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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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) (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 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 _____ 630,537				
	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				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	153	153		
	12 Total. Add lines 1 through 11	-45,716	62,837	62,684	
	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)	7,990	7,990		
	c Other professional fees (attach schedule)	15,043	15,043		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	505	505		
	19 Depreciation (attach schedule) and depletion . . .	0			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	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
Assets	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

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 ▶ _____)		 10,000	
	23	Total liabilities (add lines 17 through 22)		10,000	

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	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
2	Enter amount from Part I, line 27a	2 -227,645
3	Other increases not included in line 2 (itemize) ▶ _____ 	3 2
4	Add lines 1, 2, and 3	4 2,591,614
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 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) 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	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)		2	-108,553
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 pages 13 and 17 of the 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 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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1aExempt 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)			
bDomestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	786
cAll other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3Add lines 1 and 2.		3	786
4Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	786
6Credits/Payments			
a2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,165	
bExempt foreign organizations—tax withheld at source	6b		
cTax paid with application for extension of time to file (Form 8868)	6c		
dBackup withholding erroneously withheld	6d		
7Total credits and payments Add lines 6a through 6d.		7	5,165
8Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,379
11Enter the amount of line 10 to be Credited to 2010 estimated tax 4,379 Refunded		11	

Part VII-AStatements Regarding Activities

1aDuring 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	Yes	No
bDid it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
cDid the foundation file Form 1120-POL for this year?.	1c		No
dEnter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
eEnter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2Has 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
3Has 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
4aDid the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
bIf "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6Are 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		No
7Did 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	
8aEnter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MA			
bIf 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	
9Is 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)? If "Yes," complete Part XIV	9		No
10Did 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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of MARINA J SUTRO Telephone no (508) 228-2190 Located at 21 VESTAL STREET NANTUCKET MA 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.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. Yes No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes 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)?. Yes 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). Yes 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.	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 2009?.	1c		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____			
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).	2b		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?. Yes 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.).	3b		No
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 2009?	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

(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.

☒

5b

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?

☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

6b

No

7a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

7b

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 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	Vice President	0		
1 ENTERPRISE CIRCLE NANTUCKET, MA 02554	1 00			
CRISTINA J SUTRO	Secretary	0		
107 BELLEVUE AVENUE SUMMIT, NJ 07901	1 00			
PETER C SUTRO	Director	0		
21 VESTAL STREET NANTUCKET, MA 02554	5 00			
MARINA J SUTRO	President & CEO	10,000		
21 VESTAL STREET NANTUCKET, MA 02554	5 00			

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				

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 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		
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 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	Amount
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		
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	148,000
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).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	148,000
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	182,022			
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

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.

b Check box to indicate whether the organization is a private operating foundation described in section 170(c)(2)(B)(i) or 170(c)(2)(B)(ii): ☐ 170(c)(2)(B)(i) or ☐ 170(c)(2)(B)(ii)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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	

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).					-45,716

[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) of the Code (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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

<p>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 or fiduciary) is based on all information of which preparer has any knowledge</p>				
<p>*****</p>		<p>2010-05-17</p>		<p>*****</p>
<p>Signature of officer or trustee</p>		<p>Date</p>		<p>Title</p>
<p>Paid Preparer's Use Only</p>	<p>Preparer's Signature  Francis E Berger</p>		<p>Date</p>	<p>Check if self-employed </p>
	<p>Firm's name (or yours if self-employed), address, and ZIP code</p>		<p>EIN </p>	<p>Preparer's identifying number (see Signature on page 30 of the instructions)</p>
	<p>Berger & Fuller PC</p> <p>66 Old South Road</p> <p>Nantucket, MA 02554</p>		<p>Phone no (508) 228-3943</p>	

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) FMV 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 SCHOOL42 NORWOOD AVENUE SUMMIT,NJ 07902	NONE	501(C)	SUPPLIES FOR PERFORMING ARTS	10,000
MYSTIC SEAPORT75 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 SCHOOL10 SURFSIDE ROAD NANTUCKET,MA 02554	NONE		FUND HOMEWORK HEROES AFTER SCHOOL WORK	10,000
UNITARIAN CHURCHORANGE 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, FOREIGH LANGUAGES AND ART SUPPLIES	10,000
THE BRIDGE SCHOOL545 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 FUNDPO BOX 1023 NANTUCKET,MA 02554	NONE	501(C)	CAPITAL CAMPAIGN FOR REPAIR AND PRESERVATION OF HISTORIC STRUCTURE	33,000
STUDIO ART CENTERS INTNLVIA SANT ANTONIO 11 FLORENCE,TOSCANA 50123 IT	NONE	501(C)	UNDERWRITING AN EXHIBITION OF GUIDO COLUCCI ETCHINGS	10,000
FOSTER PARROTS LTD37 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 ASSNPO BOX 1016 NANTUCKET,MA 02554	NONE	501(C)	FURTHER DEVELOPMENT & DELIVERY OF COMMUNITY PROGRAMMING FOR DIVERSE AUDIENCES	10,000
MSPCA ANGELL KINDNESS21 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 ASSOCIATION4 VESTAL STREET NANTUCKET,MA 02554	NONE	501(C)	PURCHASE ARCHIVAL STORAGE, SHELIVING 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 Invest ment Income	Adjusted Net Income	Disbursement s 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 Invest ment 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>**