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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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		B Telephone number (see instructions) (508) 228-2190		
City or town, state, and ZIP code NANTUCKET, MA 02554		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 2,434,434</b>		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.)		
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
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	19,961	19,961	19,961
	4 Dividends and interest from securities. . . . .	30,495	30,495	30,495
	5a Gross rents . . . . .			
	b Net rental income or (loss) _____			
	6a Net gain or (loss) from sale of assets not on line 10	28,477		
	b Gross sales price for all assets on line 6a <b>445,433</b>			
	7 Capital gain net income (from Part IV, line 2) . . .		28,477	
	8 Net short-term capital gain . . . . .			9,007
	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 <b>Total.</b> Add lines 1 through 11 . . . . .	78,933	78,933	59,463	
<b>Operating and Administrative Expenses</b>				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	10,000		10,000
	14 Other employee salaries and wages . . . . .			
	15 Pension plans, employee benefits . . . . .			
	16a Legal fees (attach schedule) . . . . .			
	b Accounting fees (attach schedule) . . . . .	8,400	6,000	2,400
	c Other professional fees (attach schedule) . . . . .	12,425	12,425	
	17 Interest . . . . .			
	18 Taxes (attach schedule) (see instructions)	862	862	
	19 Depreciation (attach schedule) and depletion . . .			
	20 Occupancy . . . . .			
	21 Travel, conferences, and meetings . . . . .			
	22 Printing and publications . . . . .			
	23 Other expenses (attach schedule) . . . . .	383		383
	24 <b>Total operating and administrative expenses.</b>	32,070	19,287	2,400
25 Contributions, gifts, grants paid. . . . .	149,700			149,700
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	181,770	19,287	2,400	160,083
27 Subtract line 26 from line 12				
a <b>Excess of revenue over expenses and disbursements</b>	-102,837			
b <b>Net investment income</b> (if negative, enter -0-) . . .		59,646		
c <b>Adjusted net income</b> (if negative, enter -0-) . . .			57,063	

<b>Part III</b> <b>Balance Sheets</b>	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
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	1,000	1,000	1,000
2	Savings and temporary cash investments . . . . .	113	98	98
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)	458,381	632,159	634,909
b	Investments—corporate stock (attach schedule) . . . . .	1,921,073	1,676,293	1,625,765
c	Investments—corporate bonds (attach schedule) . . . . .	170,981	167,533	172,662
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 ►) . . . . .	5,040	21,668	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,556,588	2,498,751	2,434,434
<b>Liabilities</b>				
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>				
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
27	Capital stock, trust principal, or current funds . . . . .	2,556,588	2,498,751	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,556,588	2,498,751	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,556,588	2,498,751	

**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	2,556,588
2	Enter amount from Part I, line 27a . . . . .	2	-102,837
3	Other increases not included in line 2 (itemize) ►	3	45,000
4	Add lines 1, 2, and 3 . . . . .	4	2,498,751
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	2,498,751

**Part IV Capital Gains and Losses for Tax on Investment Income**

**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))
2011			
2010			
2009			
2008			
2007			
<b>2</b> <b>Total</b> of line 1, column (d). . . . .			<b>2</b>
<b>3</b> 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 . . . . .			<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .			<b>4</b>
<b>5</b> Multiply line 4 by line 3. . . . .			<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b). . . . .			<b>6</b>
<b>7</b> Add lines 5 and 6. . . . .			<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4. . . . .			<b>8</b>

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	1,193
Date of ruling or determination letter _____	(attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2. . . . .		3	1,193
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	1,193
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	22
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .		9	1,215
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .		10	
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		Yes	No
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		Yes	No
d	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		Yes	No
(1)	On the foundation <input type="checkbox"/> \$ _____	(2)	On foundation managers <input type="checkbox"/> \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		Yes	No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>		Yes	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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		Yes	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	No
	● By language in the governing instrument, or		Yes	No
	● 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? . . . . .		Yes	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		Yes	
	<input type="checkbox"/> MA		Yes	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .		Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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

11		No
12		No
13	Yes	

Website address ► N/A

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 <b>Form 1041</b> —Check here . . . . . ►	15
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16	At any time during calendar year 2012, 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
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See 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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. . . . . ►		No
1c	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 2012? . . . . .		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012). . . . .		
3b			No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		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 2012? . . . . .		No
4b			No

**Part VII-B** **Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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 instructions). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>5b</b> <input type="checkbox"/> No</p>
<p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/> Yes</p>	<p><b>5b</b> <input type="checkbox"/> No</p>
<p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	<p><b>5b</b> <input type="checkbox"/> No</p>
<p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>6b</b> <input type="checkbox"/> No</p>
<p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p><b>6b</b> <input type="checkbox"/> No</p>
<p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>7b</b> <input type="checkbox"/> No</p>
<p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .</p>	<p><b>7b</b> <input type="checkbox"/> No</p>

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

**1. List all officers, directors, trustees, foundation managers and their compensation (see instructions)**

2 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
SABRINA S ELWELL 1 ENTERPRISE CIRCLE NANTUCKET, MA 02554	Vice President 1 00	0		
CRISTINA J SUTRO 107 BELLEVUE AVENUE SUMMIT, NJ 07901	Secretary 1 00	0		
MARINA J SUTRO 21 VESTAL STREET NANTUCKET, MA 02554	President 5 00	10,000		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000</b>				

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	2,429,056
b	Average of monthly cash balances. . . . .	1b	1,008
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	2,430,064
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	2,430,064
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	36,451
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,393,613
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	119,681

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

1	Minimum investment return from Part X, line 6. . . . .	1	119,681
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	1,193
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	1,193
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	118,488
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	118,488
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	118,488

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	160,083
b	Program-related investments—total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required). . . . .	3b	
b	Cash distribution test (attach the required schedule). . . . .	4	160,083
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	6	160,083
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .		

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				118,488
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .	14,849			
<b>b</b> From 2008. . . . .	15,445			
<b>c</b> From 2009. . . . .	29,283			
<b>d</b> From 2010. . . . .	11,428			
<b>e</b> From 2011. . . . .				
<b>f Total of lines 3a through e. . . . .</b>	71,005			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 160,083				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				118,488
<b>e</b> Remaining amount distributed out of corpus	41,595			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	112,600			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	14,849			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	97,751			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .	15,445			
<b>b</b> Excess from 2009. . . . .	29,283			
<b>c</b> Excess from 2010. . . . .	11,428			
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .	41,595			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

a The name, address, and telephone number or e-mail 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

WRITTEN APPLICATION STATING THE AMOUNT REQUESTED AND THE PURPOSES OF THE GRANT

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

N/A

**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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b>			► 3a	149,700
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments			14	19,961		
<b>4</b> Dividends and interest from securities. . . . .			14	30,495		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property. . . . .						
b Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income. . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory						28,477
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
<b>11</b> Other revenue a EXPENSE REFUNDS			1			
b						
c						
d						
e						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				50,456		
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations.)					13	78,933

**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 foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )
ALL	DIVIDENDS, INTEREST AND REALIZED CAPITAL GAINS (INCLUDING CAPITAL GAINS DISTRIBUTIONS) PAY FOR THE GRANTS AND DONATIONS WHICH ARE GIVEN



## 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)				
<b>a Paid during the year</b>				
NANTUCKET LIGHTHOUSE SCHOOL 1 RUGGED ROAD NANTUCKET, MA 02554	NONE	501(C)	SUPPORT OF EDUCATIONAL PROGRAM	25,000
NEW ENGLAND WILDLIFE CENTER 500 COLUMBIAN STREET SOUTH WEYMOUTH, MA 02190	NONE	501(C)	SUPPORT OF ORGANIZATION'S PROGRAM	10,000
SACI VIA SANT ANTONIO 11 FIRENZE 50123 IT	NONE	N/A	SACI WEBSITE DEVELOPMENT AND LIBRARY NEEDS	20,000
PALLIATIVE SUPPORTIVE CARE OF NANTU 57 PROSPECT STREET NANTUCKET OC	NONE	501(C)	SPECIALIZED HEALTH CARE PROGRAM FOR PERSONS WITH LIFE THREATENING ILLNESS AND THEIR FAMILIES	10,000
THE BRIDGE SCHOOL 545 EUCALYPTUS AVENUE HILLSBOROUGH, CA 94010	NONE	501(C)	FOR HELP FOR CHILDREN	20,000
CATTRAP INC PO BOX 3225 NANTUCKET, MA 02584	NQ	N/A	GRANT	6,000
THE RAPTOR TRUST 1390 WHITEBRIDGE ROAD MILLINGTON, NJ 07946	NONE	501(C)	GRANT	5,700
THEATRE WORKSHOP OF NANTUCKET INC PO BOX 1297 NANTUCKET, MA 02554	NONE	501(C)	THEATER	10,000
NANTUCKET COMMUNITY MUSIC CENTER PO BOX 1352 NANTUCKET, MA 02554	NONE	501(C)	FINANCIAL AID FOR PRIVATE MUSIC INSTRUCTION FOR STUDENTS	5,000
EGAN MARITIME INSTITUTE 4 WINTER STREET NANTUCKET, MA 02554	NONE	501(C)	MAKING RE-PRINTS AND A SHORT FILM OF "MARSHALL THE SEA DOG, A NANTUCKET SHIPWRECK STORY	8,000
WOODS HOLE OCEAN INSTITUTE FENNO HOUSE MS 40 WOODS HOLE, MA 02543	NONE	501(C)	TO ACQUIRE STATE-OF-THE-ART HYBRID CT/PET SCANNER	5,000
FOSTER PARROTS LTD 37 WOODVILLE ALTON ROAD HOPKINTON, RI 02832	NONE	N/A	DEVELOPMENT OF THE PERMANENT CARE SANCTUARY FACILITY	20,000
MARIA MITCHELL ASSOCIATION 4 VESTAL STREET NANTUCKET, MA 02554	NONE	501(C)	RESTORATION CARPENTRY, PAINTING AND GLAZING OF PORCH, DOORS, TRANSOM, SIDELIGHTS AND WINDOWS	5,000
<b>Total . . . . .</b>			<b>► 3a</b>	<b>149,700</b>

## TY 2012 Accounting Fees Schedule

**Name:** MS WORTHINGTON FOUNDATION

**EIN:** 05-0632497

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	8,400	6,000	2,400	0

## TY 2012 Investments Corporate Bonds Schedule

**Name:** MS WORTHINGTON FOUNDATION

**EIN:** 05-0632497

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	167,533	172,662

## TY 2012 Investments Corporate Stock Schedule

**Name:** MS WORTHINGTON FOUNDATION

**EIN:** 05-0632497

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	1,676,293	1,625,765

## TY 2012 Investments Government Obligations Schedule

**Name:** MS WORTHINGTON FOUNDATION

**EIN:** 05-0632497

**Software ID:** 12000229

**Software Version:** 2012v2.0

### **US Government Securities - End of**

**Year Book Value:** 612,458

### **US Government Securities - End of**

**Year Fair Market Value:** 613,721

### **State & Local Government**

### **Securities - End of Year Book**

**Value:** 19,701

### **State & Local Government**

### **Securities - End of Year Fair**

**Market Value:** 21,188

## TY 2012 Other Assets Schedule

**Name:** MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 12000229**Software Version:** 2012v2.0

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		16,628	

## TY 2012 Other Expenses Schedule

**Name:** MS WORTHINGTON FOUNDATION

**EIN:** 05-0632497

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORPORATION FILING FEES	383			383

## TY 2012 Other Increases Schedule

**Name:** MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Amount
BOOK/TAX TIMING DIFFERENCES	45,000

## TY 2012 Other Professional Fees Schedule

**Name:** MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	12,425	12,425	0	0

## TY 2012 Taxes Schedule

**Name:** MS WORTHINGTON FOUNDATION**EIN:** 05-0632497**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME	621	621		
FEDERAL INCOME TAXES	241	241		