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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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) (517) 290-4098
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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 4,481,409	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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				
	4 Dividends and interest from securities	133,315	106,172		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	39,970			
	b Gross sales price for all assets on line 6a 939,841				
	7 Capital gain net income (from Part IV, line 2)		46,238		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,732			
	12 Total. Add lines 1 through 11	177,017	152,410		
	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)	6,000			
	c Other professional fees (attach schedule)	28,801	27,332		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,552			
	19 Depreciation (attach schedule) and depletion	696			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	70			
	24 Total operating and administrative expenses. Add lines 13 through 23	41,119	27,332		0
	25 Contributions, gifts, grants paid	243,386			243,386
	26 Total expenses and disbursements. Add lines 24 and 25	284,505	27,332		243,386
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-107,488			
	b Net investment income (if negative, enter -0-)		125,078		
	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		18,367	6,678	6,678
	2	Savings and temporary cash investments		34,334	35,815	35,815
	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)	693,289	663,528	718,600	
	b	Investments—corporate stock (attach schedule)	3,267,124	3,199,969	3,364,263	
	c	Investments—corporate bonds (attach schedule)	284,054	284,386	356,053	
	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 ▶ <u>2,782</u> Less accumulated depreciation (attach schedule) ▶ <u>1,343</u>	2,135	1,439		
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,299,303	4,191,815	4,481,409		
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	4,299,303	4,191,815		
	30	Total net assets or fund balances (see instructions)	4,299,303	4,191,815		
31	Total liabilities and net assets/fund balances (see instructions) .	4,299,303	4,191,815			

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	4,299,303
2	Enter amount from Part I, line 27a	2	-107,488
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,191,815
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	4,191,815

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	46,238
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	-10,279

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))
2015	240,950	4,677,237	0 051515
2014	286,949	4,747,918	0 060437
2013	197,851	4,917,426	0 040235
2012	241,484	4,478,689	0 053918
2011	233,187	4,259,037	0 054751
2 Total of line 1, column (d)			2 0 260856
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 052171
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 4,477,820
5 Multiply line 4 by line 3			5 233,612
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,251
7 Add lines 5 and 6			7 234,863
8 Enter qualifying distributions from Part XII, line 4			8 243,386

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,251
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,251
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	1,251
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,400
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	4,400
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	3,149
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 3,149 Refunded <input type="checkbox"/>	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 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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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 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 2016 or the taxable year beginning in 2016 (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? Website address ► <u>WWW.WORTHINGTON-FAMILY-FOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>DOUGLAS R WORTHINGTON</u> Telephone no ► <u>(248) 267-3222</u>			

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 2016, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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.			
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<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 2016 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 2016).	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 2016?	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 <div style="margin-top: 5px;"> (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-top: 5px;"> (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-top: 5px;"> (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-top: 5px;"> (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div style="margin-top: 5px;"> (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>			
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)? <input type="checkbox"/>	5b		
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DR RUTH A WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	PRESIDENT 000 00	0	0	0
WILLIAM R WORTHINGTON JR PO BOX 4311 TRAVERSE CITY, MI 49685	VICE PRESIDE 000 00	0	0	0
NANCY B WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	SECRETARY 000 00	0	0	0
DOUGLAS R WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	TREASURER 000 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. <input type="checkbox"/>				

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 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	4,436,890
b	Average of monthly cash balances.	1b	109,120
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,546,010
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	4,546,010
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	68,190
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,477,820
6	Minimum investment return. Enter 5% of line 5.	6	223,891

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

1	Minimum investment return from Part X, line 6.	1	223,891
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,251
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,251
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	222,640
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	222,640
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	222,640

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	243,386
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	243,386
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	1,251
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	242,135

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				222,640
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.	22,988			
b From 2012.	21,692			
c From 2013.				
d From 2014.	55,655			
e From 2015.	11,193			
f Total of lines 3a through e.	111,528			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 243,386				
a Applied to 2015, 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 2016 distributable amount.				222,640
e Remaining amount distributed out of corpus	20,746			
5 Excess distributions carryover applied to 2016 (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	132,274			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions).	22,988			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	109,286			
10 Analysis of line 9				
a Excess from 2012.	21,692			
b Excess from 2013.				
c Excess from 2014.	55,655			
d Excess from 2015.	11,193			
e Excess from 2016.	20,746			

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 2016, 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	243,386
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(See instructions)
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					
4 Dividends and interest from securities. . . .					133,315
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					39,970
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MISC INCOME _____					3,732
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .					177,017
13 Total. Add line 12, columns (b), (d), and (e).					177,017

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Part XVII

- | | | |
|---|----|----|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
|---|----|----|

[illegible]

- 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) is based on all information of which preparer has any knowledge.

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

**Paid
Preparer
Use Only**

Print/Type preparer's name TAVA L FINN	Preparer's Signature	Date 2017-06-14	Check if self-employed ▶ <input type="checkbox"/>	PTIN P01956232
Firm's name ▶ WSR CERTIFIED PUBLIC ACCOUNTANTS PC				Firm's EIN ▶ 38-2172611
Firm's address ▶ 167 LITTLE LAKE DRIVE PO BOX 238 ANN ARBOR, MI 481062389				Phone no (734) 662-2522

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
10000 DALLAS TX AREA RAPID TRAN	P	2009-07-08	2016-12-01
5000 DALLAS TX AREA RAPID TRAN	P	2009-07-08	2016-12-01
39325 ENTERGY LA LLC 1ST MTG BD 6%	P	2010-04-21	2016-09-16
50000 MICHIGAN ST HOSP FIN AUTH REV	P	2011-11-30	2016-11-15
1000 PUBLIC STORAGE 5 2% SER W PFD	P	2013-01-07	2016-09-07
WELLS FARGO 1 2052-4161	P	2016-06-01	2016-09-16
WELLS FARGO 1 2052-4161	P	2014-06-01	2016-09-16
2007 511 SHS DOUBLELINE FDS TR	P	2014-06-01	2016-11-14
416 262 SHS T ROWE PRICE BLUE CHIP	P	2014-06-01	2016-09-16
WELLS FARGO 2 4620-6267	P	2016-06-01	2016-09-16

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)
10,000		10,000	
5,000		5,000	
39,325		39,098	227
50,000		50,000	
25,585		25,000	585
64,175		65,017	-842
238,401		250,113	-11,712
21,520		22,291	-771
30,000		16,193	13,807
137,162		146,599	-9,437

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			(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	
			227
			585
			-842
			-11,712
			-771
			13,807
			-9,437

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
WELLS FARGO 2 4620-6267	P	2014-06-01	2016-09-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
242,931		243,832	-901

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-901

Form 990FP 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 <i>Paid during the year</i>				
ECOLOGY CENTER 339 E LIBERTY STE 300 ANN ARBOR, MI 48104		501(C)3	ENVIRONMENTAL EDUCATION PROGRAMS	25,000
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226		501(C)3	LOW INCOME STUDENTS OPERA EXPERIENCE	30,000
MSU OPERA THEATRE 102 MUSIC BUILDING EAST LANSING, MI 488241043		501(C)3	COSTUME, MUSICAL SUPPORT & OUTREACH	23,700
OLD TOWN PLAYHOUSE PO BOX 262 TRAVERSE CITY, MI 49685		501(C)3	UNDERWRITE CURRENT AND NEW PROGRAMS	69,956
PEWABIC POTTERY 10125 E JEFFERSON DETROIT, MI 48214		501(C)3	RENOVATION OF OUTDOOR EDUCATION CT	50,000
INLAND SEAS EDUCATION ASSOCIATION 100 DAME ST PO BOX 218 SUTTONS BAY, MI 49682		501(C)3	PURCHASE UNDERWATER ROV	10,000
LEELANAU CHILDREN'S CHOIR PO BOX 902 LELAND, MI 49654		501(C)3	COSTUMES/MIC TECHNOLOGY UPGRADES	4,730
LIVONIA SYMPHONY ORCHESTRA 37637 FIVE MILE RD PMB 3 LIVONIA, MI 48154		501(C)3	EXPOSURE OF YOUTH TO MUSICAL OPPORT	10,000
WEST VIRGINIA SYMPHONY ORCHESTRA PO BOX 2292 CHARLESTON, WV 25328		501(C)3	SUPPORT OF STRING EDUC PARTNERSHIP	20,000
Total ► 3a				243,386

TY 2016 Accounting Fees Schedule**Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WSR TAX PREP	6,000			

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

TY 2016 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	483	S/L	4 0000	415			
COMPUTER 2 BUNDLE - 2015 ROTATION	2015-05-23	1,125	164	S/L	4 0000	281			

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

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
564SHS GENERAL ELECTRIC	2001-03	PURCHASE	2016-06		16,587	23,830			-7,243	
66 SHS TIME WARNER INC NEW	2001-01	PURCHASE	2016-02		3,873	2,895			978	

TY 2016 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
45,000 WACHOVIA BANK CPN 6.6% DUE 1/	41,693	56,556
44,000 GTE CALIF	41,568	53,812
10,000 GTE NORTH INC.	9,279	8,213
45,000 GENERAL ELEC CAP	40,061	59,728
30,000 PROGRESSIVE CORP SENIOR NOTES	26,785	37,566
25,000 BANK OF AMERICA CPN 6.05% DUE	25,000	27,380
100,000 DUKE CAPITAL CORP	100,000	112,798

TY 2016 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
2000SHS-COMCAST CORP	50,000	50,160
0SHS-ENTERGY LOUISIANA LLC		
720SHS-PNC FINL SVCS GROUP INC	18,000	17,006
2650SHS-PUBLIC STORAGE	67,430	61,613
4000SHS -TELEPHONE & DATA SYS INC	103,163	97,400
0SHS-AETNA INC (NEW)		
0SHS-ALLEGHENY TECHNOLOGIES		
75SHS -ALLERGAN PLC	21,539	15,751
20SHS - ALPHABET INC VOTING	14,756	15,849
20SHS -AMAZON	13,648	14,997
200SHS-AMERICAN TOWER CORP	15,373	21,136
150SHS-AMERISOURCEBERGEN CORP	10,208	11,729
195SHS-APPLE	15,717	22,585
500SHS-ATT INC NEW	16,716	21,265
100SHS -BROADCOM LTD (AVGO)	12,613	17,677
300SHS - BB&T CORP	9,790	14,106
150SHS -BERKSHIRE HATHAWAY INC.	22,484	24,447
250SHS -BERRY PLASTICS GROUP INC	8,455	12,183
45SHS -BLACKROCK INC	15,406	17,124
500SHS -BP PLC SPONS ADR	18,010	18,690
0SHS -CELADON GROUP INC		
100SHS - CELGENE CORP	11,902	11,575
300SHS - CF INDUSTRIES HOLDINGS	9,509	9,444
150SHS-CHEVRON CORP	13,591	17,655
25SHS-CHIPOTLE MEXICAN GRILL	10,432	9,433
100SHS-CHUBB LTD	11,154	13,212
270SHS-COGNIZANT TECHNOLOGY SOLUTION	12,600	15,128
252SHS-COMCAST CORP NEW	11,056	17,401
0SHS-CONSTELLATION BRANDS INC		
130SHS-COSTCO WHSL CORP NEW	17,123	20,814

Name of Stock	End of Year Book Value	End of Year Fair Market Value
0SHS -CREDIT SUISSE GROUP		
185SHS-CVS CAREMARK CORP	13,384	14,598
104SHS - DEERE & CO	10,659	10,716
300SHS -DELTA AIRLINES INC (NEW)	13,028	14,757
100SHS - DISNEY WALT CO	9,193	10,422
0SHS -EATON CORP PLC		
0SHS-EOG RESOURCES INC		
100SHS-EVEREST RE GROUP LTD	16,376	21,640
159SHS-EXPRESS SCRIPTS HLDG CO	10,620	10,938
70SHS-FACEBOOK	4,419	8,054
14SHS-FAIRPOINT COMMUNICATIONS	118	
500SHS - FORD MOTOR COMPANY	5,980	6,065
564SHS-GENERAL ELECTRIC	15,282	17,822
200SHS-GILEAD SCIENCES INDS INC	15,706	14,322
0SHS-HILTON WORLDWIDE HOLDINGS INC		
85SHS-HOME DEPOT	6,762	11,397
152SHS -HONEYWELL INTERNATIONAL INC	15,603	17,609
0SHS-HSBC HOLDING PLC SPON ADR		
1700SHS-HUNTINGTON BANCSHRES INC	16,007	22,474
200SHS -ICON PLC	13,240	15,040
400SHS-INTEL CORP	10,550	14,508
2500SHS-ISHARES ET GLOBAL ENERGY	25,575	19,700
275SHS-JOHNSON AND JOHNSON	18,087	31,683
0SHS-JOHNSON CONTROLS		
200SHS-JP MORGAN CHASE AND CO	11,155	17,258
0SHS -JUNIPER NETWORK INC		
529SHS - KATE SPADE	11,393	9,876
237SHS-KRAFT HEINZ CO	13,575	20,695
100SHS -MCKESSON CORPORATION	21,149	14,045
266SHS-MICROSOFT	9,971	16,529

Name of Stock	End of Year Book Value	End of Year Fair Market Value
300SHS - MOBILEYE NV	11,351	11,436
110SHS - NESTLE	7,837	7,891
0SHS-NEXTERA ENERGY INC		
500SHS -NEXTERA ENERGY PARTNERS	12,966	12,770
350SHS-ONEOK INC NEW	9,506	20,094
800SHS -ORANGE SPONSORED ADR	13,411	12,112
122SHS-PACKAGING CORP OF AMERICA	7,508	10,348
0SHS -PAREXEL INTL CORP		
100SHS - PALO ALTO NETWORKS	13,510	12,505
50SHS- PANERA BREAD	9,687	10,255
0SHS -PAYPAL HOLDINGS INC		
150SHS - PROCTOR & GAMBLE	12,033	12,612
200SHS-PRUDENTIAL FINANCIAL	17,067	20,812
200SHS - QUALCOMM	12,864	13,040
0SHS-RACKSPACE HOSTING INC		
350SHS - RLJ LODGING TRUST	7,562	8,572
200SHS - SALESFORCE.COM	13,778	13,692
0SHS-SPLUNK INC		
300SHS - STAG INDUSTRIAL INC	7,446	7,161
300SHS-STARBUCKS	11,535	16,656
0SHS -SYNCHRONOSS TECHNLS INC		
100SHS-TELSA MOTORS	23,340	21,369
0SHS-TEXTRON INC		
0SHS-TIME WARNER INC NEW		
226SHS - TJX COS INC NEW	14,789	16,979
0SHS-TOYOTA MTR CORP ADR		
375SHS-UNILEVER PLC SPONS ADR	14,745	15,263
150SHS-UNITED STATES POSTAL SERVICES	15,192	17,196
185SHS-UNITED TECHNOLOGIES CORP	19,962	20,280
234SHS-UNITEDHEALTH GROUP	16,787	37,449

Name of Stock	End of Year Book Value	End of Year Fair Market Value
184SHS-V F CORPORATION	10,688	9,816
280SHS-VISA INC CLASS A	17,740	21,846
3741.808SHS-COHEN&STEERS PFD SECS	49,758	50,178
2600.138SHS -FIDELITY ADV HLTH	106,227	89,367
7082.153SHS-ROCHESTER NATL MUNI	50,000	49,008
1800SHS -EATONVANCE ENHANCED EQ INC	24,785	22,320
2400SHS -WESTERN ASSET MUN DEF OPP T	57,986	51,816
2620.155 INVESCO SMALL CAP GRW FD CL	98,590	87,723
0SHS-DELEWARE GROUP ADVISOR F		
0SHS-DODGE & COX FDS INTL STK		
9049.036SHS-DOUBLELINE FDS TR	90,761	90,581
2294.734SHS-HARRIS ASSOC INVT TR OAK	57,684	52,090
3520.107 LAZARD FDS INC INTL EQUITY	60,597	57,026
4685.70 LAZARD FUNDS INC US EQ CONC	66,118	66,350
8118.265SHS-LOOMIS SAYLES FDS II INV	99,366	87,596
1195.243 FMI FUNDS INTL FUND	36,294	35,714
2511.089SHS-MFS SER TR I VALUE FD	62,004	91,002
1564.394SHS-MATTHEWS INTL FD ASIAN G	28,286	23,372
1331.5820SHS-OPPENHEIMER DEV MKTS CL	44,584	42,571
3904.297SHS-JP MORGAN MIDCAP VALUE	104,470	142,116
2462.168SHS-PARNASSUS CORE EQUITY	91,948	96,738
1059.954SHS-PRIMECAP ODYSSEY FDS AGG	32,828	35,477
10192.105SHS-PRUDENTIAL SHORT TERM C	115,832	112,521
3932SHS-T ROWE PRICE VALUE FD IN	141,577	132,302
941.359SHS-T ROWE PRICE BLUE CHIP G	50,697	68,352
6849.781SHS-THORNBURG INCOME TR LTD	92,038	91,376
4441.664SHSVANGUARD WELLESLEY INC	272,930	274,051
2178.091SHS-VICTORY PORTFOLIOS MUNDE	73,172	76,603
2747.354SHS-VICTORY SYCAMORE SM CO	110,150	122,120
1480.994SHS-WELLS FARGO GR FUND CL A	61,476	57,211

TY 2016 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:**

663,528

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

718,600

TY 2016 Land, Etc. Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTERS	2,782	1,343	1,439	

TY 2016 Other Expenses Schedule**Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
USPS	70			

TY 2016 Other Income Schedule

Name: WORTHINGTON FAMILY FOUNDATION

EIN: 26-4445573

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	3,732		

TY 2016 Other Professional Fees Schedule**Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WF 1 2052-4161 ADVISORY FEES	17,905	17,905		
WF 2 4620-6267 ADVISORY FEES	10,884	10,884		
WF 2 4620-6267 ADR FEES	12	12		
TAX EXEMPT FEES		-1,469		

TY 2016 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	388			
2 WELLS FARGO FOREIGN TAXES PD	208			
INVESTMENT TAX	4,956			