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ELLSWORTH FUND LTD  
Form N-PX  
July 06, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04656  
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ELLSWORTH FUND LTD.  
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(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308  
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(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore  
Ellsworth Fund Ltd.  
65 Madison Avenue  
Morristown, New Jersey 07960-7308  
(Name and address of agent for service)

Copy to:  
Steven B. King, Esq.  
Ballard Spahr Andrews & Ingersoll, LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: September 30, 2010

Date of reporting period: June 30, 2010

Item 1. Proxy Voting Record

Issuer: AT&T Inc.  
Ticker symbol: T  
CUSIP: 00206R102  
Meeting date: 04/30/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Randall L. Stephenson	Management	YES	FOR	FOR
1-02. Election of Director: Gilbert F. Amelio	Management	YES	FOR	FOR

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1-03.	Election of Director: Reuben V. Anderson	Management	YES	FOR	FOR
1-04.	Election of Director: James H. Blanchard	Management	YES	FOR	FOR
1-05.	Election of Director: Jaime Chico Pardo	Management	YES	FOR	FOR
1-06.	Election of Director: James P. Kelly	Management	YES	FOR	FOR
1-07.	Election of Director: Jon C. Madonna	Management	YES	FOR	FOR
1-08.	Election of Director: Lynn M. Martin	Management	YES	FOR	FOR
1-09.	Election of Director: John B. McCoy	Management	YES	FOR	FOR
1-10.	Election of Director: Joyce M. Roche	Management	YES	FOR	FOR
1-11.	Election of Director: Laura D'Andrea Tyson	Management	YES	FOR	FOR
1-12.	Election of Director: Patricia P. Upton	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR
3.	Cumulative voting	Shareholder	YES	ABSTAIN	N/A
4.	Pension credit policy	Shareholder	YES	FOR	AGAINST
5.	Advisory vote on compensation	Shareholder	YES	FOR	AGAINST
6.	Special stockholder meetings	Shareholder	YES	ABSTAIN	N/A

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 Issuer: Celanese Corporation  
 Ticker symbol: CE  
 CUSIP: 150870103  
 Meeting date: 04/22/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.	
1-01.	Election of Director: David N. Weidman	Management	YES	FOR	FOR
1-02.	Election of Director: Mark C. Rohr	Management	YES	FOR	FOR
1-03.	Election of Director: Farah M. Walters	Management	YES	FOR	FOR
2	Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR

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 Issuer: The Walt Disney Company  
 Ticker symbol: DIS

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CUSIP: 254687106

Meeting date: 03/10/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Susan E. Arnold	Management	YES	FOR	FOR
1-02. Election of Director: John E. Bryson	Management	YES	FOR	FOR
1-03. Election of Director: John S. Chen	Management	YES	FOR	FOR
1-04. Election of Director: Judith L. Estrin	Management	YES	FOR	FOR
1-05. Election of Director: Robert A. Iger	Management	YES	FOR	FOR
1-06. Election of Director: Steven P. Jobs	Management	YES	FOR	FOR
1-07. Election of Director: Fred H. Langhammer	Management	YES	FOR	FOR
1-08. Election of Director: Aylwin B. Lewis	Management	YES	FOR	FOR
1-09. Election of Director: Monica C. Lozano	Management	YES	FOR	FOR
1-10. Election of Director: Robert W. Matschullat	Management	YES	FOR	FOR
1-11. Election of Director: John E. Pepper, Jr.	Management	YES	FOR	FOR
1-12. Election of Director: Sheryl Sandberg	Management	YES	FOR	FOR
1-13. Election of Director: Orin C. Smith	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR
3. Amendment to the amended and restated 2005 stock incentive plan.	Management	YES	FOR	FOR
4. Amendment to the Company's restated certificate of incorporation relating to interested person transactions	Management	YES	FOR	FOR
5. Amendment to the Company's restated certificate of incorporation relating to bylaw amendments	Management	YES	FOR	FOR
6. Amendment to the Company's restated certificate of incorporation relating to tracking stock provisions	Management	YES	FOR	FOR
7. Amendment to the Company's restated certificate of incorporation relating to classified board transition provisions	Management	YES	FOR	FOR
8. Shareholder advisory vote on executive compensation	Shareholder	YES	FOR	AGAINST
9. Ex-gay non-discrimination policy	Shareholder	YES	ABSTAIN	N/A

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Issuer: Johnson & Johnson  
 Ticker symbol: JNJ  
 CUSIP: 478160104  
 Meeting date: 04/22/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Mary Sue Coleman	Management	YES	FOR	FOR
1-02. Election of Director: James G. Cullen	Management	YES	FOR	FOR
1-03. Election of Director: Michael M.E. Johns	Management	YES	FOR	FOR
1-04. Election of Director: Susan L. Lindquist	Management	YES	FOR	FOR
1-05. Election of Director: Anne M. Mulcahy	Management	YES	FOR	FOR
1-06. Election of Director: Leo F. Mullin	Management	YES	FOR	FOR
1-07. Election of Director: William D. Perez	Management	YES	FOR	FOR
1-08. Election of Director: Charles Prince	Management	YES	FOR	FOR
1-09. Election of Director: David Satcher	Management	YES	FOR	FOR
1-10. Election of Director: William C. Weldon	Management	YES	FOR	FOR
2. Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR
3. Advisory vote on executive compensation	Shareholder	YES	FOR	AGAINST
4. Special shareowner meetings	Shareholder	YES	ABSTAIN	N/A

Issuer: Merck & Company, Inc.  
 Ticker symbol: MRK  
 CUSIP: 58933Y105  
 Meeting date: 05/25/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Leslie A. Brun	Management	YES	FOR	FOR
1-02. Election of Director: Thomas R. Cech	Management	YES	FOR	FOR
1-03. Election of Director: Richard T. Clark	Management	YES	FOR	FOR

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1-04.	Election of Director: Thomas H. Glocer	Management	YES	FOR	FOR
1-05.	Election of Director: Steven F. Goldstone	Management	YES	FOR	FOR
1-06.	Election of Director: William B. Harrison, Jr.	Management	YES	FOR	FOR
1-07.	Election of Director: Harry R. Jacobson	Management	YES	FOR	FOR
1-08.	Election of Director: William N. Kelley	Management	YES	FOR	FOR
1-09.	Election of Director: C. Robert Kidder	Management	YES	FOR	FOR
1-10.	Election of Director: Rochelle B. Lazarus	Management	YES	FOR	FOR
1-11.	Election of Director: Carlos E. Represas	Management	YES	FOR	FOR
1-12.	Election of Director: Patricia F. Russo	Management	YES	FOR	FOR
1-13.	Election of Director: Thomas E. Shenk	Management	YES	FOR	FOR
1-14.	Election of Director: Anne M. Tatlock	Management	YES	FOR	FOR
1-15.	Election of Director: Craig B. Thompson	Management	YES	FOR	FOR
1-16.	Election of Director: Wendell P. Weeks	Management	YES	FOR	FOR
1-17.	Election of Director: Peter C. Wendell	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR
3.	Adoption of 2010 stock incentive plan	Management	YES	FOR	FOR
4.	Adoption of 2010 non-employee directors stock & option plan	Management	YES	FOR	FOR

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Issuer: Verenum Corporation  
 Ticker symbol: VRNM  
 CUSIP: 92340P209  
 Meeting date: 06/14/2010

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/Against Mgmt.	
1-01.	Election of Director: Dr. Ferdinand Kaufman	Management	YES	FOR	FOR
1-02.	Election of Director: Carlos A. Riva	Management	YES	FOR	FOR
1-03.	Election of Director: John F. Dee	Management	YES	FOR	FOR
2	To approve the 2010 equity incentive plan	Management	YES	FOR	FOR

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3	Ratification of the appointment of independent auditors for 2010	Management	YES	FOR	FOR
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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ellsworth Fund Ltd.  
By /s/Thomas H. Dinsmore  
Thomas H. Dinsmore  
Principal Executive Officer  
Date: July 6, 2010