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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

2012

Open to Public Inspection

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

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)
PO Box 4311

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
Traverse City, MI 49685

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,399,689

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 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	3	3		
	4	Dividends and interest from securities	194,262	194,262		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	30,695			
	b	Gross sales price for all assets on line 6a 1,131,983				
	7	Capital gain net income (from Part IV, line 2)		30,695		
	8	Net short-term capital gain			3,638	
	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	224,960	224,960	3,638	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	18,077	9,038		9,039
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	17,473	8,737		8,736
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	223			
	19	Depreciation (attach schedule) and depletion	0			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	190	95		95
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,963	17,870		17,870
	25	Contributions, gifts, grants paid	223,614			223,614
	26	**Total expenses and disbursements.** Add lines 24 and 25	259,577	17,870		241,484
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-34,617			
	b	**Net investment income** (if negative, enter -0-)		207,090		
	c	**Adjusted net income** (if negative, enter -0-)			3,638	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	46,610	65,805	65,805
	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)	1,073,375	850,541	939,496
	b Investments—corporate stock (attach schedule)	2,225,024	2,822,558	2,955,949
	c Investments—corporate bonds (attach schedule)	779,892	388,297	438,439
	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)	4,124,901	4,127,201	4,399,689
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,124,901	4,127,201	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	4,124,901	4,127,201	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,124,901	4,127,201	

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	4,124,901
2	Enter amount from Part I, line 27a	2	-34,617
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	4,090,284
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	4,090,284

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	30,695
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 instructions) If (loss), enter -0- in Part I, line 8	3	3,638

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	233,187	4,259,037	0 054751
2010	225,607	3,105,206	0 072654
2009			
2008			
2007			

2	**Total** of line 1, column (d).	2	0 127406
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 063703
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,478,689
5	Multiply line 4 by line 3.	5	285,306
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,071
7	Add lines 5 and 6.	7	287,377
8	Enter qualifying distributions from Part XII, line 4.	8	241,484

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 ▶ ☐ 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	4,142
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	4,142
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	4,142
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 **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	4,142
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 2013 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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 instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www worthington-family-foundation org

14 The books are in care of ▶Douglas R Worthington Telephone no ▶(248) 267-3222

Located at ▶PO Box 4311 Traverse City MI ZIP +4 ▶49685

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 | |

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		No

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** ☑ **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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **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 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 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		
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 2012?	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 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 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 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 15 00	0	0	0
William R Worthington Jr PO Box 4311 Traverse City, MI 49685	Vice President 15 00	0	0	0
Nancy B Worthington PO Box 4311 Traverse City, MI 49685	Secretary 15 00	0	0	0
Douglas R Worthington PO Box 4311 Traverse City, MI 49685	Treasurer 15 00	0	0	0

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				

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 instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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 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 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	4,463,756
b	Average of monthly cash balances	1b	83,136
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,546,892
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,546,892
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,203
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,478,689
6	**Minimum investment return.** Enter 5% of line 5	6	223,934

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	223,934
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,142		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,142
3	Distributable amount before adjustments Subtract line 2c from line 1			3	219,792
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	219,792
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	219,792

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	241,484
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	241,484
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)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,484

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
1 Distributable amount for 2012 from Part XI, line 7					219,792
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	72,770				
e From 2011.	22,988				
f **Total** of lines 3a through e.		95,758			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 241,484					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					219,792
e Remaining amount distributed out of corpus		21,692			
5 Excess distributions carryover applied to 2012 *(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		117,450			
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 instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		117,450			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	72,770				
d Excess from 2011. . . .	22,988				
e Excess from 2012. . . .	21,692				

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. . . . . . . ▶

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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(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 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))

NONE

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

NONE

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

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 web site at worthington-family-foundation org

c Any submission deadlines

Between Feb 1 and May 15

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 fullfill 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*				
CHELSEA CENTER FOR THE ARTS 400 CONGDON STREET Chelsea, MI 48118		PUBLIC CHA	GENERAL PURPOSES	28,435
MSU OPERA CENTER MICHIGAN STATE UNIVERSITY East Lansing, MI 48824		PUBLIC CHA	GENERAL PURPOSES	45,000
AU SABLE INSTITUTE OF ENVIRONM 7526 SUSET TRAIL NE Mancelona, MI 49659		PUBLIC CHA	GENERAL PURPOSES	20,179
Total . . . . ▶ **3a**				93,614
b *Approved for future payment*				
LANSING SYMPHONY ORCHESTRA 501 S CAPITOL AVE Lansing, MI 48933		PUBLIC CHA	GENERAL PURPOSES	60,000
OLD TOWN PLAYHOUSE 148 E EIGHTH STREET Traverse City, MI 49684		PUBLIC CHA	GENERAL PURPOSES	70,000
Total . . . . ▶ **3b**				130,000

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 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		
4 Dividends and interest from securities. . . .			14		
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		
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). .					

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

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes) (See 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

******	2013-09-18	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Paul F Swope	Paul F Swope	2013-09-18		P00449919

Firm's name ▶	P F Swope EA	Firm's EIN ▶ 20-1640037
Firm's address ▶	501 N Main St Chelsea, MI 48118	Phone no (734)475-1501

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)
AOL	P	2001-01-16	2012-08-07
GLW	P	2001-07-09	2012-09-14
DUK	P	2001-03-27	2012-07-06
ESRX	P	2003-08-19	2012-04-04
XOM	P	2001-03-27	2012-09-14
AMERENENERGY GENERATING COB	P	2010-09-23	2012-12-18
BARKLAYS BK PLCFGN	P	2011-01-31	2012-07-27
COLLIER COUNTY FLA SCH BRD	P	2008-10-17	2012-02-24
CCSCL	P	2010-06-16	2012-07-23
MORGAN STANLEY D W DISC	P	2010-06-01	2012-11-30
PALM BEACH CNTY FLA SCH BRD	P	2009-02-27	2012-05-16
PIMCO FDS PAC INVT	P	2012-04-02	2012-09-14
PIMCO FDS PAC INVT	P	2012-09-04	2012-09-18
ARTIO GLOBAL INVT FDS	P	2011-11-29	2012-03-05
JPMORGAN MID CAP VALUE	P	2011-10-26	2012-01-18
PIMCO FDS PAC INVT	P	2012-08-01	2012-09-14
PIONEER SER TR III	P	2011-12-28	2012-07-26
ARTIO GLOBAL INVT FDS	P	2010-06-15	2012-03-16
ARTIO GLOBAL INVT FDS	P	2010-06-15	2012-11-12
ARTIO GLOBAL INVT FDS INTL EQUITY F	P	2011-02-28	2012-03-05
BANK OF NEW YORK CO INC	P	2007-03-30	2012-04-16
BRPWARD CNTY FL HFA MFHR	P	1997-08-30	2012-04-23
DUVAL CNTY FLA HSG FIN	P	1997-09-08	2012-10-09
GENERAL ELEC CAP CORP	P	2008-12-05	2012-03-16
GENERAL ELEC CAP CORP	P	2009-02-06	2012-03-16
GRADY COUNTY OK INDL AUTH LEASE REV	P	2001-07-17	2012-05-01
HILLSBOROUGH CNTY FLA	P	2003-08-29	2012-10-01
HOUSTON MISS LEASED HSG CORP MTG RE	P	2001-11-13	2012-01-03
MUNDER SER TR MIDCAP	P	2010-03-24	2012-01-18
MUNDER SER TR MIDCAP	P	2010-03-30	2012-01-18

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)
OPPENHEIMER DEV MKTS	P	2010-03-26	2012-12-28
PIMCO FDS PAC INVT MGMT SER TOTAL R	P	2010-06-15	2012-02-02
PIMCO FDS PAC INVT MGMT SER TOTAL R	P	2010-10-21	2012-03-16
PIMCO FDS PAC INVT MGMT SER TOTAL R	P	2011-09-01	2012-09-14
PIONEER SER TR III FUNDAMENTAL VALU	P	2010-03-24	2012-07-26
PIONEER SER TR III FUNDAMENTAL VALU	P	2010-12-23	2012-07-26
PRUDENTIAL FINANCIAL INC INTERNOTES	P	2007-11-21	2012-09-17
PRUDENTIAL FINANCIAL INC INTERNOTES	P	2007-09-17	2012-09-17
PRUDENTIAL FINANCIAL INC INTERNOTES	P	2008-02-04	2012-08-15
PIMCO FDS PAC INVT MGMT SER LOW DUR	P	2012-08-17	2012-09-14
PIMCO FDS PAC INVT MGMT SER LOW DUR	P	2012-09-04	2012-09-14

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)
180			180
1,934			1,934
21			21
27			27
1,369			1,369
47,770		50,568	-2,798
40,000		40,000	
46,299		38,483	7,816
50,000		49,485	515
49,995		50,005	-10
37,358		33,239	4,119
2,716		2,622	94
60,128		58,365	1,763
775		680	95
22,000		20,974	1,026
4,458		4,218	240
1,000		946	54
10,000		10,000	
2,000		1,937	63
39,111		46,000	-6,889
100,000		100,000	
20,000		20,000	
45,000		45,000	
11,891		9,779	2,112
35,672		27,270	8,402
40,000		40,000	
80,000		80,000	
35,000		35,000	
6,095		5,000	1,095
15,905		13,059	2,846

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)
23,000		19,289	3,711
7,000		6,975	25
40,000		41,163	-1,163
52,826		51,554	1,272
46,412		44,000	2,412
649		651	-2
30,000		30,000	
50,000		50,000	
40,000		40,000	
35,366		35,000	366
26		26	

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	

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	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Worthington Family Foundation

EIN: 26-4445573

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
iPads and software	2012-06-01	2,065	0	EXP	5	0	0	0	
iPad	2012-08-11	685	0	EXP	5	0	0	0	

TY 2012 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
AMERENERGY GENERATING	0	0
MORGAN STANLEY	0	0
BANK OF AMERICA	50,000	51,197
DUKE CAPITAL CORP	100,000	132,075
PRUDENTIAL FINANCIAL	0	0
GTE CALIF	41,027	5,275
GENERAL ELECTRIC	50,005	50,122
GTE NORTH INC	9,136	9,634
GENERAL ELEC CAP	39,586	58,502
BANK OF NY	0	0
PRUDENTIAL FINCL INC	0	0
PROGRESSIVE CORP	26,465	39,012
PRUDENTIAL FINANCIAL	0	0
WACHOVIA BANK	41,460	61,373
BANK OF AMERICA	25,000	26,551
BARCLAYS BK PLC	0	0
EXPRESS SCRIPTS	5,618	4,698

TY 2012 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	50,000	52,380
ENTERGY LOUISIANA LLC	49,712	53,340
JP MORGAN CHASE CAP XXIX	24,765	25,550
AOL INC	0	0
BANK OF NY MELLON CP NEW	32,958	19,152
BOEING	6,838	7,536
CHEVRON CORPORATION	110,859	148,129
CISCO SYSTEMS INC	4,519	1,964
COMCAST CORP NEW	2,484	3,811
CORNING INC	0	0
DU PONT E I DE MOUR	27,412	29,641
DUKE ENERGY CORP	52,101	73,551
EMERSON ELECTRIC	34,891	29,467
EQUIFAX INC	6,464	10,895
EXXON MOBIL CORPORATION	393,718	458,981
FIDELITY NATL INFO SVCS	2,690	3,481
FRONTIER COMMUNICATIONS	643	882
GENERAL ELECTRIC	32,458	18,360
HAWAIIAN ELEC INDUSTRIES	26,893	22,721
INTEL CORP	5,622	4,124
JOHNSON AND JOHNSON	86,792	79,901
JP MORGAN CHASE AND CO	25,684	25,409
LILLY ELI AND COMPANY	10,056	7,681
LOCKHEED MARTIN	3,132	9,229
LSI CORP	400	226
MEDCO HEALTH SOLUTIONS	0	0
MERCK AND CO INC NEW	33,399	19,640
SPECTRA ENERGY CORP	14,850	34,663
ST JOE COMPANY	14,738	9,232
TIME WARNER INC NEW	3,018	3,157

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS	44,806	42,506
JANUS INVT FD SMALL CAP VALUEF	79,786	70,962
ARTIO GLOBAL INVT FDS TOTAL RE	0	0
MUNDER SER TR MIDCAP CORE GROW	70,949	77,235
OPPENHEIMER DEV MKTS	23,528	23,375
PIMCO FDS MGMT SER TOTAL RETUR	0	0
PIONEER SER TR III CULLEN VALU	0	0
ROWE T PRICE EQUITY INCOME FD	84,073	94,775
ATT INC NEW	834	1,079
ALCATEL LUCENT ADR	333	163
DOUBLELINE FDS TOTAL RETURN BD	166,307	169,151
JENSEN PORTFOLIO INC	47,924	50,024
ARTIO GLOBAL INVT FDS INTL EQU	107,533	107,963
MFS SER TR I VALUE FD	70,557	80,200
JP MORGAN MIDCAP VLAUE FD	92,756	109,970
PIMCO FDS MGMT SER COMMODITY R	60,087	43,686
ROWE T PRICE BLUE CHIP GROWTH	70,301	81,259
THORNBURG INTL VALUE FD	48,557	43,917
WELLS FARGO FDS TE ADVANTAGE G	52,661	59,837
WELLS FARGO FDS TRUST EMERGING	52,283	46,008
PNC FINL SVCS GROUP INC	18,000	17,964
COHEN AND STEERS PFD SECS	50,183	49,886
DODGE AND COX FDS INTL STK	40,913	43,276
LOOMIS SAYLES FDS II INVT GRAD	129,858	133,429
MANAGED AMG FUNDS YACKTON FOCU	58,456	60,585
MATTHEWS INTL FD ASIAN GROWTH	23,000	23,187
PIMCO FDS PAC INVT DIVERSIFIED	143,061	143,978
TRANSAMERICA FUNDS TACTICAL IN	228,716	228,431

TY 2012 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:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2012 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 St	13,444	6,722	0	6,722
Christopher Tholen	4,073	2,036	0	2,037
2011 2010 Tax Audit	560	280	0	280

TY 2012 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	132	66	0	66
PO BOX RENTAL	58	29	0	29

TY 2012 Other Professional Fees Schedule

Name: Worthington Family Foundation

EIN: 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Well Fargo Investment Mgmt Fee	17,473	8,737	0	8,736
Charles Schwabb	0	0	0	0

TY 2012 Taxes Schedule

Name: Worthington Family Foundation

EIN: 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	223	0	0	0
Nondeductible Expenses	0	0	0	0