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Form 990-PF

Return of Private Foundation

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

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Department of the Treasury
Internal Revenue Service

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

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

**Use the IRS label.
Otherwise, print or type.
See Specific Instructions.**

| | | |
|---|--|---|
| Name of foundation MS WORTHINGTON FOUNDATION | A Employer identification number 05-0632497 | |
| Number and street (or P O box number if mail is not delivered to street address) 21 VESTAL STREET | Room/ suite | B Telephone number (see page 10 of the instructions) (508) 228-2190 |
| City or town, state, and ZIP code NANTUCKET, MA 02554 | | |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,538,567 | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | C If exemption application is pending, check here <input type="checkbox"/> <input checked="" type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <input checked="" type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <input checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> <input checked="" type="checkbox"/> |

| 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 page 11 of the 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 <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 39,003 | 39,003 | 39,003 | |
| | 4 Dividends and interest from securities. | 23,681 | 23,681 | 23,681 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -108,553 | | | |
| | b Gross sales price for all assets on line 6a <u>630,537</u> | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | <input checked="" type="checkbox"/> 153 | 153 | | |
| | 12 Total. Add lines 1 through 11 | -45,716 | 62,837 | 62,684 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 10,000 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | <input checked="" type="checkbox"/> 7,990 | 7,990 | | |
| | c Other professional fees (attach schedule) | <input checked="" type="checkbox"/> 15,043 | 15,043 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | <input checked="" type="checkbox"/> 505 | 505 | | |
| | 19 Depreciation (attach schedule) and depletion | <input checked="" type="checkbox"/> 0 | 0 | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | <input checked="" type="checkbox"/> 391 | | | |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 33,929 | 23,538 | | 0 |
| | 25 Contributions, gifts, grants paid. | 148,000 | | | 148,000 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 181,929 | 23,538 | | 148,000 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -227,645 | | | |
| | b Net investment income (if negative, enter -0-) | | 39,299 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 62,684 | |

| 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 |
| 1 Cash—non-interest-bearing | | 7,910 | 1,153 | 1,153 |
| 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 (attach schedule) (see page 15 of the 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) | | 841,592 | 679,549 | 742,044 |
| b Investments—corporate stock (attach schedule) | | 1,886,153 | 1,747,356 | 1,654,287 |
| c Investments—corporate bonds (attach schedule) | | 63,329 | 153,541 | 141,083 |
| 11 Investments—land, buildings, and equipment basis ► | | | | |
| Less accumulated depreciation (attach schedule) ► | | | | |
| 12 Investments—mortgage loans | | | | |
| 13 Investments—other (attach schedule) | | | | |
| 14 Land, buildings, and equipment basis ► | | | | |
| Less accumulated depreciation (attach schedule) ► | | | | |
| 15 Other assets (describe ► _____) | | 20,273 | 20,015 | |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | | 2,819,257 | 2,601,614 | 2,538,567 |
| 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 ► _____) | | | 10,000 | |
| 23 Total liabilities (add lines 17 through 22) | | | 10,000 | |
| 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 | | 2,819,257 | 2,591,614 | |
| 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances (see page 17 of the instructions) | | 2,819,257 | 2,591,614 | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | | 2,819,257 | 2,601,614 | |

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 | 2,819,257 |
| Enter amount from Part I, line 27a | 2 | -227,645 |
| Other increases not included in line 2 (itemize) ► | 3 | 2 |
| Add lines 1, 2, and 3 | 4 | 2,591,614 |
| Decreases not included in line 2 (itemize) ► | 5 | |
| Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 2,591,614 |

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 See Additional Data Table | | | |
| b | | | |
| 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 See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| | | | |
|---------------------------------|--|---|---|
| (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 | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------|--|---|---|

| | | | |
|------------------------------------|--|--|--|
| a See Additional Data Table | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|---|---|----------|----------|
| 2 Capital gain net income or (net capital loss) | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | 2 | -108,553 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | | 3 | -27,137 |

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 page 18 of 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)) |
|---|---|---|--|
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2005 | | | |
| 2004 | | | |

| | |
|---|----------|
| 2 Total of line 1, column (d). | 2 |
| 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 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5. | 4 |
| 5 Multiply line 4 by line 3. | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 |
| 7 Add lines 5 and 6. | 7 |
| 8 Enter qualifying distributions from Part XII, line 4. | 8 |

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | | |
|---|---|-------|---|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | 1 | 786 |
| Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | | 2 | |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | 3 | 786 |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 4 | |
| 3 Add lines 1 and 2. | | | 5 | 786 |
| 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 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 5,165 | | |
| 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 | 5,165 | | |
| 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 <input type="checkbox"/> | 9 | | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/> | 10 | 4,379 | | |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 4,379 Refunded <input type="checkbox"/> 11 | 11 | | | |

Part VII-A Statements Regarding Activities

| | | | | |
|----|--|--|------------|-----------|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | Yes | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | | Yes | No |
| | <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> | | | |
| 1c | Did the foundation file Form 1120-POL for this year? | | Yes | 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? | | Yes | No |
| | <i>If "Yes," attach a detailed description of the activities.</i> | | | |
| 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> | | Yes | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | Yes | No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | | Yes | No |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | Yes | No |
| | <i>If "Yes," attach the statement required by General Instruction T.</i> | | | |
| 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? | | | |
| 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> | | Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? <i>If "No," attach explanation.</i> | | 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> | | Yes | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | Yes | 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 page 20 of the instructions). | <input type="checkbox"/> 11 | | <input type="checkbox"/> No |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | <input type="checkbox"/> 12 | | <input type="checkbox"/> No |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | <input type="checkbox"/> 13 | <input checked="" type="checkbox"/> Yes | |
| 14 | The books are in care of ► MARINA J SUTRO Located at ► 21 VESTAL STREET NANTUCKET MA | Telephone no ► (508) 228-2190 ZIP +4 ► 02554 | | |
| 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 | | | |

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.

| | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► | <input type="checkbox"/> 1b | <input type="checkbox"/> 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 2009? | <input type="checkbox"/> 1c | <input type="checkbox"/> No | |
| 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20____, 20____, 20____, 20____ | <input type="checkbox"/> 2a | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 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 page 20 of the instructions) | <input type="checkbox"/> 2b | | <input type="checkbox"/> No |
| 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"/> 3a | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If "Yes," did it have excess business holdings in 2009 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 2009) | <input type="checkbox"/> 3b | | <input type="checkbox"/> No |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | <input type="checkbox"/> 4a | | <input type="checkbox"/> 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 2009? | <input type="checkbox"/> 4b | | <input type="checkbox"/> 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

(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)? (see page 22 of the instructions). 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 page 22 of the instructions). Organizations relying on a current notice regarding disaster assistance check here. Yes No

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? 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.

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?

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 page 22 of the instructions).

| 1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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 |
| SABRINA S ELWELL 1 ENTERPRISE CIRCLE NANTUCKET, MA 02554 | Vice President 1 00 | 0 | | |
| CRISTINA J SUTRO 107 BELLEVUE AVENUE SUMMIT, NJ 07901 | Secretary 1 00 | 0 | | |
| PETER C SUTRO 21 VESTAL STREET NANTUCKET, MA 02554 | Director 5 00 | 0 | | |
| MARINA J SUTRO 21 VESTAL STREET NANTUCKET, MA 02554 | President & CEO 5 00 | 10,000 | | |

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 | | | | |
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Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE"

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
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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.

| | |
|---|--|
| 1 | |
| | |
| | |
| 2 | |
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| 3 | |
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| 4 | |
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Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | |
|---|-----------------------|
| 1 | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments See page 24 of the instructions | |
| 3 | |
| | |
| Total | Add lines 1 through 3 |

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 2,423,501 |
| b | Average of monthly cash balances. | 1b | 2,955 |
| c | Fair market value of all other assets (see page 24 of the instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 2,426,456 |
| 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 | |
| 3 | Subtract line 2 from line 1d. | 3 | 2,426,456 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). | 4 | 36,397 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,390,059 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 119,503 |

Part XI Distributable Amount (see page 25 of the 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 | 119,503 |
| 2a | Tax on investment income for 2009 from Part VI, line 5. | 2a | 786 |
| b | Income tax for 2009 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 786 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 118,717 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 118,717 |
| 6 | Deduction from distributable amount (see page 25 of the instructions). | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. | 7 | 118,717 |

Part XII Qualifying Distributions (see page 25 of the 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 | 148,000 |
| 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 | 3a | |
| a | Suitability test (prior IRS approval required). | 3b | |
| b | Cash distribution test (attach the required schedule). | 4 | 148,000 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | |
| 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 page 26 of the instructions). | 6 | 148,000 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | | |

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

Part XIII Undistributed Income (see page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 | | | | 118,717 |
| 2 Undistributed income, if any, as of the end of 2008 | | | | |
| a Enter amount for 2008 only. | | | | |
| b Total for prior years 20____, 20____, 20____ | | | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004. | | | | |
| b From 2005. | | | | |
| c From 2006. | 122,445 | | | |
| d From 2007. | 14,849 | | | |
| e From 2008. | 15,445 | | | |
| f Total of lines 3a through e. | 152,739 | | | |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ _____ 148,000 | | | | |
| a Applied to 2008, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see page 26 of the instructions). | 0 | | | |
| d Applied to 2009 distributable amount. | | | | 118,717 |
| e Remaining amount distributed out of corpus | 29,283 | | | |
| 5 Excess distributions carryover applied to 2009 (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: | 182,022 | | | |
| 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 page 27 of the instructions | | | | |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions | | | | |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010. | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 182,022 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005. | | | | |
| b Excess from 2006. | 122,445 | | | |
| c Excess from 2007. | 14,849 | | | |
| d Excess from 2008. | 15,445 | | | |
| e Excess from 2009. | 29,283 | | | |

Part XIV Private Operating Foundations (see page 27 of the 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 2009, enter the date of the ruling. <input type="text"/> | | | |
| b | Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. | | | |
| b | 85% of line 2a. | | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed. | | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities. | | | |
| e | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. | | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | |
| a | "Assets" alternative test—enter | | | |
| (1) | Value of all assets. | | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i). | | | |
| b | "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | |
| c | "Support" alternative test—enter | | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | |
| (3) | Largest amount of support from an exempt organization | | | |
| (4) | Gross investment income | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

M S WORTHINGTON FOUNDATION
21 VESTAL STREET
NANTUCKET, MA 02554
(508) 228-2190

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

SEE ATTACHED GUIDELINES

c Any submission deadlines

OCTOBER FIRST OF EACH YEAR

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

SEE ATTACHED GUIDELINES

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 148,000 |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

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 (See page 28 of the 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 | 39,003 |
| 4 Dividends and interest from securities. | | | | 14 | 23,681 |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. | | | | | |
| b Not debt-financed property. | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income. | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | -108,553 |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory. | | | | | |
| 11 Other revenue a EXPENSE REFUNDS | | | | 1 | 153 |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | | | 62,837 | -108,553 |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | | 13 | -45,716 |
| (See worksheet in line 13 instructions on page 28 to verify calculations.) | | | | | |

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions) |
|---------------|---|
| ALL | DIVIDENDS, INTEREST AND REALIZED CAPITAL GAINS (INCLUDING CAPITAL GAINS DISTRIBUTIONS) PAY FOR THE GRANTS AND DONATIONS WHICH ARE GIVEN |
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Additional Data

Software ID: 09000047
Software Version:
EIN: 05-0632497
Name: MS WORTHINGTON FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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.) |
|--|---|---|---|
| ADJUSTMENT | P | 2008-01-01 | 2009-06-30 |
| 350 WEATHERFORD INTNL | P | 2007-03-29 | 2009-06-30 |
| 200 WAL-MART | P | 2007-06-30 | 2008-06-30 |
| 450 THERMO FISHER SCIEN | P | 2006-11-22 | 2009-06-30 |
| 50 TEVA PHARM INDs | P | 2008-08-15 | 2009-12-23 |
| 250 STAPLES INC | P | 2004-06-30 | 2009-06-30 |
| 95 RESEARCH IN MOTION | P | 2004-06-30 | 2009-06-30 |
| 450 PEPSICO INC | P | 2005-06-30 | 2009-06-30 |
| 600 PG&E | P | 2004-06-30 | 2009-06-30 |
| 2968 74 OLD WESTBURY REAL RETURN | P | 2008-02-07 | 2009-06-26 |
| 4892 89 OLD WESTBURY GL SM & MD CAP | P | 2006-11-22 | 2009-06-26 |
| 2278 48 OLD WESTBURY NON-US | P | 2006-11-22 | 2009-06-26 |
| ML MTG INV 1999 | P | 1999-10-27 | 2009-06-30 |
| 1150 MATTEL | P | 2007-06-30 | 2009-03-26 |
| 100 INTERNATIONAL PAPER | P | 2008-09-15 | 2009-10-27 |
| \$20,000 IBM | P | 1999-01-27 | 2009-02-01 |
| 450 HUDSON CITY BANCORP | P | 2006-11-22 | 2009-08-24 |
| GOVT NATNL MTG ASSN | P | 2000-04-14 | 2009-06-30 |
| FNMA #406723 | P | 1998-02-13 | 2009-06-30 |
| \$90,000 FEDERAL HOME LOAN BANK | P | 2007-05-09 | 2009-09-30 |
| \$20,000 FEDERAL HOME LOAN BANK | P | 2007-05-15 | 2009-03-17 |
| 800 EMC CORP | P | 2008-08-28 | 2009-09-30 |
| 200 DISNEY | P | 2005-07-14 | 2009-02-03 |
| 1000 CORNING INC | P | 2007-06-30 | 2009-06-30 |
| 450 CISCO SYSTEMS INC | P | 2006-11-22 | 2009-07-15 |
| 50 CHESAPEAKE ENERGY CORP | P | 2008-05-12 | 2009-08-14 |
| 475 CAMERON INTL | P | 2007-05-07 | 2009-06-30 |
| 886 BANK NEW YORK MELLON CORP | P | 2001-01-01 | 2009-06-30 |
| \$18,000 US TREASURY | P | 2009-02-03 | 2009-03-18 |
| 225 SUNTRUST BANKS | P | 2008-11-05 | 2009-01-01 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| | | 195 | -195 |
| 6,886 | | 8,200 | -1,314 |
| 10,242 | | 9,562 | 680 |
| 20,523 | | 19,933 | 590 |
| 2,796 | | 2,415 | 381 |
| 6,233 | | 6,384 | -151 |
| 5,716 | | 10,827 | -5,111 |
| 21,785 | | 23,783 | -1,998 |
| 23,003 | | 20,768 | 2,235 |
| 25,828 | | 40,078 | -14,250 |
| 52,990 | | 65,222 | -12,232 |
| 18,000 | | 31,443 | -13,443 |
| 7,421 | | 7,456 | -35 |
| 13,873 | | 26,355 | -12,482 |
| 2,275 | | 3,037 | -762 |
| 20,000 | | 20,000 | |
| 5,856 | | 6,059 | -203 |
| 201 | | 189 | 12 |
| 180 | | 181 | -1 |
| 94,183 | | 89,950 | 4,233 |
| 21,088 | | 19,972 | 1,116 |
| 13,401 | | 12,425 | 976 |
| 4,025 | | 5,220 | -1,195 |
| 13,975 | | 22,601 | -8,626 |
| 8,451 | | 12,130 | -3,679 |
| 1,177 | | 2,793 | -1,616 |
| 10,820 | | 16,794 | -5,974 |
| 23,668 | | 32,292 | -8,624 |
| 20,430 | | 20,447 | -17 |
| 3,589 | | 9,078 | -5,489 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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 | |
| | | | -195 |
| | | | -1,314 |
| | | | 680 |
| | | | 590 |
| | | | 381 |
| | | | -151 |
| | | | -5,111 |
| | | | -1,998 |
| | | | 2,235 |
| | | | -14,250 |
| | | | -12,232 |
| | | | -13,443 |
| | | | -35 |
| | | | -12,482 |
| | | | -762 |
| | | | -203 |
| | | | 12 |
| | | | -1 |
| | | | 4,233 |
| | | | 1,116 |
| | | | 976 |
| | | | -1,195 |
| | | | -8,626 |
| | | | -3,679 |
| | | | -1,616 |
| | | | -5,974 |
| | | | -8,624 |
| | | | -17 |
| | | | -5,489 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (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.) |
|--|---|---|---|
| 300 STANDARD & POORS | P | 2009-09-01 | 2009-06-03 |
| 200 STANDARD & POORS | P | 2008-07-29 | 2009-01-12 |
| 175 RESEARCH IN MOTION | P | 2009-01-01 | 2009-09-30 |
| 150 MATTEL | P | 2008-03-25 | 2009-03-25 |
| 25 KOHL'S CORP | P | 2009-01-08 | 2009-10-27 |
| 900 INTEL CORP | P | 2009-01-01 | 2009-11-01 |
| 150 ILLINOIS TOOL WORKS | P | 2009-06-30 | 2009-09-30 |
| 400 HUDSON CITY BANCORP | P | 2009-03-12 | 2009-08-25 |
| 300 GENZYME | P | 2008-10-05 | 2009-06-16 |
| 250 FPL GROUP INC | P | 2001-02-20 | 2009-09-25 |
| 50 EOG RES INC | P | 2009-09-16 | 2009-10-21 |
| 250 EMC CORP | P | 2008-08-28 | 2009-07-15 |
| 250 DISNEY | P | 2008-08-04 | 2009-02-03 |
| \$25,000 CHICAGO ILL 5% | P | 2008-03-12 | 2009-02-03 |
| 800 CHESAPEAKE ENERGY CORP | P | 2009-01-01 | 2009-06-30 |
| 1300 APPLIED MATERIALS | P | 2009-01-01 | 2009-06-30 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (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) |
|-----------------------|--|---|--|
| 6,358 | | 7,264 | -906 |
| 17,439 | | 25,184 | -7,745 |
| 10,341 | | 9,508 | 833 |
| 1,774 | | 3,238 | -1,464 |
| 1,453 | | 976 | 477 |
| 17,220 | | 12,388 | 4,832 |
| 6,991 | | 4,990 | 2,001 |
| 5,128 | | 4,114 | 1,014 |
| 16,078 | | 21,037 | -4,959 |
| 13,524 | | 12,592 | 932 |
| 4,732 | | 4,106 | 626 |
| 3,308 | | 3,927 | -619 |
| 5,065 | | 7,582 | -2,517 |
| 29,864 | | 27,698 | 2,166 |
| 16,602 | | 34,045 | -17,443 |
| 16,045 | | 14,652 | 1,393 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| 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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -906 |
| | | | -7,745 |
| | | | 833 |
| | | | -1,464 |
| | | | 477 |
| | | | 4,832 |
| | | | 2,001 |
| | | | 1,014 |
| | | | -4,959 |
| | | | 932 |
| | | | 626 |
| | | | -619 |
| | | | -2,517 |
| | | | 2,166 |
| | | | -17,443 |
| | | | 1,393 |

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 | | | | |
| KENT PLACE SCHOOL 42 NORWOOD AVENUE SUMMIT, NJ 07902 | NONE | 501(C) | SUPPLIES FOR PERFORMING ARTS | 10,000 |
| MYSTIC SEAPORT 75 GREENMANVILLE AVE MYSTIC, CT 06355 | NONE | 501(C) | RESTAURATION OF "CHARLES W MORGAN", SOLE REMAINING WOODEN WHALING SHIP | 5,000 |
| NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN STREET SOUTH WEYMOUTH, MA 02190 | NONE | 501(C) | MEDICAL CARE OF ALL THE NEEDY AND INJURED WILDLIFE IN NEW ENGLAND | 5,000 |
| CYRUS PIERCE MIDDLE SCHOOL 10 SURFSIDE ROAD NANTUCKET, MA 02554 | NONE | | FUND HOMEWORK HEROES AFTER SCHOOL WORK | 10,000 |
| UNITARIAN CHURCH 10 ORANGE STREET NANTUCKET, MA 02554 | NONE | CHURCH | MUSIC FOR CHURCH BICENTENNEAL | 5,000 |
| NANTUCKET LIGHTHOUSE SCHOOL 1 RUGGED WAY NANTUCKET, MA 02554 | NONE | 501(C) | PROGRAM EXPENSES FOR MUSIC, FOREIGN LANGUAGES AND ART SUPPLIES | 10,000 |
| THE BRIDGE SCHOOL 545 EUCALYPTUS AVE HILLSBOROUGH, CA 94010 | NONE | 501(C) | OUTFIT CLASSROOMS AND PLAY AREAS FOR 3-4 YEAR OLD CHILDREN eLECTRONIC BOOKS | 10,000 |
| WOODS HOLE OCEAN INSTITUTE FENNO HOUSE MS 40 WOODS HOLE, MA 02543 | NONE | 501(C) | LARGE WHALE MEDICAL INTERVENTION SEDATION TO ENABLE DISENTANGLEMENT AT SEA PEOJECT | 5,000 |
| SOUTH CHURCH PRESERVATION FUND PO BOX 1023 NANTUCKET, MA 02554 | NONE | 501(C) | CAPITAL CAMPAIGN FOR REPAIR AND PRESERVATION OF HISTORIC STRUCTURE | 33,000 |
| STUDIO ART CENTERS INTNL VIA SANT ANTONIO 11 FLORENCE, TOSCANA 50123 IT | NONE | 501(C) | UNDERWRITING AN EXHIBITION OF GUIDO COLUCCI ETCHINGS | 10,000 |
| FOSTER PARROTS LTD 37 WOODVILLE ALTON ROAD HOPKINTON, RI 02832 | NONE | N/A | AID NEW ENGLAND EXOTIC WILDLIFE SANCTUARY PROJECT INDOOR/ OUTDOOR AVARIES FOR 500 BIRDS | 15,000 |
| NANTUCKET HISTORICAL ASSN PO BOX 1016 NANTUCKET, MA 02554 | NONE | 501(C) | FURTHER DEVELOPMENT & DELIVERY OF COMMUNITY PROGRAMMING FOR DIVERSE AUDIENCES | 10,000 |
| MSPCA ANGELL KINDNESS 21 CROOKED LANE NANTUCKET, MA 02554 | NONE | 501(C) | LUCKY WHISKERS & WAGS FUND WHICH PROVIDES MEDICAL CARE FOR SHELTER ANIMALS NEEDING MORE THAN VACCINATIONS OR STERILIZATION | 10,000 |
| MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554 | NONE | 501(C) | PURCHASE ARCHIVAL STORAGE, SHELVING UNITS, AND CONSERVATION ENCLOSURES FOR ARCHIVE RELOCATION & MANAGEMENT PLAN | 10,000 |
| Total | | | ► 3a | 148,000 |

TY 2009 Accounting Fees Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| ACCOUNTING FEES | 7,990 | 7,990 | 0 | 0 |

TY 2009 Investments Corporate Bonds Schedule

Name: MS WORTHINGTON FOUNDATION

EIN: 05-0632497

Software ID: 09000047

Software Version: 2009v1.3

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-----------------|------------------------|-------------------------------|
| CORPORATE BONDS | 153,541 | 141,083 |

TY 2009 Investments Corporate Stock Schedule

Name: MS WORTHINGTON FOUNDATION

EIN: 05-0632497

Software ID: 09000047

Software Version: 2009v1.3

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------|------------------------|-------------------------------|
| CORPORATE STOCKS | 1,747,356 | 1,654,287 |

TY 2009 Investments Government Obligations Schedule

Name: MS WORTHINGTON FOUNDATION

EIN: 05-0632497

Software ID: 09000047

Software Version: 2009v1.3

US Government Securities - End of

Year Book Value: 679,549

US Government Securities - End of

Year Fair Market Value: 742,044

State & Local Government

**Securities - End of Year Book
Value:**

State & Local Government

**Securities - End of Year Fair
Market Value:**

TY 2009 Other Assets Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|----------------------------------|--------------------------------|--------------------------|---------------------------------|
| Net Intangible Assets | 5,040 | 5,040 | |
| ACCUMULATED BOOK/TAX DIFFERENCES | 15,233 | 14,975 | |

TY 2009 Other Expenses Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| FILING FEES | 391 | | | |

TY 2009 Other Income Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-----------------|--------------------------------|-----------------------|---------------------|
| EXPENSE REFUNDS | 153 | 153 | |

TY 2009 Other Increases Schedule

Name: MS WORTHINGTON FOUNDATION

EIN: 05-0632497

Software ID: 09000047

Software Version: 2009v1.3

| Description | Amount |
|-------------|--------|
| ROUNDING | 2 |

TY 2009 Other Liabilities Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|--------------------|---------------------------------------|---------------------------------|
| UNCLEARED CHECK | | 10,000 |

TY 2009 Other Professional Fees Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| INVESTMENT FEES | 15,043 | 15,043 | 0 | 0 |

TY 2009 Taxes Schedule

Name: MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 09000047**Software Version:** 2009v1.3

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------|--------|-----------------------|---------------------|---------------------------------------|
| FOREIGN INCOME | 505 | 505 | | |

**M.S. WORTHINGTON FOUNDATION
GUIDELINES FOR APPLICANTS - for 2006- 2007**

The MS Worthington Foundation, Inc., is a private Foundation which makes grants to assist projects originating in the United States of America. It does not make grants to individuals.

The Foundation does not have a standard form of application. Therefore, applicants seeking grant assistance should write a letter containing a brief summary of the project. The letter should be accompanied by:

(1) A detailed budget for the project including the precise dollar amount being requested and the anticipated period of time for the project to be concluded;

(2) A copy of the organization's latest financial statements accompanied by either an independent auditor's report or a satisfactory and substantiated report of a certified public accountant; and

(3) A copy of the Internal Revenue Service letter establishing the applicant's exemption from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code. *If a copy of such letter has previously been submitted, an affirmation that the applicant's tax exempt status has not changed since such submission will suffice.*

If you have a contact at the Foundation, send that person all the information requested above. In this case by mail to Sabrina S. Elwell, 1 Enterprise Circle, Nantucket, MA 02554, or by e-mail to <rselwell @comcast.net> (Also, Please send a copy of all this information via mail or -e-mail to Marina J. Sutro, at one of the addresses below.)

The Foundation operates on a calendar year basis. Consequently, any grant request for a given year must be received by October 1st. of that year in order to be considered. Requests received after October 1st. must be submitted again the following year.

The Foundation discourages applications for grants designed to provide for additions to endowments, as well as expenses related to conferences and symposia, such as travel, meals, and lodging.

When an application for a grant is complete, it will be considered by the Foundation and every applicant will be advised as to the disposition of its proposal.

When the Foundation rejects an application, it is with a sense of regret that a particular activity, even though worthwhile, is one which the Foundation, due to its limited resources, cannot support.

If the Foundation's preliminary review reveals an interest in the project, further information will be requested, including names of the governing board; a detailed statement of the objectives of the proposed project; qualifications of person or persons who will direct the project; proposed starting and completion dates; and sources and amount of other support, if any.

Interviews with the applicants or site visits will be arranged if the Foundation deems the same to be necessary or desirable, but only after a written application for financial aid has been received.

**THE M. S. WORTHINGTON FOUNDATION, INC.
21 VESTAL STREET, NANTUCKET, MA 02554 -2608 - e-mail <mcjsutro@verizon.net>**