







For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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) <b>\$</b> 4,393,786	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 <b>not</b> required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	144,739	131,263		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	176,092			
	b Gross sales price for all assets on line 6a 1,353,123				
	7 Capital gain net income (from Part IV, line 2) . . .		70,343		
	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) . . . . .				
	12 Total. Add lines 1 through 11 . . . . .	320,831	201,606		
	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) . . . . . 	6,435			
	c Other professional fees (attach schedule) . . . . . 	30,854	29,662		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . . 	850			
	19 Depreciation (attach schedule) and depletion . . . . . 	626			
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . . 	382			
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	39,147	29,662		0
	25 Contributions, gifts, grants paid . . . . .	245,129			245,129
	26 Total expenses and disbursements. Add lines 24 and 25	284,276	29,662		245,129
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	36,555			
	b Net investment income (if negative, enter -0-)		171,944		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing . . . . .	17,562		
	2	Savings and temporary cash investments . . . . .	66,799	61,179	61,179
	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)	585,185	495,656	536,880
	b	Investments—corporate stock (attach schedule) . . . . .	3,243,698	2,762,043	2,954,192
	c	Investments—corporate bonds (attach schedule) . . . . .	184,914	819,700	841,535
	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>2,665</u>	743	117	
15	Other assets (describe ▶ _____)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	4,098,901	4,138,695	4,393,786	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> <b>and complete lines 27 through 31.</b>				
	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	4,098,901	4,138,695	
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,098,901	4,138,695	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	4,098,901	4,138,695		

**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	4,098,901
2	Enter amount from Part I, line 27a . . . . .	2	36,555
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,239
4	Add lines 1, 2, and 3 . . . . .	4	4,138,695
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	4,138,695

**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 )
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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>	<b>2</b>	70,343
<b>3</b> 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		<b>3</b>	

**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))
2017	251,259	4,686,648	0 053612
2016	242,135	4,477,820	0 054074
2015	240,950	4,677,237	0 051515
2014	286,949	4,747,918	0 060437
2013	197,851	4,917,426	0 040235

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 259873
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0 051975
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	4,633,245
<b>5</b> Multiply line 4 by line 3	<b>5</b>	240,813
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,719
<b>7</b> Add lines 5 and 6	<b>7</b>	242,532
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	245,129

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)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	1,719
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,719
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,719
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	1,618
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	2,200
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	3,818
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <b>▶</b>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <b>▶</b>	<b>10</b>	2,099
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <b>▶</b> 2,099 <b>Refunded</b> <b>▶</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <b>▶</b> \$ _____ <b>(2)</b> On foundation managers <b>▶</b> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>▶</b> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	No
<b>7</b> 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> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>▶</b> MI _____		
<b>b</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> .	<b>8b</b>	Yes
<b>9</b> 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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<b>10</b>	No

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

<b>11</b>	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. . . . .	<b>11</b>		<b>No</b>
<b>12</b>	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. . . . .	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.WORTHINGTON-FAMILY-FOUNDATION.ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>DOUGLAS R. WORTHINGTON</b> Telephone no <b>(248) 267-3222</b>			

Located at **PO BOX 4311 TRAVERSE CITY MI** ZIP+4 **49685**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>		
<b>16</b>	At any time during calendar year 2018, 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? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b> <b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. . . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		
<b>c</b>	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 2018? . . . . .	<b>1c</b>		
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶</b> 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2018 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 2018). . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2018?	<b>4b</b>		<b>No</b>

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

		<b>Yes</b>	<b>No</b>
<b>5a</b>	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(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
(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
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.	<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<b>6b</b>	
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>7b</b>	
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DR RUTH A WORTHINGTON PO BOX 4311 TRAVERSE CITY, MI 49685	PRESIDENT 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
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000.</b>				

## Part VIII

**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.	▶	

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
------------------	--

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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	4,645,057
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	58,745
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	4,703,802
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	4,703,802
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	70,557
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	4,633,245
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	231,662

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	231,662
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	1,719
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	1,719
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	229,943
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	229,943
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	229,943

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	245,129
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	245,129
<b>5</b>	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.	<b>5</b>	1,719
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	243,410

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				229,943
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . . 55,655				
<b>c</b> From 2015. . . . . 11,193				
<b>d</b> From 2016. . . . . 20,746				
<b>e</b> From 2017. . . . . 19,989				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	107,583			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 245,129				
<b>a</b> Applied to 2017, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2018 distributable amount. . . . .				229,943
<b>e</b> Remaining amount distributed out of corpus	15,186			
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	122,769			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	122,769			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . . 55,655				
<b>b</b> Excess from 2015. . . . . 11,193				
<b>c</b> Excess from 2016. . . . . 20,746				
<b>d</b> Excess from 2017. . . . . 19,989				
<b>e</b> Excess from 2018. . . . . 15,186				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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			<b>(e) Total</b>
	<b>(a) 2018</b>	<b>(b) 2017</b>	<b>(c) 2016</b>	<b>(d) 2015</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

<b>1 Information Regarding Foundation Managers:</b>
<b>a</b> 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>b</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
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>
Check here <input type="checkbox"/> 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
<b>a</b> 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>b</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
<b>c</b> Any submission deadlines BETWEEN FEBRUARY 1 AND MAY 15
<b>d</b> 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			▶ <b>3a</b>	
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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.

*****	2019-05-15	*****
Signature of officer or trustee	Date	Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	TAVA L FINN		2019-05-16		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 XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
AU SABLE INSTITUTE 7526 SUNSET TRAIL NE MANCELONA, MI 49659		501(C)3	KIDS GET ECOLOGICAL RESTORATION EXP	21,680
INLAND SEAS EDUCATION ASSOCIATION 100 DAME ST PO BOX 218 SUTTONS BAY, MI 49682		501(C)3	SUPPORT SCHOLARSHIP PROGRAM	20,000
ECOLOGY CENTER339 E LIBERTY ST STE 300 ANN ARBOR, MI 48104		501(C)3	EDUCATIONAL MATERIALS, EDUC CURRICUL	32,000
<b>Total . . . . . ▶ 3a</b>				245,129

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
STUDENT CONSERVATION ASSOCIATION 4245 NORTH FAIRFAX DR STE 825 ARLINGTON, VA 22203		501(C)3	NATIONAL CREW PROGRAM IN 2019	15,000
MICHIGAN OPERA THEATRE 1526 BROADWAY DETROIT, MI 48226		501(C)3	LOW INCOME STUDENTS OPERA EXPERIENCE	32,000
MSU OPERA THEATRE 102 MUSIC BUILDING EAST LANSING, MI 488241043		501(C)3	COSTUME, MUSICAL SUPPORT & OUTREACH	30,500
<b>Total . . . . . ▶ 3a</b>				245,129

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OLD TOWN PLAYHOUSEPO BOX 262 TRAVERSE CITY, MI 49685		501(C)3	UNDERWRITE CURRENT AND NEW PROGRAMS	43,949
PEWABIC POTTERY10125 E JEFFERSON DETROIT, MI 48214		501(C)3	MAINTAIN EQUIPMENT, STAFF & RESOURCE	50,000
<b>Total . . . . . ▶ 3a</b>				245,129



**TY 2018 Accounting Fees Schedule****Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
WSR TAX PREP	5,400			
WSR TAX PREP	1,035			

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

## TY 2018 Depreciation Schedule

**Name:** WORTHINGTON FAMILY FOUNDATION

**EIN:** 26-4445573

### Depreciation Schedule

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	1,312	S/L	4 0000	345			
COMPUTER 2 BUNDLE - 2015 ROTATION	2015-05-23	1,125	727	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 2018 Gain/Loss from Sale of Other Assets Schedule**

**Name:** WORTHINGTON FAMILY FOUNDATION

**EIN:** 26-4445573

**Gain Loss Sale Other Assets Schedule**

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
WELLS FARGO 1 2052-4161		PURCHASE			14,251	14,284			-33	
WELLS FARGO 1 2052-4161		PURCHASE			615,743	606,048			9,695	
WF1 CORPUS CHRISTIE TX UTIL	2009-03	PURCHASE	2018-07		40,000	40,000				
WF1 JP MORGAN MID CAP VALUE	2011-10	PURCHASE	2018-04		25,000	14,734			10,266	
WF1 MIAMI DADE CNTY	2009-03	PURCHASE	2018-05		50,000	49,195			805	
WELLS FARGO 4620-6267		PURCHASE			37,413	42,841			-5,428	
WELLS FARGO 4620-6267		PURCHASE			269,974	200,192			69,782	
WF2 COMCAST CORP NEW CL A	2002-11	PURCHASE	2018-09		3,619	1,217			2,402	
WEDBUSH C&S PFD SECS INC A 101 233		PURCHASE	2018-04		1,387	1,419			-32	
WEDBUSH OPPEN ROCH H/Y MUN A 340 511		PURCHASE	2018-09		2,530	2,432			98	
WEDBUSH C&S PFD SECS INC A 3741 808		PURCHASE	2018-04		51,263	49,739			1,524	
WEDBUSH EV ENH EQ INCM FD 1800 0	2015-02	PURCHASE	2018-01		26,100	23,119			2,981	
WEDBUSH FID ADVS HLTH CARE A 2004 33		PURCHASE	2018-01		92,880	81,811			11,069	
WEDBUSH ROCH H/Y MUN A	2016-11	PURCHASE	2018-09		52,620	50,000			2,620	

## TY 2018 Investments Corporate Bonds Schedule

**Name:** WORTHINGTON FAMILY FOUNDATION

**EIN:** 26-4445573

### Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 MONDELEZ INTL INC 3%	49,978	49,808
40000 MEAD JOHNSON NUTRITION CSR 3%	39,956	39,875
75000 CAMPBELL SOUP CO SR UNSEC 3.3%	74,732	74,607
50000 NEWELL RUBBERMAID INC SR 3.15	49,370	49,547
75000 OCCIDENTAL PETRO COR SR 3.125%	74,791	74,575
75000 CONAGRA FOODS INC 3.2%	72,596	72,469
25000 CVS CAREMARK CORP SR 3.375%	24,383	24,244
2000 DOW CHEMICAL CO INTERNOTES 3.7%	1,977	1,940
25000 MPLX LP SR 4.0%	24,933	24,290
25000 WESTERN DIGITAL CORP 4.75%	24,505	21,687
44,000 GTE CALIF	41,904	43,453
10,000 GTE NORTH INC.	9,368	9,600
25000 KINDER MORGAN INC CO 4.3%	24,829	24,544
45,000 GENERAL ELEC CAP	40,377	46,934
30,000 PROGRESSIVE CORP SENIOR NOTES	26,994	37,244
45,000 WACHOVIA BANK CPN 6.6% DUE 1/	41,836	55,710
25,000 BANK OF AMERICA CPN 6.05% DUE	25,000	26,468
50000 KRAFT FOODS GRP INC 5%	49,872	44,765
25000 AT&T INC SRR 4.5%	23,358	21,554
50000 GEN MTRS FINL CO INC 2.35%	49,952	49,564

**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
50000 TEVA PHARM FIN IV 2.25%	48,989	48,657

**TY 2018 Investments Corporate Stock Schedule**

**Name:** WORTHINGTON FAMILY FOUNDATION  
**EIN:** 26-4445573

**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2200SHS- B RILEY FINANCIAL INC SR 6.	55,000	51,480
5000SHS- NUVEEN HIGH INC DEC 19	49,375	49,300
4850SHS- NUVEEN HIGH INC DEC 21	48,450	43,165
2000SHS- READY CAP CORP 6.5%	50,000	50,200
720SHS-PNC FINL SVCS GROUP INC	18,000	16,646
2650SHS-PUBLIC STORAGE	67,430	58,326
4000SHS -TELEPHONE & DATA SYS INC	103,012	90,491
0SHS-COHEN&STEERS PFD SECS		
0SHS -FIDELITY ADV HLTH		
0SHS-ROCHESTER NATL MUNI		
0SHS -EATONVANCE ENHANCED EQ INC		
5100SHS-FIRST TRUST SR. FLT RATE 202	49,567	42,126
2000SHS-MVC CAP INC SR NOT 6.25% DUE	50,000	50,000
1900SHS-SCORPIO TANKERS INC SR NOTE	47,500	47,937
1600SHS-SCORPIO TANKERS INC SR NOTE	40,048	39,132
1000SHS-SO CO SER 2017B JR SUB NOTE	25,000	21,830
0SHS-DOUBLELINE FDS TR		
3858.605SHS-LAZARD FDS INC INTL EQUI	66,035	60,503
4061.173SHS-LAZARD FUNDS INC US EQ C	57,201	52,348
2181.709SHSFMF FUNDS INTL FUND	67,784	62,484
4711.645SHS-MFS SER TR I VALUE FD	159,705	167,310
1347.281SHS-OPPENHEIMER DEV MKTS CL	45,221	50,644
3651.361SHS-JP MORGAN MIDCAP VALUE	103,398	120,422
2349.928SHS-PARNASSUS CORE EQUITY	89,160	91,765
1151.601SHS-PRIMECAP ODYSSEY FDS AGG	36,437	44,106
0SHS-PRUDENTIAL SHORT TERM C		
0SHS-T ROWE PRICE VALUE FD IN		
1042.398SHS-T ROWE PRICE BLUE CHIP G	60,745	100,101
0SHS-THORNBURG INCOME TR LTD		
1953.732SHSVANGUARD WELLESLEY INC	120,331	115,622

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2441.574SHS-VICTORY SYCAMORE SM CO	98,155	92,389
3218.523SHS-HARTFORD MUTL FDS INC MI	88,983	81,075
839.978SHS-AMER FNDS NEW WORLD CL F2	49,382	48,013
2196.792SHS-JENSEN PORTFOLIO INC CL	92,281	95,473
15816.615SHS-TOUCHSTONE STRAT TR SM	86,084	73,389
4197.311SHS-BROOKFIELD INVT FUNDS GL	54,145	49,528
2334.979SHS-OAKMARK INTL FND ADVIS C	61,342	47,704
75SHS -ALLERGAN PLC	12,479	10,024
15SHS - ALPHABET INC VOTING	11,133	15,674
10SHS -AMAZON	6,824	15,020
250SHS-AMERICAN INTL GROUP INC	14,645	9,852
125SHS-AMERICAN TOWER CORP	9,608	19,774
150SHS-AMERISOURCEBERGEN CORP	10,208	11,160
100SHS-APPLE	8,060	15,774
400SHS-ATT INC NEW	13,329	11,416
300SHS-BOA CORP	8,891	7,392
300SHS-BANK OF NT BUTTERFIELD	11,856	9,405
300SHS-BB&T CORP	9,790	12,996
100SHS-BERKSHIRE HATHAWAY INC	15,105	20,418
250SHS-BERRY GLOBAL GROUP INC	8,455	11,882
45SHS-BLACKROCK INC	15,406	17,677
55SHS- BOSTON PROPERTIES	6,130	6,190
350SHS BP PLC SPONS ADR	12,011	13,272
75SHS -BROADCOM LTD (AVGO)	9,459	19,071
0SHS-BT GROUP PLC-ADR		
100SHS - CELGENE CORP	11,902	6,409
150SHS-CHEVRON CORP	13,591	16,319
100SHS-CHUBB LTD	11,154	12,918
200SHS-CISCO SYSTEMS INC	6,539	8,666
200SHS-COGNIZANT TECHNOLOGY SOLUTION	9,333	12,696

**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
300SHS-COMCAST CORP NEW	7,342	10,215
50SHS CONSTELLATION BRANDS	10,122	8,041
100SHS-COSTCO WHSL CORP NEW	13,306	20,371
185SHS-CVS CAREMARK CORP	13,384	12,121
100SHS - DEERE & CO	10,249	14,917
300SHS -DELTA AIRLINES INC (NEW)	13,028	14,970
150SHS - DISNEY WALT CO	14,055	16,447
150SHS- EATON CORP	12,070	10,299
15SHS- EQUINIX INC	6,640	5,288
75SHS-EVEREST RE GROUP LTD	12,282	16,332
75SHS-EXPEDIA INC	11,076	8,449
0SHS-EXPRESS SCRIPTS HLDG CO		
35SHS-FACEBOOK	2,209	4,588
500SHS-FIRST DATA CORP	7,948	8,455
0SHS - FORD MOTOR COMPANY		
0SHS-GENERAL ELECTRIC		
200SHS-GLAXOSMITHKLINE PLC	7,046	7,642
85SHS-HOME DEPOT	6,762	14,605
150SHS -HONEYWELL INTERNATIONAL INC	14,788	19,818
1500SHS-HUNTINGTON BANCSHRES INC	14,124	17,880
125SHS -ICON PLC	8,275	16,151
400SHS-INTEL CORP	10,550	18,772
100SHS- IBM	15,100	11,367
0SHS-ISHARES ET GLOBAL ENERGY		
275SHS-JOHNSON AND JOHNSON	18,087	35,489
200SHS-JP MORGAN CHASE AND CO	11,155	19,524
350SHS - KKR & CO INC	9,536	6,870
350SHS- KONINKLIJKE PHILIPS	13,719	12,288
0SHS-KRAFT HEINZ CO		
0SHS-L BRAND INC		



## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
0SHS -MCKESSON CORPORATION		
1600SHS-MEDIWOUND LTD	7,986	6,496
200SHS-MICROSOFT	7,497	20,314
50SHS-NETFLIX.COM	9,983	13,383
500SHS -NEXTERA ENERGY PARTNERS	11,603	21,525
300SHS-NUTANIX INC	6,960	12,477
60SHS-NVIDIA CORP	11,895	8,010
350SHS-ONEOK INC NEW	9,449	18,882
0SHS-ORACLE CORP		
400SHS -ORANGE SPONSORED ADR	6,705	6,476
120SHS-PACKAGING CORP OF AMERICA	7,384	10,015
100SHS - PALO ALTO NETWORKS	18,364	18,835
0SHS-PFIZER INC		
150SHS - PROCTOR & GAMBLE	12,033	13,788
150SHS-PRUDENTIAL FINANCIAL	12,619	12,232
150SHS - QUEST DIAGNOSTICS INC	14,227	12,490
0SHS - RLJ LODGING TRUST		
150SHS - SALESFORCE.COM	10,615	20,545
300SHS-SERVICE CORP INTL	10,843	12,078
150SHS SPIRIT AEROSYSTEMS HLD	13,005	10,813
100SHS- SPLUNK	10,094	10,485
0SHS - STAG INDUSTRIAL INC		
300SHS-STARBUCKS	11,535	19,320
400SHS - TJX COS INC NEW	13,088	17,896
1000SHS-TRAVELPORT WORLDWIDE LTD	14,240	15,620
0SHS-TRIUMPH GROUP INC		
375SHS-UNILEVER PLC SPONS ADR	14,745	19,594
150SHS-UNITED PARCEL SERVICES	15,192	14,630
185SHS-UNITED TECHNOLOGIES CORP	19,962	19,699
150SHS-UNITEDHEALTH GROUP	10,761	37,368

**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
0SHS-UNITI GROUP INC		
200SHS-V F CORPORATION	11,712	14,268
150SHS-VISA INC CLASS A	9,494	19,791
300SHS- VODAFONE GROUP PLC	7,533	5,784
125SHS- ZIMMER BIOMET HOLDINGS	13,987	12,965

**TY 2018 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:**

495,656

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

536,880

# TY 2018 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	2,665	117	

**TY 2018 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	82			
WEB EXPENSES	300			

**TY 2018 Other Increases Schedule**

**Name:** WORTHINGTON FAMILY FOUNDATION

**EIN:** 26-4445573

Description	Amount
IMMATERIAL TIMING DIFFERENCE	3,239

**TY 2018 Other Professional Fees Schedule****Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
WF 1 2052-4161 ADVISORY FEES	18,414	18,414		
WF 2 4620-6267 ADVISORY FEES	12,388	12,388		
WF 2 2052-4161 ADR FEES	52	52		
TE PORTION		-1,192		

**TY 2018 Taxes Schedule****Name:** WORTHINGTON FAMILY FOUNDATION**EIN:** 26-4445573

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
WF1 FOREIGN TAX PAID	683			
WF2 FOREIGN TAX PAID	147			
LICENSE FEE	20			