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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
RUTH H & WARREN A ELLSWORTH
FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code
WORCESTER, MA 01608

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 (from Part II, col (c), line 16) \$ 19,517,438

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
04-6113491

B Telephone number (see instructions)
(508) 459-8000

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 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) (see instructions))

	(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 (attach schedule)			
	2 Check If the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	94	94	
	4 Dividends and interest from securities	624,212	571,931	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	313,386		
	b Gross sales price for all assets on line 6a	4,580,252		
	7 Capital gain net income (from Part IV, line 2)		400,128	
	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) (attach schedule)				
11 Other income (attach schedule)	80,010	80,010		
12 Total. Add lines 1 through 11	1,017,702	1,052,163		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	69,000		69,000
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	184,000	92,000	92,000
	c Other professional fees (attach schedule)	17,221	17,221	
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	58,220		
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	5,974	5,025	949
	24 Total operating and administrative expenses. Add lines 13 through 23	334,415	114,246	161,949
	25 Contributions, gifts, grants paid	950,500		950,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,284,915	114,246	1,112,449
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-267,213		
	b Net investment income (if negative, enter -0-)		937,917	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	273,309	3,684,457	3,684,457		
	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 (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	20,024,255	16,345,894	15,832,981		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,297,564	20,030,351	19,517,438			
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 (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	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					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	20,297,564	20,030,351			
	30	Total net assets or fund balances (see instructions)	20,297,564	20,030,351			
31	Total liabilities and net assets/fund balances (see instructions) .	20,297,564	20,030,351				

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 20,297,564
2	Enter amount from Part I, line 27a	2 -267,213
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 20,030,351
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 20,030,351

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)
1 a FTW&CO	P		
b FTW&CO	P		
c FTW&CO	P		
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 57,488		59,136	-1,648
b 1,316,591		1,235,860	80,731
c 1,493,610		1,405,486	88,124
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-1,648
b			80,731
c			88,124
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	400,128
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) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	1,042,194	20,329,740	0 051265
2016	1,015,422	19,269,416	0 052696
2015	1,100,622	20,567,085	0 053514
2014	1,048,483	21,900,950	0 047874
2013	1,103,663	21,412,777	0 051542

2 Total of line 1, column (d)	2	0 256891
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 051378
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	20,725,661
5 Multiply line 4 by line 3	5	1,064,843
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,379
7 Add lines 5 and 6	7	1,074,222
8 Enter qualifying distributions from Part XII, line 4 ,	8	1,112,449

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 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	1	9,379
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	9,379
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,379
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	31,070
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	31,070
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	21,691
11	Enter the amount of line 10 to be Credited to 2019 estimated tax <input type="checkbox"/> 21,691 Refunded <input type="checkbox"/>	11	

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	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
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	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14	The books are in care of ▶ <u>FLETCHER TILTON PC</u> Telephone no ▶ <u>(508) 459-8000</u>			

Located at ▶ 370 MAIN STREET 12TH FLOOR WORCESTER MA ZIP+4 ▶ 01608

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ▶			

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 checked="" type="checkbox"/> Yes <input 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. <input type="checkbox"/>	1b		No
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 2018? <input type="checkbox"/>	1c		
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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). <input type="checkbox"/>	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 ▶ 20____, 20____, 20____, 20____			
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 2018 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 2018). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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. See instructions				
(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
TODD H WETZEL 154 WEST PLAIN STREET WAYLAND, MA 01778	TRUSTEE 5 00	18,000	0	0
JOYCE W HALL 27 DRIFTWOOD DRIVE HOLDEN, MA 01520	TRUSTEE 5 00	18,000	0	0
SUMNER B TILTON JR 370 MAIN STREET 12TH FLOOR WORCESTER, MA 01608	TRUSTEE 5 00	15,000	0	0
MARK R WETZEL 84 DONAHUE ROAD NORTH GRANBY, CT 06060	TRUSTEE 5 00	18,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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.				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FLETCHER TILTON PC 370 MAIN STREET 12TH FLOOR WORCESTER, MA 01608	TRUST/ACCT FEES	184,000
Total number of others receiving over \$50,000 for professional services. ▶		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	20,094,418
b	Average of monthly cash balances.	1b	946,862
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,041,280
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	21,041,280
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	315,619
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,725,661
6	Minimum investment return. Enter 5% of line 5.	6	1,036,283

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

1	Minimum investment return from Part X, line 6.	1	1,036,283
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	9,379
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,379
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,026,904
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,026,904
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,026,904

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	1,112,449
b	Program-related investments—total from Part IX-B.	1b	
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	1,112,449
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. See instructions.	5	9,379
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,103,070

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,026,904
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			632,179	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>1,112,449</u>				
a Applied to 2017, but not more than line 2a			632,179	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				480,270
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				546,634
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling.

Tax year	Prior 3 years	(e) Total
(a) 2018	(b) 2017 (c) 2016 (d) 2015	
b Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed		
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))

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

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 to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SUMNER B TILTON JR
370 MAIN STREET 12TH FLOOR
WORCESTER, MA 01608
(508) 459-8000

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

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

c Any submission deadlines

SUBMISSIONS MUST BE MADE PRIOR TO JUNE 1

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				

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 (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments. . . .						
3 Interest on savings and temporary cash investments				14	94	
4 Dividends and interest from securities. . . .				14	624,212	
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	80,010	
8 Gain or (loss) from sales of assets other than inventory				18	313,386	
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). .					1,017,702	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)				13		1,017,702

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Sign Here	*****	2019-11-02	*****	May the IRS discuss this return with the preparer shown below? (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	SANDRA ZDONCZYK EA		2019-11-02		P00178350
	Firm's name ▶ FLETCHER TILTON PC Firm's address ▶ 370 MAIN ST 11TH FLOOR WORCESTER, MA 016081779				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABBY KELLEY FOSTER HOUSE INC 52 HIGH STREET WORCESTER, MA 01609	NONE	PUBLIC	CAPITAL GRANT	10,000
ADVOCATES1881 WORCESTER ROAD FRAMINGHAM, MA 01701	NONE	PUBLIC	RENOVATION- CHANNING HOUSE, WORCESTE	5,000
ALL SAINTS EPISCOPAL CHURCH 10 IRVING STREET WORCESTER, MA 01609	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT	1,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	USUAL ANNUAL	3,000
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	CAPITAL CAMPAIGN	40,000
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	MRW 2018 MATCHING	1,250
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN RED CROSS OF CENTRAL MASSA 2000 CENTURY DRIVE WORCESTER, MA 01606	NONE	PUBLIC	USUAL ANNUAL	5,000
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 021081490	NONE	PUBLIC	YOUTH OPPORTUNITIES PROGRAMS	5,000
ARTS WORCESTER 44 PORTLAND STREET WORCESTER, MA 01608	NONE	PUBLIC	RELOCATION TO PORTLAND STREET, WORCE	5,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ASCENTRIA CARE ALLIANCE 14 EAST WORCESTER STREET WORCESTER, MA 01604	NONE	PUBLIC	FLORENCE HOUSE	10,000
ASSUMPTION COLLEGE 500 SALISBURY ST WORCESTER, MA 01609	NONE	PUBLIC	NEW ACADEMIC BUILDING	50,000
ASSUMPTION COLLEGE 500 SALISBURY ST WORCESTER, MA 01609	NONE	PUBLIC	MRW 2018 MATCHING	1,250
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BANCROFT SCHOOL110 SHORE DRIVE WORCESTER, MA 01605	NONE	PUBLIC	VISION 2016 STRATEGIC PLAN	60,000
BECKER COLLEGE61 SEVER STREET WORCESTER, MA 016150071	NONE	PUBLIC	84 WILLIAM STREET	25,000
BECKER COLLEGE61 SEVER STREET WORCESTER, MA 016150071	NONE	PUBLIC	84 WILLIAM STREET	25,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIG BROTHERS BIG SISTERS OF CENTRAL 484 MAIN STREET SUITE 360 WORCESTER, MA 01608	NONE	PUBLIC	WORCESTER AREA COLLEGE MENTOR PROGRA	5,000
BOTTOM LINE 500 ARMORY STREET SUITE BOSTON, MA 02130	NONE	PUBLIC	GENERAL OPERATING SUPPORT	10,000
BOTTOM LINE 500 ARMORY STREET SUITE BOSTON, MA 02130	NONE	PUBLIC	MRW 2018 MATCHING	750
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUB OF WORCESTER 65 TAINTER STREET WORCESTER, MA 01610	NONE	PUBLIC	GENERAL SUPPORT	15,000
CASA PROJECT INC (THE) 100 GROVE STREET WORCESTER, MA 016052608	NONE	PUBLIC	COURT ADVOCACY PROGRAM	10,000
CHILDREN'S FRIEND INC FA SEVEN H 21 CEDAR STREET WORCESTER, MA 01609	NONE	PUBLIC	USUAL ANNUAL	3,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLARK UNIVERSITY950 MAIN STREET WORCESTER, MA 01601	NONE	PUBLIC	MENTAL HEALTH INITIATIVE	60,000
CLARK UNIVERSITY950 MAIN STREET WORCESTER, MA 01601	NONE	PUBLIC	ROBERT H WETZEL SCHOLARSHIP FUND	2,500
CLARK UNIVERSITY950 MAIN STREET WORCESTER, MA 01601	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT	6,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY HARVEST PROJECT INC 37 WHEELER ROAD N GRAFTON, MA 015361104	NONE	PUBLIC	VOLUNTEER FARMING PROGRAM	5,000
DEVEREUX MASSACHUSETTS PO BOX 197 60 MILES ROAD RUTLAND, MA 01543	NONE	PUBLIC	USUAL ANNUAL	3,000
DISMAS HOUSE OF MASSACHUSETTS INC PO BOX 30125 WORCESTER, MA 01603	NONE	PUBLIC	ADDITION TO FARM FACILITY	5,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EASTER SEALS MASSACHUSETTS 484 MAIN STREET 6TH FLOO WORCESTER, MA 01608	NONE	PUBLIC	TO SUPPORT THE ASSITIVE TECHNOLOGY R	7,500
ECOTARIUM222 HARRINGTON WAY WORCESTER, MA 01604	NONE	PUBLIC	THIRD CENTURY PLAN PHASE TWO	50,000
ECOTARIUM222 HARRINGTON WAY WORCESTER, MA 01604	NONE	PUBLIC	USUAL ANNUAL	5,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ECOTARIUM222 HARRINGTON WAY WORCESTER, MA 01604	NONE	PUBLIC	MRW 2018 MATCHING	2,500
ECOTARIUM222 HARRINGTON WAY WORCESTER, MA 01604	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT	1,000
FIRST UNITARIAN CHURCH 90 MAIN STREET WORCESTER, MA 01608	NONE	PUBLIC	CAPITAL CAMPAIGN	25,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GIRLS INC OF WORCESTER 125 PROVIDENCE STREET WORCESTER, MA 01604	NONE	PUBLIC	CAPITAL CAMPAIGN FOR TRANSPORTATION	20,000
HABITAT FOR HUMANITY METROWESTGREA 111 PARK AVENUE WORCESTER, MA 01609	NONE	PUBLIC	FOUR HOMES- HARRISON STREET, WORCEST	15,000
HANOVER THEATRE FOR THE PERFORMING 2 SOUTHBRIDGE STREET WORCESTER, MA 01608	NONE	PUBLIC	CONSERVATION PROGRAMS	20,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOY OF MUSIC PROGRAM INC 1 GORHAM STREET WORCESTER, MA 01605	NONE	PUBLIC	USUAL ANNUAL	2,500
JOY OF MUSIC PROGRAM INC 1 GORHAM STREET WORCESTER, MA 01605	NONE	PUBLIC	CAPITAL PROJECT	5,000
MAIN SOUTH COMMUNITY DEVELOPMENT CO 875 MAIN STREET WORCESTER, MA 01610	NONE	PUBLIC	OPERATIONAL SUPPORT	10,000
Total ► 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MASSACHUSETTS AUDUBON SOCIETY - WOR 414 MASSASOIT ROAD WORCESTER, MA 01604	NONE	PUBLIC	MRW 2018 MATCHING	500
MASSACHUSETTS SYMPHONY ORCHESTRA BOX 20070 WEST SIDE STAT WORCESTER, MA 01602	NONE	PUBLIC	USUAL ANNUAL	3,000
MCPHS UNIVERSITY19 FOSTER STREET WORCESTER, MA 016081715	NONE	PUBLIC	CAMPUS ENHANCEMENT AND EXPANSION PRO	40,000
Total ► 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MECHANICS HALL321 MAIN STREET WORCESTER, MA 01608	NONE	PUBLIC	USUAL ANNUAL	3,000
MUSIC WORCESTER319 MAIN STREET WORCESTER, MA 016081511	NONE	PUBLIC	2019 CONCERT PROGRAMMING- YO-YO-MA	7,500
MUSIC WORCESTER319 MAIN STREET WORCESTER, MA 016081511	NONE	PUBLIC	USUAL ANNUAL	3,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW GARDEN PARK INC 89 SHREWSBURY ST STE 300 WORCESTER, MA 016044655	NONE	PUBLIC	WBDC- 20 FRANKLIN ST REVITALIZATION	20,000
PLANNED PARENTHOOD LEAGUE OF MA IN 1055 COMMONWEALTH AVENUE BOSTON, MA 022151001	NONE	PUBLIC	SEXUAL HEALTH EDUCATION PROGRAMS	10,000
PRIDE PRODUCTIONS INC 210 PARK AVE 282 WORCESTER, MA 01609	NONE	PUBLIC	BROADCAST EQUIPMENT- TECH ACCESS	5,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RACHEL'S TABLE 633 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	USUAL ANNUAL	5,000
RAINBOW CHILD DEVELOPMENT CENTER I 10 EDWARD STREET WORCESTER, MA 01605	NONE	PUBLIC	RESTORATION OF OUTDOOR PLAY SPACE	10,000
SEVEN HILLS FOUNDATION 81 HOPE AVENUE WORCESTER, MA 01603	NONE	PUBLIC	PURCHASE AND RENOVATION-505 PLEASAN	20,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOUTH MIDDLESEX OPPORTUNITY COUNCIL 7 BISHOP STREET FRAMINGHAM, MA 01702	NONE	PUBLIC	CAPITAL REPAIRS AT 141 PROVIDENCE ST	7,500
TOWER HILL BOTANIC GARDEN 11 FRENCH DRIVE P O BO BOYLSTON, MA 01505	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT	500
UMASS MEMORIAL FOUNDATION 333 SOUTH STREET SUITE 2 SHREWSBURY, MA 01545	NONE	PUBLIC	PURCHASE/INSTALLATION OF VARIAN TRUE	20,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF CENTRAL MASSACHUSETTS 484 MAIN STREET 300 WORCESTER, MA 01608	NONE	PUBLIC	THW MATCHING GIFTS	10,000
UNITED WAY OF CENTRAL MASSACHUSETTS 484 MAIN STREET 300 WORCESTER, MA 01608	NONE	PUBLIC	JWH MATCHING GIFTS	10,000
UNITED WAY OF CENTRAL MASSACHUSETTS 484 MAIN STREET 300 WORCESTER, MA 01608	NONE	PUBLIC	YOUTHCONNECT RAILER'S TICKET INITIAT	25,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF CENTRAL MASSACHUSETTS 484 MAIN STREET 300 WORCESTER, MA 01608	NONE	PUBLIC	UUSAL ANNUAL	3,000
VNA CARE NETWORK 120 THOMAS STREET WORCESTER, MA 01608	NONE	PUBLIC	CAPITAL PROJECTS	10,000
WORCESTER ART MUSEUM 55 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	INTEGRATION OF HIGGINS COLLECTION	30,000
Total ► 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WORCESTER ART MUSEUM 55 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	MRW 2018 MATCHING	1,250
WORCESTER COMMON GROUND 5 PIEDMONT STREET WORCESTER, MA 01610	NONE	PUBLIC	NEWBURY STREET REVIVAL PARK	5,000
WORCESTER COMMUNITY ACTION COUNCIL 484 MAIN STREET SECOND F WORCESTER, MA 016081810	NONE	PUBLIC	SOFTWARE ENHANCEMENTS	5,000
Total ▶ 3a				950,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WORCESTER EAST SIDE COMMUNITY DEVEL 310 HIGHLAND STREET WORCESTER, MA 01602	NONE	PUBLIC	HOUSING REHABILITATION	10,000
WORCESTER HISTORICAL MUSEUM 30 ELM STREET WORCESTER, MA 01609	NONE	PUBLIC	CAPITAL CAMPAIGN LEADERSHIP GRANT A	20,000
WORCESTER HISTORICAL MUSEUM 30 ELM STREET WORCESTER, MA 01609	NONE	PUBLIC	USUAL ANNUAL	3,000
Total ► 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WORCESTER REGIONAL RESEARCH BUREAU 500 SALISBURY STREET WORCESTER, MA 01609	NONE	PUBLIC	USUAL ANNUAL	5,000
WORCESTER STATE FOUNDATION INC 486 CHANDLER STREET WORCESTER, MA 016022597	NONE	PUBLIC	LATINO EDUCATION INSTITUTE-WIPLE	7,500
WORCESTER YOUTH CENTER INC 326 CHANDLER STREET WORCESTER, MA 016023440	NONE	PUBLIC	CORE PROGRAMS	10,000
Total ► 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOU INC81 PLANTATION STREET WORCESTER, MA 01604	NONE	PUBLIC	THW- MINI YEAR END	2,500
YOU INC81 PLANTATION STREET WORCESTER, MA 01604	NONE	PUBLIC	USUAL ANNUAL	3,000
YOU INC81 PLANTATION STREET WORCESTER, MA 01604	NONE	PUBLIC	FORWARD TO FIFTY	30,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YOU INC81 PLANTATION STREET WORCESTER, MA 01604	NONE	PUBLIC	THW- MINI YEAR END	2,500
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET 4TH FLOO WORCESTER, MA 01610	NONE	PUBLIC	150TH BIRTHDAY CAPITAL CAMPAIGN	40,000
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET 4TH FLOO WORCESTER, MA 01610	NONE	PUBLIC	USUAL ANNUAL	3,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET 4TH FLOO WORCESTER, MA 01610	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT (ANNUAL CAMP	500
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET 4TH FLOO WORCESTER, MA 01610	NONE	PUBLIC	SBTJ 2018 MATCHING GIFT (CAPITAL CAM	1,000
YWCA OF CENTRAL MASSACHUSETTS ONE SALEM SQUARE WORCESTER, MA 01608	NONE	PUBLIC	ONE SALEM SQUARE RENOVATION	20,000
Total ▶ 3a				950,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
YWCA OF CENTRAL MASSACHUSETTS ONE SALEM SQUARE WORCESTER, MA 01608	NONE	PUBLIC	USUAL ANNUAL	3,000
Total  3a				950,500

TY 2018 Accounting Fees Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST AND ACCOUNTING FEES	184,000	92,000		92,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
TIFF FUNDS		PURCHASE			1,479,642	1,566,384			-86,742	

TY 2018 Investments - Other Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FTW & CO - INTL MUTUAL FUNDS	AT COST	1,605,942	1,791,483
FTW & CO - BALANCED MUTUAL FUNDS	AT COST	6,427,338	5,733,459
FTW & CO - TIFF	AT COST	7,889,700	7,547,282
FTW&CO - EQUITY MUTUAL FUNDS		422,914	760,757

TY 2018 Other Expenses Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MASSACHUSETTS PC FILING FEE	500			500
ANNUAL MICROEDGE FEE	449			449
TIFF	5,025	5,025		

TY 2018 Other Income Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENTS	28,755	28,755	
TAX REFUNDS	20,000	20,000	
MERIDIAN FUNDS	24,458	24,458	
OTHER INCOME	6,797	6,797	

TY 2018 Other Professional Fees Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	17,221	17,221		

TY 2018 Taxes Schedule

Name: RUTH H & WARREN A ELLSWORTH
FOUNDATION

EIN: 04-6113491

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	49,194			
FOREIGN TAX	9,026			