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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

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 or province, country, and ZIP or foreign postal 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)* ▶$ 4,560,519

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				
	4	Dividends and interest from securities.	122,360	122,092		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	411,550			
	b	Gross sales price for all assets on line 6a 1,507,208				
	7	Capital gain net income (from Part IV, line 2) . . .		411,550		
	8	Net short-term capital gain			420	
	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	533,910	533,642	420	
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)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	19,583	9,792		9,791
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion . . .	0			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	120	60		60
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,703	9,852		9,851
	25	Contributions, gifts, grants paid	188,000			188,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	207,703	9,852		197,851
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	326,207			
	b	**Net investment income** (if negative, enter -0-)		523,790		
	c	**Adjusted net income** (if negative, enter -0-) . . .			420	

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	65,805	7,947	7,947
	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 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)	850,541	829,776	890,191
	b	Investments—corporate stock (attach schedule)	2,822,558	2,954,084	3,284,224
	c	Investments—corporate bonds (attach schedule)	388,384	356,485	378,157
	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)	4,127,288	4,148,292	4,560,519
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	4,127,288	4,148,292	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,127,288	4,148,292	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,127,288	4,148,292	

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	4,127,288
2	Enter amount from Part I, line 27a	2	326,207
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	4,453,495
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	4,453,495

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	411,550
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	420

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))
2012	241,484	4,478,689	0 053918
2011	233,187	4,259,037	0 054751
2010	225,607	3,105,206	0 072654
2009			
2008			

2	**Total** of line 1, column (d).	2	0 181324
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 060441
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,917,426
5	Multiply line 4 by line 3.	5	297,214
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,238
7	Add lines 5 and 6.	7	302,452
8	Enter qualifying distributions from Part XII, line 4.	8	197,851

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	10,476
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	10,476
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	10,476
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a 3,300		
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	3,300
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	7,176
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 2014 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 2013 or the taxable year beginning in 2013 (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 |

			Yes	No
16	At any time during calendar year 2013, 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 2013?	1c		
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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 2013?	4b		

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**

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
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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	4,872,359
b	Average of monthly cash balances	1b	119,952
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,992,311
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	4,992,311
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,885
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,917,426
6	**Minimum investment return.** Enter 5% of line 5	6	245,871

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	245,871
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,476		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,476
3	Distributable amount before adjustments Subtract line 2c from line 1			3	235,395
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	235,395
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	235,395

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	197,851
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	197,851
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	197,851

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					235,395
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.	72,770				
d From 2011.	22,988				
e From 2012.	21,692				
f **Total** of lines 3a through e.		117,450			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 197,851					
a Applied to 2012, 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 2013 distributable amount.					197,851
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		37,544			37,544
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		79,906			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		79,906			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .	35,226				
c Excess from 2011. . . .	22,988				
d Excess from 2012. . . .	21,692				
e Excess from 2013. . . .					

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 2013, 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) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(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 address 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*				
See Additional Data Table				
Total . . . . ▶ **3a**				188,000
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 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

******	2014-08-15	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Paul F Swope		2014-08-15		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)
ARTIO GLOBAL INVT FDS ABERDEEN TOTA	P	2012-12-28	2013-05-10
JANUS INVT FD SMALL CAO VALUE FD CL	P	2012-12-21	2013-02-20
PIMCO FDS PAC INVT MGMT SER COMMODI	P	2013-09-20	2013-10-15
THORNBURG INTL VLUE INTER VALUE FUN	P	2013-06-25	2013-09-10
ARTIO GLOBAL INVT FDS ABERDEEN TOTA	P	2012-04-30	2013-05-10
PIMCO FDS PAC INVT	P	2012-09-21	2013-10-15
PIMCO FDS PAC INVT	P	2012-09-18	2013-11-11
THORNBURG INTL VALUE	P	2012-06-26	2013-09-10
TRANSAMERICA FUNDS	P	2012-03-16	2013-11-01
ARTIO GLOBAL INVT FDS ABERDEEN TOTA	P	2011-12-29	2013-05-10
GENERAL ELEC CAP CORP	P	2009-05-19	2013-02-15
JANUS INVT FD	P	2011-12-23	2013-02-20
PIMCO FDS PAC INVT	P	2011-12-30	2013-10-15
THORNBURG INTL VALUE FUND CLASS I	P	2011-12-27	2013-09-10
BANK OF NEW YORK MELLON	P	2013-11-06	2013-12-12
CHEVRON CORPORATION	P	2013-09-11	2013-12-12
DU PONT E I DE NEMOURS	P	2013-09-13	2013-12-12
DUKE ENERGY CORP	P	2013-09-17	2013-12-12
ELI LILLY AND CO	P	2013-09-11	2013-12-12
EXXON MOBIL	P	2013-09-11	2013-12-12
HAWAIIAN ELEC INDS INC	P	2013-09-12	2013-12-12
ORACLE	P	2013-12-12	2013-12-13
VERIZON	P	2013-11-04	2013-12-12
BANK NEW YORK MELLON	P	2012-11-07	2013-12-12
CHEVRON	P	2012-12-11	2013-12-12
DU PONT E I NEMOURS	P	2012-09-13	2013-12-12
DUKE	P	2012-09-18	2013-12-12
ELI LILLY AND CO	P	2012-12-11	2013-12-12
EXXON MOBIL CORP	P	2012-12-11	2013-12-12
HAWAIIAN ELEC INDS INC	P	2012-09-13	2013-12-12

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)
VERIZON	P	2012-11-02	2013-12-12
ALCATEL LUCENT ADR	P	2001-06-04	2013-12-12
AT T	P	2002-11-09	2013-12-12
BANK NEW YORK MELLON	P	2010-11-10	2013-12-12
CHEVRON CORPORATION	P	2010-12-13	2013-12-12
CISCO SYSTEMS	P	2000-11-30	2013-12-12
DU PONT E I DE NEMOURS	P	2010-12-15	2013-12-12
DUKE ENERGY	P	2010-12-17	2013-12-12
ELI LILLY AND CO	P	2010-12-13	2013-12-12
EMERSON	P	2000-11-30	2013-12-12
EXXON MOBIL	P	2010-12-14	2013-12-12
FIDELITY NATIONAL INFORMATION SYSTE	P	2001-07-06	2013-12-12
FRONTIER COMMUNICATIONS	P	2010-05-04	2013-12-12
HAWAIIAN ELECTRIC INDS INC	P	2010-12-13	2013-12-12
JOHNSON AND JOHNSON	P	2001-03-27	2013-12-12
LOCKHEED MARTIN	P	2000-12-11	2013-12-12
LSI CORP	P	2002-05-31	2013-12-12
MERCK AND CO INC	P	2001-03-27	2013-12-12
SPECTRA ENERGY CORP	P	2001-04-25	2013-12-12
VERIZON	P	2010-11-02	2013-12-12
BANK OF NY MELLON CP NEW	P	2013-11-06	2013-12-12
CHEVRON	P	2013-09-11	2013-12-12
DU PONT E I DE NEMOUR	P	2013-12-16	2013-12-17
DUKE ENERGY	P	2013-09-17	2013-12-12
EMERSON ELECTRIC	P	2013-12-11	2013-12-12
EXXON MOBIL	P	2013-09-11	2013-12-12
GENERAL ELECTRIC	P	2013-10-28	2013-12-12
HAWAIIAN ELEC INDUSTRIES	P	2013-12-12	2013-12-12
JOHNSON AND JOHNSON	P	2013-12-11	2013-12-12
JP MORGAN CHASE	P	2013-11-01	2013-12-12

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)
ELY LILLY AND COMPANY	P	2013-12-11	2013-12-12
VERIZON	P	2013-11-04	2013-12-12
ALCATEL LUCENT ADR	P	2001-03-09	2013-12-19
ALCATEL LUCENT ADR	P	2001-04-02	2013-12-19
ALCATEL LUCENT ADR	P	2001-06-04	2013-12-19
EQUIFAX INC	P	2002-06-17	2013-12-12
EQUIFAX INC	P	2002-09-16	2013-12-12
EXXON	P	2001-04-25	2013-06-28
MERK AND CO	P	2005-01-04	2013-12-12
ST JOE COMPANY	P	2000-12-11	2013-06-28
METROPOLITAN TRANSN AUTH N Y R NY	P	2010-09-14	2013-05-08

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)
5,261		5,281	-20
4,153		3,894	259
3,702		4,050	-348
663		599	64
1,003		1,003	
864		1,000	-136
7,000		7,363	-363
471		391	80
80,000		80,063	-63
100,128		99,545	583
50,000		50,005	-5
72,102		75,892	-3,790
36,344		58,509	-22,165
46,993		48,012	-1,019
455		408	47
3,908		3,915	-7
1,338		1,141	197
3,585		3,533	52
210		227	-17
7,529		7,179	350
1,110		1,125	-15
9,872		9,983	-111
2,013		2,051	-38
1,035		727	308
12,096		10,304	1,792
2,259		1,836	423
6,391		5,694	697
710		580	130
23,945		20,858	3,087
1,820		1,849	-29

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)
4,555		3,701	854
527		333	194
1,083		834	249
23,537		32,231	-8,694
154,114		100,555	53,559
2,037		4,519	-2,482
36,932		25,295	11,637
71,446		45,535	25,911
6,969		9,476	-2,507
7,839		8,459	-620
96,320		60,801	35,519
5,013		2,690	2,323
921		643	278
20,630		24,767	-4,137
71,316		62,468	8,848
13,860		3,132	10,728
251		400	-149
8,433		12,511	-4,078
22,027		5,682	16,345
42,935		41,105	1,830
28		28	
14		14	
85		84	1
32		31	1
52		51	1
51		47	4
4		4	
15		15	
40		40	
23		21	2

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)
31		32	-1
20		21	-1
20		43	-23
		29	-29
		25	-25
9		4	5
11		4	7
362,552		83,889	278,663
35		23	12
8,486		8,000	486
57,995		51,099	6,896

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	

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 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*				
AuSable Institute of Environmental 7526 Sunset Trl NE Mancelona, MI 49659			GENERAL PURPOSE	21,000
Baranabus Inc 19 Old Mill Dr Holland, MI 49423			GENERAL PURPOSES	15,000
CAMP WESTMINSTER 116 Westminster Dr Roscommon, MI 48653			GENERAL PURPOSES	25,000
Friends of the Chelsea Public Libra 221 S Main St Chelsea, MI 48118			GENERAL PURPOSES	12,500
Michigan Opera Theater 1526 Broadway St Detroit, MI 48226			GENERAL PURPOSES	25,000
Michigan Philharmonic PO Box 6379 Plymouth, MI 48170			GENERAL PURPOSES	10,000
Michigan Opera Theater 1526 Broadway St Detroit, MI 48226			GENERAL PURPOSES	20,000
Old Town Playhouse 148 E Eighth St Traverse City, MI 49684			GENERAL PURPOSES	20,000
SEEDS PO Box 2454 Traverse City, MI 49685			GENERAL PURPOSES	24,500
West Virginia Symphony Orchestra 1 Clay Square Charleston, WV 25301			GENERAL PURPOSES	13,000
Wharton Center for Performing Arts 750 East West Shaw Lane East Lansing, MI 48824			GENERAL PURPOSES	2,000
Total . . . . ► **3a**				188,000

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

TY 2013 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 2013 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
WACHOVIA BANK	41,514	55,442
BANK OF AMERICA	25,000	26,011
BANK OF AMERICA	50,000	50,121
DUKE CAPITAL CORP	100,000	119,457
EXPRESS SCRIPTS	0	0
GTE CALIF	41,148	46,174
GENERAL ELECTRIC	0	0
GTE NORTH INC	9,136	8,770
GENERAL ELEC CAP	39,716	56,025
COGNIZANT TECHNOLOGY SOLUTIONS	14,933	16,157
PROGRESSIVE CORP	35,038	0

TY 2013 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	41,280
ENTERGY LOUISIANA LLC	49,712	48,180
JP MORGAN CHASE CAP XXIX	24,765	25,320
PNC FINL SVCS GROUP INC	18,000	14,479
BANK OF NY MELLON CP NEW	0	0
BOEING	8,828	15,696
CHEVRON CORPORATION	1,479	1,499
CISCO SYSTEMS INC	0	0
COMCAST CORP NEW	12,470	15,901
PUBLIC STORAGE	50,000	37,700
DU PONT E I DE MOUR	244	260
DUKE ENERGY CORP	0	0
EMERSON ELECTRIC	27,314	31,792
EQUIFAX INC	8,457	15,960
EXXON MOBIL CORPORATION	858	911
FIDELITY NATL INFO SVCS	0	0
FRONTIER COMMUNICATIONS	0	0
GENERAL ELECTRIC	39,111	31,618
HAWAIIAN ELEC INDUSTRIES	277	287
INTEL CORP	15,477	15,573
JOHNSON AND JOHNSON	27,271	36,453
JP MORGAN CHASE AND CO	26,283	34,679
LILLY ELI AND COMPANY	50	51
LOCKHEED MARTIN	0	0
LSI CORP	0	0
ABBVIE INC	14,975	15,156
MERCK AND CO INC NEW	20,865	15,265
SPECTRA ENERGY CORP	9,168	21,372
ST JOE COMPANY	0	0
TIME WARNER INC NEW	13,573	15,757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS	0	0
JANUS INVT FD SMALL CAP VALUEF	0	0
ACCENTURE PLC IRELAND	1,004	11,017
MUNDER SER TR MIDCAP CORE GROW	0	0
OPPENHEIMER DEV MKTS	0	0
AMERICAN TOWER CORP	15,373	15,964
APPLE	19,747	19,636
ROWE T PRICE EQUITY INCOME FD	0	0
ATT INC NEW	14,973	15,541
ALCATEL LUCENT ADR	0	0
DOUBLELINE FDS TOTAL RETURN BD	0	0
JENSEN PORTFOLIO INC	0	0
ARTIO GLOBAL INVT FDS INTL EQU	0	0
MFS SER TR I VALUE FD	0	0
JP MORGAN MIDCAP VLAUE FD	0	0
PIMCO FDS MGMT SER COMMODITY R	0	0
ROWE T PRICE BLUE CHIP GROWTH	0	0
THORNBURG INTL VALUE FD	0	0
WELLS FARGO FDS TE ADVANTAGE G	0	0
WELLS FARGO FDS TRUST EMERGING	0	0
PNC FINL SVCS GROUP INC	0	0
COHEN AND STEERS PFD SECS	0	0
COGNIZANT TECHNOLOGY SOLUTIONS	14,933	16,157
DODGE AND COX FDS INTL STK FD	54,488	67,631
DOUBLELINE FDS TR TOTAL RETURN	174,819	169,177
HARRIS ASSOC INVT TR OAKMARK I	51,430	53,061
JENSEN PORTFOLIO INC CLASS I S	50,685	66,347
KEELEY FUNDS INC SMALL CAP DIV	90,824	102,515
LOOMIS SAYLES FDS II INVT GRAD	139,487	135,242
MFS SER TR I VALUE FD CL I	74,191	108,956

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MATTHEWS INTL FD ASIAN GRWOTHE	23,727	24,307
MUNDER SER TR MIDCAP CORE GROW	72,806	103,275
WELLS FARGO FUNDS TR MEERGING	69,975	82,379
OPPENHEIMER DEV MKTS CL Y	23,758	25,403
JP MORGAN MID CAP VALUE	99,727	145,151
DODGE AND COX FDS INTL STK	0	0
LOOMIS SAYLES FDS II INVT GRAD	0	0
MANAGED AMG FUNDS YACKTON FOCU	0	0
MATTHEWS INTL FD ASIAN GROWTH	0	0
PIMCO FDS PAC INVT DIVERSIFIED	0	0
TRANSAMERICA FUNDS TACTICAL IN	0	0
APPLIED MATERIALS	10,018	10,608
BAXTER INTERNATIONAL INC	14,976	15,649
BED BATH AND BEYOND	15,039	15,659
BLACKSTONE GROUP LP	15,048	16,380
CME GROUP INC	14,979	14,750
COSTCO WHSL CORP NEW	14,956	15,116
CREE INC	10,050	11,254
CUMMINS INC	14,919	16,212
CVS CAREMARK CORP	19,991	21,113
DIAGEO PLC	19,912	21,320
EXPRESS SCRIPTS HLDG CO	19,579	20,791
F5 NETWORKS INC	9,990	10,994
GLOBAL CLEAN ENERGY	20,360	20,880
GENERAL MILLS	14,975	14,973
GILEAD SCIENCES INDS INC	19,961	21,253
JOHNSON CONTROLS	15,146	15,390
HSBC HOLDING PLC SPON ADR	19,972	20,729
IAC INTERACTIVECORP	10,014	11,671
LAZARD LTD	14,978	16,089

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANITOWAC COMPANY INC	14,982	16,720
MICROSOFT	9,971	9,951
MODELEZ INTL INC	9,980	10,378
NEXTERA ENERGY INC	14,961	15,412
MORFOLK SOUTHERN CORP	19,978	21,072
ONEOK INC NEW	14,991	15,980
PACKAGING CORP OF AMERICA	14,953	15,377
PETSMART INC	14,995	14,914
PRUDENTIAL FINANCIAL	14,945	15,493
QUALCOMM INC	19,992	20,419
SIMON PROPERTY GROUP REIT INC	14,858	15,216
SOLARCITY CORP	15,021	15,910
SPLUNK INC	19,950	20,120
ST JUDE MEDICAL INC	15,016	16,107
STARBUCKS	19,969	20,381
STATE STR CORP	19,968	20,843
TARGET	15,000	15,058
TESLA MOTORS	9,690	9,778
TJX COS INC NEW	14,953	15,423
UNILEVER PLC SPONS ADR	14,745	15,450
UNITED POSTAL SERVICES	15,192	15,762
UNITED TECHNOLOGIES CORP	19,962	21,053
UNITEDHEALTH GROUP	20,015	21,009
V F CORPORATION	15,103	16,208
VMWARE INC CLASS A	10,011	10,406
WYNN RESORTS LTD	9,918	10,682
3M CO	19,957	22,160
PIMCO FDS PAC INVT MGMT SER DI	143,353	135,636
PRIMECAP ODYSSEY FDS AGGRESSIV	25,428	26,231
ROWE T PRICE EQUITY INCOME FD	89,108	122,971

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE BLUE CHIP GROWTH	70,301	115,041
TEMPLETON INCOME TR GLOBAL BD	51,806	50,426
TRANSAMERICA FUNDS TACTICAL IN	267,708	266,397
WELLS FARGO ADVANTAGE GROWTH F	55,196	79,847
MANAGER AMG FUNDS YACKTMAN FOC	126,121	142,614

TY 2013 Investments Government Obligations Schedule

Name:	Worthington Family Foundation
EIN:	26-4445573
US Government Securities - End of Year Book Value:	25,313
US Government Securities - End of Year Fair Market Value:	24,449
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2013 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	120	60	0	60

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TY 2013 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	18,975	9,488	0	9,487
Well Fargo advisory fees	608	304	0	304