton, WA 98337-1699
Purpose of Grant: General Purposes

\$5,000 One Call for All

PO Box 10487
Bainbridge Island, WA 98110
Purpose of Grant: General Purposes

\$10,000 Pacific Science Center
200 2nd Avenue North
Seattle, WA 98109-4816
Purpose of Grant: General Purposes

\$5,000 Planned Parenthood
434 West 33rd Street
New York, NY 10001
Purpose of Grant: General Purposes

\$2,000 Quiet
220 2nd Ave South
Seattle, WA 98104
Purpose of Grant: General Purposes

\$5,000 Rotary Club of Bainbridge Island
PO Box 11286
Bainbridge Island, WA 98110
Purpose of Grant: General Purposes

\$10,000 Saint Barnabas Church
1187 Wyatt Way NW
Bainbridge Island, WA 98110
Purpose of Grant: General Purposes

\$1,000 Seattle Public Library
1000 4th Avenue
Seattle, WA 98104
Purpose of Grant: General Purposes

\$5,000 Solid Ground
1501 North 45th Street
Seattle, WA 98103-6708
Purpose of Grant: General Purposes

\$15,000 Tenants Union of Washington
5425 Rainier Avenue South
Seattle, WA 98118-2455
Purpose of Grant: General Purposes

\$1,000 The Vera Project
305 Harrison Street
Seattle, WA 98109
Purpose of Grant: General Purposes

\$500 Tillamook Farmers' Market
P.O. Box 298
Netarts, OR 97143

Purpose of Grant: General Purposes

\$1,000 University of Oregon Foundation
1720 East 13th Avenue, Suite 410
Eugene, OR 97403-1905
Purpose of Grant: General Purposes

\$1,000 West Sound Wildlife Shelter
7501 NE Dolphin Drive
Bainbridge Island, WA 98110
Purpose of Grant: General Purposes

\$1,000 Willamette University
Office of Annual Giving
900 State Street
Salem, OR 97301
Purpose of Grant: General Purposes

\$131,500 Total Grants Made in 2013

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
CRESTWOOD EQUITY PARTNERS, LP DIVIDENDS	3.	0.	3.	3.	
ENERGY TRANSFER PARTNERS, L.P. DIVIDENDS	1,460.	0.	1,460.	1,460.	
INTEREST	1,086.	0.	1,086.	1,086.	
MERRILL LYNCH TAX-EXEMPT INTEREST	9,243.	0.	9,243.	9,243.	
MERRILL LYNCH TAXABLE DIVIDENDS	76,020.	0.	76,020.	76,020.	
MERRILL LYNCH TAXABLE INTEREST	6,406.	0.	6,406.	6,406.	
SUBURBAN PROPANE, LP INTEREST	2.	0.	2.	2.	
TEEKAY LNG PARTNERS, LP DIVIDENDS	152.	0.	152.	152.	
TEEKAY LNG PARTNERS, LP INTEREST	215.	0.	215.	215.	
TO PART I, LINE 4	94,587.	0.	94,587.	94,587.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CRESTWOOD EQUITY PARTNERS, LP ORDINARY INCOME	<1,499.>	<1,499.>	
CRESTWOOD MIDSTREAM PARTNERS, LP ORDINARY INCOME	<57.>	<57.>	
ENERGY TRANSFER PARTNERS, L.P. ORDINARY INCOME	<4,535.>	<4,535.>	
SUBURBAN PROPANE, LP ORDINARY INCOME	<509.>	<509.>	
TEEKAY LNG PARTNERS, LP ORDINARY INCOME	<1,671.>	<1,671.>	

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WA STATE FEES	25.	0.		0.
BANK FEES	35.	35.		0.
CHARITABLE EXPENSES	2.	2.		0.
INVESTMENT INTEREST EXPENSE	480.	480.		0.
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH	16.	0.		0.
BOOK TAX DIFFERENCE	5,287.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,845.	517.		0.

FORM 990-PF

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

STATEMENT

7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS	X		178,270.	188,556.
TOTAL U.S. GOVERNMENT OBLIGATIONS			178,270.	188,556.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			178,270.	188,556.

FORM 990-PF

CORPORATE STOCK

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	1,098,006.	1,494,342.
CRESTWOOD EQUITY PARTNERS, LP	19,750.	13,830.
CRESTWOOD MIDSTREAM PARTNERS, LP	1,298.	10,752.
ENERGY TRANSFER PARTNERS, L.P.	57,077.	155,125.
SUBURBAN PROPANE, LP	<553.>	5,065.
TEEKAY LNG PARTNERS, LP	33,905.	72,015.
MUTUAL FUNDS	380,922.	488,796.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,590,405.	2,239,925.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9	
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	110,883.	133,370.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	110,883.	133,370.	
FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST	COST	0.	5,130.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	5,130.
FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11	
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB EXPENSE ACCOUNT
EDMUND G. ELLIS III 341 SHEPHARD WAY NW BAINBRIDGE ISLAND, WA 98110	PRESIDENT 0.00	0.	0.
CHARLES ELLIS 341 SHEPHARD WAY NW BAINBRIDGE ISLAND, WA 98110	VICE PRESIDENT 0.00	0.	0.
JOANNE ELLIS 341 SHEPHARD WAY NW BAINBRIDGE ISLAND, WA 98110	SECRETARY 0.00	0.	0.
ROBYN ELLIS 341 SHEPHARD WAY NW BAINBRIDGE ISLAND, WA 98110	TREASURER 0.00	0.	0.
CHRISTINA ELLIS 341 SHEPHARD WAY NW BAINBRIDGE ISLAND, WA 98110	SERGEANT AT ARMS 0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

EDMUND G. ELLIS III
JOANNE ELLIS

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOANNE ELLIS
7868 MADRONA DRIVE NE
BAINBRIDGE ISLAND, WA 98110

TELEPHONE NUMBER

206-842-0630

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS A GRANT APPLICATION FORM WHICH CAN BE OBTAINED BY CALLING THE FOUNDATION AND REQUESTING A GRANT APPLICATION FORM.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE ELLIS FOUNDATION CONCENTRATES ITS GIVING IN THE AREAS OF THE ENVIRONMENT, EDUCATION AND HUMANITARIAN ENDEAVORS.

THE ELLIS FOUNDATION

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 CRESTWOOD EQUITY PARTNERS, LP SECTION 1231			P	VARIOUS	VARIOUS
b ENERGY TRANSFER PARTNERS, L.P. SECTION 1231			P	VARIOUS	VARIOUS
c ENERGY TRANSFER PARTNERS, L.P. LONG TERM			P	VARIOUS	VARIOUS
d SUBURBAN PROPANE PARTNERS, LP SECTION 1231			P	VARIOUS	VARIOUS
e TEEKAY LNG PARTNERS, LP SECTION 1231			P	VARIOUS	VARIOUS
f TEEKAY LNG PARTNERS, LP LONG TERM				VARIOUS	VARIOUS
g MERRILL LYNCH #0-2005			P	VARIOUS	VARIOUS
h MERRILL LYNCH #0-2005			P	VARIOUS	VARIOUS
i MERRILL LYNCH #0-2005 - CASH IN LIEU			P	VARIOUS	VARIOUS
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			6.		<6. >
b 303.					303.
c 2,223.					2,223.
d			20.		<20. >
e 277.					277.
f 195.					195.
g 26,426.		22,432.			3,994.
h 204,172.		199,748.			4,424.
i 25.					25.
j					
k					
l					
m					
n					
o					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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					<6. >
b					303.
c					2,223.
d					<20. >
e					277.
f					195.
g					3,994.
h					4,424.
i					25.
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		11,415.
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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)



Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

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

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



Part I only

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions THE ELLIS FOUNDATION	Employer identification number (EIN) or 26-3894940
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 7268 MADRONA DRIVE NE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BAINBRIDGE ISLAND, WA 98110	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

EDMUND ELLIS, III

- The books are in the care of ► **7268 MADRONA DRIVE NE - BAINBRIDGE ISLAND, WA 98110**
- Telephone No ► **206-842-0630** 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



- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► calendar year **2013** or
► tax year beginning _____, and ending _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 1,607.
b	If this application is for Forms 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.	3b	\$ 807.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 800.

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