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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
WORTHINGTON FAMILY FOUNDATION

A Employer identification number
26-4445573

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 4311

B Telephone number (see page 10 of the instructions)
(248) 267-3222

City or town, state, and ZIP code
TRAVERSE CITY, MI 49685

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,244,090

J Accounting method ☑ Cash ☐ Accrual
☐ 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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	133,196	61,054		
	4	Dividends and interest from securities	68,218	68,218		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	19,560			
	b	Gross sales price for all assets on line 6a 1,223,931				
	7	Capital gain net income (from Part IV, line 2)		19,560		
	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)				
	12	**Total.** Add lines 1 through 11	220,974	148,832		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	2,667	1,333		1,334
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	17,629	8,815		8,814
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	5,051	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,007	1,004		1,003
	22	Printing and publications				
	23	Other expenses (attach schedule)	72	36		36
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,426	11,188		11,187
	25	Contributions, gifts, grants paid	222,000			222,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	249,426	11,188		233,187
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-28,452			
	b	**Net investment income** (if negative, enter -0-)		137,644		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	51,549	43,610	43,610
	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)	1,646,884	1,073,375	1,119,054
	b	Investments—corporate stock (attach schedule)	1,719,868	2,225,024	2,242,141
	c	Investments—corporate bonds (attach schedule)	732,052	779,892	839,285
	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 ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,150,353	4,121,901	4,244,090
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **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 ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,150,353	4,121,901	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,150,353	4,121,901	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,150,353	4,121,901	

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	4,150,353
2	Enter amount from Part I, line 27a	2	-28,452
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,121,901
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,121,901

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	19,560
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))
2010	225,607	3,105,206	0 072654
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d).	2	0 072654
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	0 072654
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	4,259,037
5	Multiply line 4 by line 3.	5	309,436
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,376
7	Add lines 5 and 6.	7	310,812
8	Enter qualifying distributions from Part XII, line 4.	8	233,187

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,753
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,753
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,753
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,440		
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	2,440
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	28
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	341
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?	13	Yes	

Website address ▶WORTHINGTON-FAMILY-FOUNDATION ORG

14 The books are in care of ▶DAWN M SCHLUTER Telephone no ▶(248) 267-3222

Located at ▶840 WEST LONG LAKE ROAD SUITE 200 TROY MI ZIP+4 ▶480986358

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 |

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

			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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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?	**6b**		No
	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?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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
DR RUTH A WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	PRESIDENT / DIRECTOR 15 00	0	0	0
WILLIAM R WORTHINGTON JR PO BOX 4311 TRAVERSE CITY, MI 49685	VICE-PRESIDENT / DIRECTOR 15 00	0	0	0
NANCY B WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	SECRETARY / DIRECTOR 15 00	0	0	0
DOUGLAS R WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	TREASURER / DIRECTOR 15 00	0	0	0

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 ▶				0

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. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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. . . . . ▶	0

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	4,216,531
b	Average of monthly cash balances	1b	107,364
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	4,323,895
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,323,895
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	64,858
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,259,037
6	**Minimum investment return.** Enter 5% of line 5	6	212,952

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	212,952
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 2,753		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,753
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,199
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	210,199
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	210,199

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	233,187
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	233,187
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	233,187

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				210,199
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010. 72,770				
f Total of lines 3a through e.	72,770			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 233,187				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				210,199
e Remaining amount distributed out of corpus	22,988			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	95,758			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	95,758			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . . 72,770				
e Excess from 2011. . . . 22,988				

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 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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

NAN WORTHINGTON
PO BOX 4311
TRAVERSE CITY, MI 49685
(248) 267-3249

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

REQUESTS FOR GRANTS ARE PROCESSED ON AN ANNUAL BASIS THE SUBMISSIONS ARE CAREFULLY REVIEWED BY THE BOARD OF DIRECTORS DURING JUNE THROUGH AUGUST, WITH THE AWARDS GIVEN EARLY SEPTEMBER OF THE YEAR THE REQUESTS SHOULD BE MADE ON THE ORGANIZATION'S WEB SITE AT WORTHINGTON-FAMILY-FOUNDATION ORG

c Any submission deadlines

GRANT REQUESTS ARE ACCEPTED BETWEEN FEBRUARY 1 AND MAY 15 OF THE CALENDAR YEAR

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

DISTRIBUTIONS CAN BE USED TO PROVIDE FUNDS FOR THE CONTINUANCE AND DEVELOPMENT OF PROGRAMS, EXTEND ASSISTANCE IN THE COORDINATION OF THE WORK OF THE INSTITUTION, AND TO AID IN THE PLANNING AND DEVELOPMENT OF A GENERAL SOCIAL WELFARE PROGRAM WHICH SHALL BEST FULFILL THE HEALTH, WELFARE, CHARACTER BUILDING, AND RECREATIONAL NEEDS OF THE INSTITUTION

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	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
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				222,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

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	133,196	
4 Dividends and interest from securities			14	68,218	
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			18	19,560	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		220,974	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 220,974

(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)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2012-11-15 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
STACEY L DEANGELIS			P00952665
Firm's name ▶ MILLER CANFIELD PADDOCK & STONE PLC		Firm's EIN ▶ 38-0836500	
Firm's address ▶ 840 W LONG LAKE ROAD SUITE 200 TROY, MI 480986358		Phone no (248) 879-2000	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

Additional Data

Software ID:	
Software Version:	
EIN:	26-4445573
Name:	WORTHINGTON FAMILY FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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)
20,000 ESCAMBIA CNTY FL, 4 9%, 06/01/19	P		2011-01-31
25,000 OCALA FL WATER & SEWER, 5 25%, 10/01/27	P		2011-10-03
2,000 SHS, HSBC HOLDINGS PLC, 8%	P		2011-09-21
700 SHS, CHEVRON CORPORATION	P		2011-09-13
50 SHS, LENDER PROCESSING SVCS	P		2011-09-13
200 SHS, SCHLUMBERGER LTD	P		2011-09-13
16 SHS, TIME WARNER CABLE	P		2011-09-13
13 SHS, TRANSOCEAN INC NEW	P		2011-09-13
179 34 SHS, ARTIO GLOBAL INV FDS TOTAL RETURN BD FD	P		2011-11-11
1076 587 SHS, AMANA INCOME FD	P		2011-10-26
275 SH, ARIEL INVT TRUST	P		2011-10-26
1,703 714 SHS, APPRECIATION FUND	P		2011-10-26
537 926 SHS, PARNASSUS FD	P		2011-10-26
1,131 092 SHS, AMANDA INCOME FUND	P		2011-10-26
132 556 SHS, ARIEL INVT TR	P		2011-10-26
761 011 SHS, APPRECIATION FUND	P		2011-10-26
1,175 842 SHS, PARNASSUS FUND	P		2011-10-26
13 421 SHS, GROWTH FUND OF AMERICA	P		2011-09-16
1,564 723 SHS, GROWTH FUND OF AMERICA	P		2011-09-16
79 477 SHS, GROWTH FUND OF AMERICA	P		2011-09-16
110,000 PINELLAS CNTY FLA, 5 5%, 11/15/33	P		2011-09-14
5,000 DUVAL CNTY, FL, 5 7%, 06/11/11	P		2011-06-13
10,000 PIEDMONT NATURAL GAS, 6 25%, 06/01/36	P		2011-06-01
224 59 SHS, JANUS INVESTMENT FD, FORTY FD	P		2011-04-27
661 096 SHS, JANUS INVT FD, FORTY FD	P		2011-04-27
50,000 DUVAL CNTY FL, 5 7%, 04/29/11	P		2011-04-29
100,000 FLORIDA STATE, 5%, 06/01/2025	P		2011-04-27
60,000 HILLSBOROUGH CNTY, FL, 5 1%, 10/01/13	P		2011-04-27
40,000 WEST PALM BEACH, FL	P		2011-04-27
3676 471 SHS, PIMCO FDS MGMT SER TOTAL RETURN FD	P		2011-03-01

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)
3,420 074 SHS, ARTIO GLOBAL INVEST FDS	P		2011-02-28
50,000 ATLANTA GA WTR, 5%, 11/01/37	P		2011-02-25
40,000 BROWARD CNTY, FL, 5%, 07/01/26	P		2011-02-25
50,000 MONTANA FAC FIN AUTH, 5%, 01/01/37	P		2011-02-28
30,000 PENNSYLVANIA ST TPK, 5%, 06/01/39	P		2011-02-25
50,000 METRO ATLANTA RAPID TRAN, 5%, 07/01/2037	P		2011-02-25
35,000 FLORIDA STATE, 5%, 01/01/2018	P		2011-01-03
CAPITAL GAINS DIVIDENDS	P		

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)
20,000		20,000	0
25,250		27,319	-2,069
50,994		51,785	-791
67,158		58,941	8,217
779		990	-211
14,406		18,772	-4,366
982		569	413
725		1,689	-964
2,500		2,443	57
33,837		35,752	-1,915
11		12	-1
66,854		58,144	8,710
19,828		23,174	-3,346
35,550		33,204	2,346
5,201		5,000	201
29,862		29,000	862
43,342		44,000	-658
389		405	-16
45,314		44,000	1,314
2,302		2,250	52
118,855		110,000	8,855
5,000		5,000	0
10,000		9,993	7
8,072		7,800	272
23,760		22,000	1,760
50,000		50,000	0
101,486		100,000	1,486
61,103		60,000	1,103
39,883		39,955	-72
40,000		40,723	-723

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)
46,000		46,536	-536
46,750		50,190	-3,440
39,000		40,000	-1,000
45,658		49,718	-4,060
27,261		30,004	-2,743
49,125		50,003	-878
35,350		35,000	350
11,344			11,344

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	
			0
			-2,069
			-791
			8,217
			-211
			-4,366
			413
			-964
			57
			-1,915
			-1
			8,710
			-3,346
			2,346
			201
			862
			-658
			-16
			1,314
			52
			8,855
			0
			7
			272
			1,760
			0
			1,486
			1,103
			-72
			-723

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	
			-536
			-3,440
			-1,000
			-4,060
			-2,743
			-878
			350
			11,344

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
a *Paid during the year*				
MSU OPERA THEATERMICHIGAN STATE UNIVERSITY EAST LANSING, MI 48824	N/A	PUBLIC CHARITY	GENERAL PURPOSES	20,000
OLD TOWN PLAYHOUSE148 E EIGHTH STREET TRAVERSE CITY, MI 49684	N/A	PUBLIC CHARITY	GENERAL PURPOSES	70,000
SEEDSPO BOX 2454 TRAVERSE CITY, MI 49685	N/A	PUBLIC CHARITY	GENERAL PURPOSES	52,000
GREAT LAKES CHILDREN'S MUSEUMPO BOX 2326 TRAVERSE CITY, MI 49685	N/A	PUBLIC CHARITY	GENERAL PURPOSES	20,000
CHELSEA CENTER FOR THE ARTS 400 CONGDON STREET CHELSEA, MI 48118	N/A	PUBLIC CHARITY	GENERAL PURPOSES	60,000
Total . . . . ▶ **3a**				222,000

TY 2011 Investments Corporate Bonds Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERENENERGY GENERATING, 7%, 04/15/18	50,567	51,550
MORGAN STANLEY, 5%, 06/11/25	50,005	48,875
BANK OF AMERICA, 5.625%, 05/29/35	50,000	42,327
DUKE CAPITAL CORP, 8%, 10/01/19	100,000	127,349
PRUDENTIAL FINANCIAL, 6%, 02/15/23	40,000	40,078
GTE CALIF, 6.75%, 05/15/27	40,915	50,648
GENERAL ELEC, 6.25%, 08/15/27	50,005	50,064
GTE NORTH INC, 6.73%, 02/15/28	9,106	6,918
GENERAL ELEC CAP, 6.75%, 03/15/32	76,501	97,691
BANK OF NY, 5.7%, 04/15/32	100,000	100,132
PRUDENTIAL FINCL INC, 6.35%, 09/15/32	30,000	30,089
PROGRESSIVE CORP, 6.25%, 12/01/32	26,383	36,834
PRUDENTIAL FINANCIAL, 6.2%, 09/15/37	50,000	50,097
WACHOVIA BANK, 6.6%, 01/15/38	41,410	51,127
BANK OF AMERICA, 6.05%, 02/15/38	25,000	19,220
BARCLAYS BK PLC, 5%, 06/11/2025	40,000	36,286

TY 2011 Investments Corporate Stock Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMCAST CORP NEW	49,485	52,180
ENTERGY LOUISIANA LLC	49,712	54,640
JP MORGAN CHASE CAP XXIX	24,765	25,520
AOL INC.	213	91
BANK OF NY MELLON CP NEW	25,265	14,502
BOEING CO	6,444	7,335
CHEVRON CORPORATION	110,807	141,093
CISCO SYSTEMS INC.	2,449	1,808
COMCAST CORP NEW	2,238	2,418
CORNING INC.	3,107	1,947
DU PONT E I DE NEMOUR & CO	27,204	29,146
DUKE ENERGY CORP NEW	56,387	72,683
EMERSON ELECTRIC CO	25,604	25,098
EQUIFAX INC	7,322	7,799
EXXON MOBIL CORPORATION	393,718	439,537
FIDELITY NATL INFO SVCS	1,275	2,659
FRONTIER COMMUNICATIONS	1,745	1,061
GENERAL ELECTRIC CO	22,662	15,146
HAWAIIAN ELEC INDUSTRIES	20,261	22,846
INTEL CORP	4,825	4,850
JOHNSON & JOHNSON	75,292	72,137
JP MORGAN CHASE & CO	20,302	18,669
LILLY ELI & COMPANY	6,749	6,193
LOCKHEED MARTIN CORP	11,237	8,090
LSI CORPORATION	245	190
MEDCO HEALTH SOLUTIONS	2,575	6,037
MERCK & CO INC NEW	17,153	18,086
SPECTRA ENERGY CORP	33,125	38,930
ST JOE COMPANY	14,738	5,864
TIME WARNER INC NEW	2,347	2,385

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS	28,966	37,574
JANUS INVT FD SMALL CAP VALUE FD	75,892	65,025
ARTIO GLOBAL INVT FDS, TOTAL RETURN	114,030	113,307
MUNDER SER TR MIDCAP CORE GROWTH	89,008	87,543
OPPENHEIMER DEV MKTS	42,486	38,400
PIMCO FDS MGMT SER TOTAL RETURN	103,909	100,184
PIONEER SER TR III CULLEN VALUE	45,597	45,324
ROWE T PRICE EQUITY INCOME FD	60,094	59,801
AT&T INC NEW	994	968
ALCATEL LUCENT ADR	713	183
DOUBLELINE FDS TOTAL RETURN BD FD	113,294	113,300
JENSEN PORTFOLIO INC.	47,214	43,921
ARTIO GLOBAL INVT FDS, INTL EQUITY	46,680	35,500
MFS SER TR I VALUE FD	68,444	68,878
JP MORGAN MID CAP VALUE FD	111,319	112,466
PIMCO FDS MGMT SER COMMODITY REAL RETURN	58,509	41,481
ROWE T PRICE BLUE CHIP GROWTH FD	48,043	47,737
THORNBURG INTL VALUE FD	48,012	37,909
WELLS FARGO FDS TR ADVANTAGE GROWTH FD	52,661	51,189
WELLS FARGO FDS TRUST EMERGING GROWTH FD	49,908	42,511

TY 2011 Investments Government Obligations Schedule

Name:	WORTHINGTON FAMILY FOUNDATION
EIN:	26-4445573
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	1,073,375
State & Local Government Securities - End of Year Fair Market Value:	1,119,054

TY 2011 Legal Fees Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MILLER, CANFIELD, PADDOCK AND STONE, PLC	2,667	1,333		1,334

TY 2011 Other Expenses Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DYNADOT	72	36		36

TY 2011 Other Professional Fees Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WELLS FARGO INVESTMENT MGMT FEES	17,628	8,814		8,814
CHARLES SCHWAB	1	1		0

TY 2011 Taxes Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	4,863	0		0
NONDEDUCTIBLE EXPENSES	188	0		0