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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.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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		B Telephone number (see instructions) (734) 662-2522	
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 <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 4,789,511		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17	17		
	4 Dividends and interest from securities.	155,711	124,802		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	198,976			
	b Gross sales price for all assets on line 6a 1,673,659				
	7 Capital gain net income (from Part IV, line 2) . . .		198,976		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	32			
	12 Total. Add lines 1 through 11	354,736	323,795		
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)	31,024	18,731		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	302			
	19 Depreciation (attach schedule) and depletion	69			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	31,395	18,731		0
	25 Contributions, gifts, grants paid	290,000			290,000
	26 Total expenses and disbursements. Add lines 24 and 25	321,395	18,731		290,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	33,341			
	b Net investment income (if negative, enter -0-)		305,064		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	7,947	15,098	15,098
	2	Savings and temporary cash investments		198,877	198,877
	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)	829,776	795,228	866,650
	b	Investments—corporate stock (attach schedule)	2,954,084	3,025,658	3,334,925
	c	Investments—corporate bonds (attach schedule).	356,485	283,565	373,961
	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 ▶ _____ 1,657 Less accumulated depreciation (attach schedule) ▶ 69		1,588	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,148,292	4,320,014	4,789,511	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,148,292	4,320,014	
	30	Total net assets or fund balances (see instructions)	4,148,292	4,320,014	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	4,148,292	4,320,014	

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 4,148,292
2	Enter amount from Part I, line 27a	2 33,341
3	Other increases not included in line 2 (itemize) ▶ _____	3 138,381
4	Add lines 1, 2, and 3	4 4,320,014
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 4,320,014

Part IV

Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	198,976
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	6,998

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 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))
2013	197,851	4,917,426	0 040235
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			

2	Total of line 1, column (d).	2	0 221558
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 055390
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	4,747,918
5	Multiply line 4 by line 3.	5	262,987
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,051
7	Add lines 5 and 6.	7	266,038
8	Enter qualifying distributions from Part XII, line 4.	8	290,000

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,051
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3		Add lines 1 and 2.		3	3,051
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,051
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	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	3,300	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	6,600
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,549
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" type="checkbox"/> 3,549 Refunded <input type="checkbox"/>		11	

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		1b		No
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 <input checked="" type="checkbox"/> \$ (2) On foundation managers <input checked="" type="checkbox"/> \$				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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? <i>If "Yes," attach the statement required by General Instruction T.</i>		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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation.</i>		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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>		9		No
10		Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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 ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2014, 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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>				
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2014 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	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 2014?	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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

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?

YesNo

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	PRESIDENT	0	0	0
PO BOX 4311 TRAVERSE CITY,MI 49685	15 00			
WILLIAM R WORTHINGTON JR	VICE PRESIDE	0	0	0
PO BOX 4311 TRAVERSE CITY,MI 49685	15 00			
NANCY B WORTHINGTON	SECRETARY	0	0	0
PO BOX 4311 TRAVERSE CITY,MI 49685	15 00			
DOUGLAS R WORTHINGTON	TREASURER	0	0	0
PO BOX 4311 TRAVERSE CITY,MI 49685	15 00			

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.

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Part VIII

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

NONE

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

Part IX-A

1

2

3

4

Part IX-B

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A

2

All other program-related investments See 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	4,618,336
b	Average of monthly cash balances.	1b	201,885
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,820,221
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	
3	Subtract line 2 from line 1d.	3	4,820,221
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	72,303
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,747,918
6	Minimum investment return. Enter 5% of line 5.	6	237,396

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	237,396
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	3,051
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,051
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	234,345
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	234,345
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	234,345

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	290,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	290,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,051
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	286,949

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				234,345
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.	35,226			
c From 2011.	22,988			
d From 2012.	21,692			
e From 2013.				
f Total of lines 3a through e.	79,906			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 290,000				
a Applied to 2013, 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 2014 distributable amount.				234,345
e Remaining amount distributed out of corpus	55,655			
5 Excess distributions carryover applied to 2014 (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	135,561			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	135,561			
10 Analysis of line 9				
a Excess from 2010. . . .	35,226			
b Excess from 2011. . . .	22,988			
c Excess from 2012. . . .	21,692			
d Excess from 2013. . . .				
e Excess from 2014. . . .	55,655			

Part XIVPrivate 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 2014, 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail 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. THE REQUESTS SHOULD BE MADE ON THE ORGANIZATION WEBSITE AT WORTHINGTON-FAMILY-FOUNDATION.ORG

c

Any submission deadlines

BETWEEN FEBRUARY 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 FOR THE CONTINUANCE AND DEVELOPMENT OF PROGRAMS, EXTEND ASSISTANCE IN THE COORDINATION OF THE WORK OF THE INSTITUTION, AND TO AID IN THE PLANNING AND DEVELOPMENT OF A GENERAL SOCIAL WELFARE PROGRAM WHICH SHALL BEST FULFILL THE HEALTH, WELFARE, CHARACTER BUILDING, AND RECREATIONAL NEEDS OF THE INSTITUTION. DETAILED GUIDELINES ARE FOUND IN THE PROPOSAL REQUEST DOCUMENT

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	290,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

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)
158SHS-3M CO	P	2013-12-12	2014-04-08
127SHS-COSTCO WHSL CORP NEW	P	2013-12-16	2014-06-24
300SHS-GENERAL MILLS INC	P	2013-12-12	2014-03-19
983SHS-MASCO CORP	P	2014-03-25	2014-06-24
115SHS-STARBUCKS, INC	P	2013-12-12	2014-01-14
242SHS-TJX COS INC NEW	P	2013-12-12	2014-05-23
287SHS-ABBVIE INC	P	2013-12-12	2014-03-19
180SHS-CREE INC	P	2013-12-13	2014-10-10
143SHS-GILEAD SCIENCES INC	P	2013-12-12	2014-02-26
394 683SHS-MFS SER TR I VALUE FD	P	2011-10-26	2014-09-03

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)
21,097		19,957	1,140
14,787		14,956	-169
15,195		14,975	220
21,462		21,945	-483
8,662		8,833	-171
13,428		14,953	-1,525
15,216		14,975	241
5,561		10,050	-4,489
12,013		10,086	1,927
13,806		8,813	4,993

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	
			1,140
			-169
			220
			-483
			-171
			-1,525
			241
			-4,489
			1,927
			4,993

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)
284SHS-STATE STR CORP	P	2013-12-12	2014-06-24
1893 939SHS-TRANSAMERICA FUNDS TACTI	P	2012-03-16	2014-09-03
134SHS-ACCENTURE PLC IRELAND SHARES	P	2013-12-12	2014-04-08
115SHS-CUMMINS, INC	P	2013-12-12	2014-04-08
11SHS-HAWAIIAN ELEC INDS INC	P	2013-12-12	2014-02-13
294SHS-MONDELEZ INTL INC	P	2013-12-12	2014-03-20
169 033SHS-T ROWE PRICE EQUITY INC F	P	2014-06-27	2014-06-30
374SHS-VANGUARD FTSE	P	2014-01-15	2014-10-09
40000SHS-AMER MUN PWR-OH INC PRAIRIE	P	2009-03-27	2014-04-30
135SHS-CVS CAREMARK CORP	P	2013-12-12	2014-01-14

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)
19,375		19,968	-593
20,000		19,220	780
10,487		10,004	483
16,494		14,919	1,575
291		277	14
10,008		9,980	28
5,830		5,415	415
19,673		22,046	-2,373
40,000		40,000	
9,230		9,148	82

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	
			-593
			780
			483
			1,575
			14
			28
			415
			-2,373
			82

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)
170SHS-IAC/INTERACTIVE CORP	P	2013-12-12	2014-01-03
295 632SHS-MUNDER SER TR MID CAP COR	P	2011-03-02	2014-09-03
516 494SHS-T ROWE PRICE BLUE CHIP GR	P	2011-09-16	2014-09-03
76SHS-VF CORPORATION	P	2013-12-12	2014-01-14
2062 136SHS-AMG FUNDS YACKTMAN FOC F	P	2012-07-26	2014-09-03
161SHS-DIAGEO PLC	P	2013-12-12	2014-10-03
76 358SHS-JENSEN PORTFOLIO INC CLASS	P	2014-06-26	2014-07-29
301SHS-NASDAQ QMX GROUP	P	2014-04-29	2014-06-24
2593 274SHS-T ROWE PRICE EQUITY INC	P	2011-12-14	2014-06-30
78SHS-VISA INC CLASS A	P	2014-03-26	2014-06-24

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)
11,530		10,014	1,516
13,806		7,696	6,110
35,612		20,092	15,520
4,588		4,415	173
55,224		40,600	14,624
18,953		19,912	-959
2,921		2,834	87
11,476		10,988	488
89,442		60,094	29,348
16,387		17,004	-617

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	
			1,516
			6,110
			15,520
			173
			14,624
			-959
			87
			488
			29,348
			-617

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)
50000SHS-BANK OF AMERICA CORP B/E 5	P	2010-05-21	2014-05-28
580 694SHS-DODGE & COX FDS INTL STK	P	2012-03-05	2014-09-03
1656 128SHS-JENSEN PORTFOLIO INC CLA	P	2011-12-27	2014-07-29
50000SHS-OHIO CNTY WVA CNTY COMMN S	P	2010-04-12	2014-04-22
1021 547SHS-T ROWE PRICE EQUITY INC	P	2013-06-27	2014-06-30
116SHS-VMWARE INC, CLASS A	P	2013-12-12	2014-04-24
1867SHS-BARCLAYS PLC ADR	P	2014-05-05	2014-05-12
8264 463SHS-DOUBLELINE FDS TR TOT RE	P	2011-05-02	2014-01-15
34 744SHS-JENSEN PORTFOLIO INC CLASS	P	2013-06-17	2014-07-29
64SHS-ONE GAS INC	P	2013-12-12	2014-02-13

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)
50,000		50,000	
27,612		18,995	8,617
63,347		47,214	16,133
52,000		49,997	2,003
35,233		24,913	10,320
11,154		10,011	1,143
32,284		32,083	201
90,000		91,003	-1,003
1,329		1,058	271
2,083		1,893	190

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	
			8,617
			16,133
			2,003
			10,320
			1,143
			201
			-1,003
			271
			190

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)
183SHS-T ROWE PRICE GROUP INC	P	2014-03-26	2014-06-24
50SHS-WASHINGTON PRIME GROUP	P	2013-12-12	2014-06-24
195SHS-BED BATH AND BEYOND	P	2013-12-12	2014-01-09
4SHS-DU PONT E I DE NEMOURS	P	2013-12-16	2014-02-13
35 0015SHS-JP MORGAN CHASE	P	2013-05-01	2014-05-05
0 25SHS-ONE GAS INC	P	2013-12-12	2014-01-31
369 046SHS-T ROWE PRICE VALUE FD	P	2014-06-30	2014-09-03
125 395SHS-WELLS FARGO ADVANTAGE GRO	P	2011-10-26	2014-09-03
520SHS-BLACKSTONE GROUP LP	P	2013-12-12	2014-03-26
1SHS-ELI LILLY & CO	P	2013-12-11	2014-02-13

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)
15,290		14,963	327
960		889	71
13,515		15,039	-1,524
256		244	12
1,896		1,444	452
8		7	1
13,806		13,610	196
6,903		4,620	2,283
17,156		15,005	2,151
53		50	3

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	
			327
			71
			-1,524
			12
			452
			1
			196
			2,283
			2,151
			3

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)
550 1389SHS-JP MORGAN CHASE	P	2010-11-02	2014-05-05
205SHS-PETSMART INC	P	2013-12-12	2014-01-09
238SHS-TARGET CORP	P	2013-12-12	2014-01-14
55SHS-WYNN RESORTS LTD	P	2013-12-12	2014-09-02
585SHS-BLUCORA INC	P	2014-04-24	2014-06-24
253SHS-EMERSON ELECTRIC CO	P	2000-12-30	2014-12-09
7 8596SHS-JP MORGAN CHASE & CO	P	2013-11-01	2014-05-05
629 765SHS-PIMCO FDS PAC INVT	P	2014-03-03	2014-03-19
3726 567SHS-TEMPLETON INC TR GLOBAL	P	2013-02-19	2014-03-19
222SHS-XILINX INC	P	2014-01-03	2014-06-24

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)
29,800		24,415	5,385
14,053		14,995	-942
14,629		15,000	-371
10,080		9,918	162
10,921		11,116	-195
15,864		18,137	-2,273
426		425	1
7,299		7,356	-57
47,812		50,159	-2,347
10,538		10,101	437

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	
			5,385
			-942
			-371
			162
			-195
			-2,273
			1
			-57
			-2,347
			437

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)
100SHS-BOEING CO	P	2000-12-11	2014-07-25
30SHS-EQUIFAX INC	P	2013-12-12	2014-12-09
358 225SHS-JP MORGAN MID CAP VALUE F	P	2011-10-26	2014-09-03
11296 842SHS-PIMCO FDS PAC INVT	P	2013-03-01	2014-03-19
164 045SHS-TEMPLETON INC TR GLOBAL B	P	2014-03-18	2014-03-19
BLACKSTONE GROUP LP K-1	P	2012-12-12	2014-03-01
15SHS-BOEING CO	P	2013-12-12	2014-07-25
1SHS-EQUIFAX INC	P	2002-06-17	2014-12-09
388 196SHS-KEELEY FUNDS INC SMALL CA	P	2013-02-20	2014-09-03
3839 365SHS-PRUDENTIAL ST CORP BOND	P	2014-01-15	2004-09-03

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)
12,354		6,838	5,516
2,426		2,001	425
13,806		8,422	5,384
130,757		137,403	-6,646
2,105		2,141	-36
113			113
1,853		1,990	-137
81		31	50
6,906		5,970	936
43,500		43,692	-192

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	
			5,516
			425
			5,384
			-6,646
			-36
			113
			-137
			50
			936
			-192

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)
65SHS-TESLA MOTORS INC	P	2013-12-16	2014-02-25
68SHS-CELGENE CORP	P	2014-02-26	2014-06-24
87SHS-EXPRESS SCRIPTS HLDG CO	P	2003-08-19	2014-12-08
355SHS-LAZARD LTD	P	2013-12-12	2014-03-26
1525SHS-REGIONS FINANCIAL CORP	P	2014-05-13	2014-12-09
3210 332SHS-THORNBURG INCOME TR LTD	P	2014-03-19	2014-09-03
479SHS-CIENA CORP	P	2014-02-12	2014-06-06
9SHS-EXXON MOBIL CORP	P	2013-12-11	2014-02-13
4177 109SHS-LOOMIS SAYLES FDS II INV	P	2012-04-24	2014-01-15
200SHS-SPECTRA ENERGY CORP	P	2001-04-25	2014-05-08

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)
16,215		9,690	6,525
11,688		11,103	585
7,389		5,618	1,771
16,670		14,978	1,692
15,745		16,006	-261
43,500		43,051	449
10,887		11,005	-118
822		858	-36
50,000		50,430	-430
7,931		1,900	6,031

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	
			6,525
			585
			1,771
			1,692
			-261
			449
			-118
			-36
			-430
			6,031

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)
20SHS-TIME INC	P	2013-12-12	2014-08-22
188SHS-CME GROUP INC	P	2013-12-12	2014-04-08
121SHS-F5 NETWORKS INC	P	2013-12-12	2014-06-24
798SHS-MANITOWOC COMPANY INC	P	2014-08-22	2014-12-09
293SHS-SPLUNK INC	P	2013-12-12	2014-06-03
8 25SHS-TIME INC	P	2001-01-16	2014-08-22


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)
478		427	51
12,627		14,979	-2,352
13,341		9,990	3,351
19,222		17,259	1,963
16,223		19,950	-3,727
197		122	75

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	
			51
			-2,352
			3,351
			1,963
			-3,727
			75

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AU SABLE INST OF ENVIRON STUDIES 7526 SUNSET TRAIL NE MANCELONA,MI 49659		501(C)3	ADOPT-A-CLASS ENVIRONMENTAL PROGRAM	20,000
BALLET CHELSEA PO BOX 591 CHELSEA,MI 48118		501(C)3	WALL MOUNTED BARRES FOR STUDIO	19,300
ECOLOGY CENTER 339 E LIBERTY STE 300 ANN ARBOR,MI 48104		501(C)3	ENVIRONMENTAL EDUCATION PROGRAMS	62,266
LIVONIA SYMPHONY ORCHESTRA 37637 FIVE MILE RD PMB LIVONIA,MI 48154		501(C)3	MUSICAL ENCOURAGEMENT FOR STUDENTS	7,000
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT,MI 48226		501(C)3	LOW INCOME STUDENTS OPERA EXPERIENCE	26,000
MSU OPERA THEATRE 102 MUSIC BUILDING EAST LANSING,MI 488241043		501(C)3	COSTUME/WIG RENTAL & GUEST TEACHER	22,000
MSU WHARTON CENTER 750 E SHAW LANE EAST LANSING,MI 48824		501(C)3	2015 TC YOUNG PLAYWRIGHTS FESTIVAL	10,000
MSU WKAR AMFMTV 404 WILSON RD RM 212 EAST LANSING,MI 48824		501(C)3	NEW TV SERIES "FORTE" HS BANDS/ORCH	12,242
OLD TOWN PLAYHOUSE PO BOX 262 TRAVERSE CITY,MI 49685		501(C)3	UNDERWRITE CURRENT AND NEW PROGRAMS	58,970
PEWABIC POTTERY 10125 E JEFFERSON DETROIT,MI 48214		501(C)3	RENOVATION OF OUTDOOR EDUCATION CT	22,582
SEEDS PO BOX 2454 TRAVERSE CITY,MI 49685		501(C)3	GUEST EDUCATORS, RETREAT, TRAVEL	9,640
WEST VIRGINIA SYMPHONY ORCHESTRA PO BOX 2292 CHARLESTON,WV 25328		501(C)3	STRING EDUCATION PARTNERSHIP - YOUTH	20,000
Total  3a				290,000

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► **Attach to your tax return.**

► **Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.**

OMB No 1545-0172

2014

Attachment
Sequence No **179**

Name(s) shown on return WORTHINGTON FAMILY FOUNDATION	Business or activity to which this form relates INDIRECT DEPRECIATION	Identifying number 26-4445573
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Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	69

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	69
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No			
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost	
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25		
26 Property used more than 50% in a qualified business use									
		%							
		%							
		%							
27 Property used 50% or less in a qualified business use									
		%				S/L -			
		%				S/L -			
		%				S/L -			
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28			
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29		

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2014 tax year (see instructions)					
43 Amortization of costs that began before your 2014 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

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

TY 2014 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
APPLE COMPUTER C1MNK	2014-10-29	1,657		S/L	4 0000	69			

**TY 2014 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 CPN 6.6% DUE 1/15/38	41,585	62,505
GTE CALIF	41,278	50,906
GTE NORTH INC.	9,202	9,333
GENERAL ELEC CAP	39,855	61,583
PROGRESSIVE CORP SENIOR NOTES	26,645	39,028
BANK OF AMERICA CPN 6.05% DUE 2/15/3	25,000	29,360
BANK OF AMERICA		
DUKE CAPITAL CORP	100,000	121,246
COGNIZANT TECHNOLOGY SOLUTIONS		

TY 2014 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
3M CO		
ABBVIE INC		
ACCENTURE PLC IRELAND		
227SHS-AETNA INC (NEW)	17,959	20,164
200SHS-AMERICAN TOWER CORP	15,373	19,770
224SHS-AMERISOURCEBERGEN CORP	15,243	20,196
245SHS-APPLE	19,747	27,043
600SHS-APPLIED MATERIALS	10,018	14,952
376SHS-ARROS GROUP INC (NEW)	10,972	11,351
904SHS-ATT INC NEW	30,233	30,365
225SHS-BAXTER INTERNATIONAL INC	14,976	16,490
BED BATH AND BEYOND		
BLACKSTONE GROUP LP		
BOEING		
145SHS-CHEVRON CORP	16,450	16,266
218SHS-CITIGROUP INC (NEW)	12,001	11,796
CME GROUP INC		
571SHS-CMS ENERGY CORP	17,101	19,842
320SHS-COGNIZANT TECHNOLOGY SOLUTION	14,933	16,851
2000SHS-COMCAST CORP	50,000	50,680
306SHS-COMCAST CORP NEW	12,470	17,751
337SHS-CON-WAY INC	16,360	16,574
137SHS-CONSTELLATION BRANDS INC	11,960	13,449
130SHS-COSTCO WHSL CORP NEW	17,123	18,428
CREE INC		
82SHS-CUMMINS INC	12,014	11,822
235SHS-CVS CAREMARK CORP	16,773	22,633
DIAGEO PLC		
DU PONT E I DE MOUR		
200SHS-EMERSON ELECTRIC	9,177	12,346

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000SHS-ENTERGY LOUISIANA LLC	49,712	50,539
124SHS-EOG RESOURCES INC	11,169	11,417
200SHS-EQUIFAX INC	6,425	16,174
100SHS-EVEREST RE GROUP LTD	16,376	17,030
209SHS-EXPRESS SCRIPTS HLDG CO	13,960	17,696
EXXON MOBIL CORP		
F5 NETWORKS INC		
170SHS-FACEBOOK	10,732	13,263
14SHS-FAIRPOINT COMMUNICATIONS	118	
600SHS-FREEPORT-MCMORAN INC CLASSB	19,999	14,016
1128SHS-GENERAL ELECTRIC	39,111	28,505
GENERAL MILLS		
140SHS-GILEAD SCIENCES INDS INC	9,875	13,196
GLOBAL CLEAN ENERGY		
HAWAIIAN ELEC INDUSTRIES		
495SHS-HILTON WORLDWIDE HOLDINGS INC	11,225	12,915
211SHS-HOME DEPOT	16,785	22,149
376SHS-HSBC HOLDING PLC SPON ADR	19,972	17,758
1700SHS-HUNTINGTON BANC SHRES INC	16,007	17,884
IAC INTERACTIVE CORP		
600SHS-INTEL CORP	15,477	21,774
2500SHS-ISHARES ET GLOBAL ENERGY	25,575	24,200
398SHS-JOHNSON AND JOHNSON	27,271	41,619
300SHS-JOHNSON CONTROLS	15,146	14,502
260SHS-JP MORGAN CHASE AND CO	15,034	16,271
1000SHS-JP MORGAN CHASE CAP XXIX	24,765	25,400
LAZARD LTD		
LILLY ELI AND COMPANY		
262SHS-KRAFT FOODS GROUP	15,007	16,417
MANITOWAC COMPANY INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
305SHS-MERCK AND CO INC NEW	20,865	17,321
266SHS-MICROSOFT	9,971	12,356
MODELEZ INTL INC		
180SHS-NEXTERA ENERGY INC	14,961	19,132
227SHS-NORFOLK SOUTHERN CORP	19,978	24,881
257SHS-ONEOK INC NEW	13,090	12,796
243SHS-PACKAGING CORP OF AMERICA	14,953	18,966
103SHS-PERRIGO CO PLC	15,929	17,217
PETSMART INC		
720SHS-PNC FINL SVCS GROUP INC	18,000	17,215
75SHS-PRECISION CASTPARTS CORP	17,944	18,066
168SHS-PRUDENTIAL FINANCIAL	14,945	15,197
2000SHS-PUBLIC STORAGE	50,000	45,900
275SHS-QUALCOMM INC	19,992	20,441
463SHS-RACKSPACE HOSTING INC	14,973	21,673
142SHS-SCHLUMBERGER LTD	12,014	12,128
100SHS-SIMON PROPERTY GROUP REIT INC	13,969	18,211
492SHS-SOLARCITY CORP	26,081	26,312
400SHS-SPECTRA ENERGY CORP	7,268	14,520
200SHS-SPLUNK INC	11,512	11,790
1350SHS-SPORTSMANS WAREHOUSE HOLDING	9,992	9,882
260SHS-ST JUDE MEDICAL INC	15,016	16,908
230SHS-STARBUCKS	17,703	18,872
STATE STR CORP		
TARGET		
60SHS-TELSA MOTORS	11,186	13,345
421SHS-TEXTRON INC	16,743	17,728
226SHS-TIME WARNER INC NEW	13,023	19,305
TJX COS INC NEW		
153SHS-TOYOTA MTR CORP ADR	17,928	19,198

Name of Stock	End of Year Book Value	End of Year Fair Market Value
375SHS-UNILEVER PLC SPONS ADR	14,745	15,180
150SHS-UNITED STATES POSTAL SERVICES	15,192	16,676
185SHS-UNITED TECHNOLOGIES CORP	19,962	21,275
279SHS-UNITEDHEALTH GROUP	20,015	28,204
570SHS-USG CORP NEW	16,003	15,954
184SHS-V F CORPORATION	10,688	13,782
50SHS-VISA INC CLASS A	12,686	13,110
VMWARE INC. CLASS		
WYNN RESORTS LTD		
1013.309SHS-DODGE & COX FDS INTL STK	36,454	42,670
7843.335SHS-DOUBLELINE FDS TR	88,343	86,041
2150.427SHS-HARRIS ASSOC INVT TR OAK	54,600	50,191
JENSEN PORTFOLIO INC		
6043.386SHS-KEELEY FUNDS INC SMALL C	95,439	104,551
7576.559SHS-LOOMIS SAYLES FDS II INV	93,748	89,934
3021.079SHS-MFS SER TR I VALUE FD	70,526	106,070
1340.892SHS-MATTHEWS INTL FD ASIAN G	24,739	24,149
MUNDER SER TR MIDCAP CORE GRWTH		
5073.152SHS-WELLS FARGO FUNDS TR EME	75,648	80,815
691.576SHS-OPPENHEIMER DEV MKTS CL Y	24,313	24,247
4108.913SHS-JP MORGAN MIDCAP VALUE	103,475	152,646
PIMCO FDS PAC INVT MGMT SER DI		
928.91SHS-PRIMECAP ODYSSEY FDS AGGRE	26,802	30,589
13259.269SHS-PRUDENTIAL SHORT TERM C	150,882	148,769
T ROWE PRICE EQUITY INC FD		
1326.751SHS-T ROWE PRICE BLUE CHIP G	54,333	89,251
TEMPLETON INC TR GLOBAL BD FD		
25421.766SHS-TRANSAMERICA FUNDS TACT	261,316	259,302
1557.334SHS-WELLS FARGO ADVANTAGE GR	60,353	75,920
3888.146SHS-AMG FUNDS YACKTMAN FOCUS	92,868	100,625

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2726.662SHS-DELEWARE GROUP ADVISOR F	72,153	74,438
3502.045SHS-T ROWE PRICE VALUE FD IN	128,052	121,346
10300.915SHS-THORNBURG INVOME TR LTD	138,365	137,826
2342.026SHS-VICTORY PORTFOLIOS MUNDE	75,309	99,770
3741.808SHS-COHEN&STEERS PFD SECS	49,989	50,740

TY 2014 Investments Government Obligations Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

795,228

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

866,650

TY 2014 Other Income Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BLACKSTONE GROUP LP K-1 - ORD	2		
BLACKSTONE GROUP LP K-1-1231	25		
BLACKSTONE GROUP LP K-1 -RENT	2		
BLACKSTONE GROUP LP K-1 - ROY	3		

TY 2014 Other Increases Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Description	Amount
NET ADJUSTMENT TO CORRECT PRIOR YEARS	138,381

TY 2014 Other Professional Fees Schedule**Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WF 2052-4161 ADVISORY FEES	19,607	11,838		
WF 4620-6267 ADVISORY FEES	11,417	6,893		

TY 2014 Taxes Schedule**Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 WELLS FARGO FOREIGN TAXES PD	225			
2 WELLS FARGO FOREIGN TAXES PD	77			