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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation J. ADDISON BARTUSH AND MARION M. BARTUSH FAMILY FOUNDATION		A Employer identification number 26-3509217
Number and street (or P.O. box number if mail is not delivered to street address) 1250 W. SOUTHWINDS BLVD #116	Room/suite	B Telephone number 561-231-0950
City or town, state, and ZIP code VERO BEACH, FL 32963		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 checked="" type="checkbox"/> Address 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) \$ 2,995,410.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,052,739.		N/A	
2 Check <input 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		43,898.	43,898.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-206,191.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,910,247.					
7 Capital gain net income (from Part IV, line 2)			1,501,514.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,890,446.	1,545,412.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,200.	0.		1,200.
c Other professional fees					
17 Interest					
18 Taxes		45.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		20.	0.		20.
24 Total operating and administrative expenses. Add lines 13 through 23		1,265.	0.		1,220.
25 Contributions, gifts, grants paid		30,000.			30,000.
26 Total expenses and disbursements. Add lines 24 and 25		31,265.	0.		31,220.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,859,181.			
b Net investment income (if negative, enter -0-)			1,545,412.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

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J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		3,332.	89,149.	89,149.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		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 STMT 6	0.	254,496.	273,128.	
	b	Investments - corporate stock STMT 7	30,709.	1,356,702.	1,425,361.	
	c	Investments - corporate bonds STMT 8	29,668.	939,656.	934,206.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9	0.	282,887.	273,566.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		63,709.	2,922,890.	2,995,410.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	63,709.	2,922,890.		
30	Total net assets or fund balances	63,709.	2,922,890.			
31	Total liabilities and net assets/fund balances	63,709.	2,922,890.			

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	63,709.
2	Enter amount from Part I, line 27a	2	2,859,181.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,922,890.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,922,890.

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 PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS			
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 2,867,073.		1,408,733.	1,458,340.
b 43,174.			43,174.
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			1,458,340.
b			43,174.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,501,514.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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))
2010	1,160.	74,887.	.015490
2009	9,473.	69,136.	.137020
2008	0.	640.	.000000
2007			
2006			

2 Total of line 1, column (d)	2	.152510
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	.050837
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,042,363.
5 Multiply line 4 by line 3	5	103,828.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,454.
7 Add lines 5 and 6	7	119,282.
8 Enter qualifying distributions from Part XII, line 4	8	31,220.

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.

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FAMILY FOUNDATION

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

<p>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)</p> <p>b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b</p> <p>c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p>2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>3 Add lines 1 and 2</p> <p>4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p>5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-</p> <p>6 Credits/Payments:</p> <table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">a 2011 estimated tax payments and 2010 overpayment credited to 2011</td> <td style="width:10%;">6a</td> <td style="width:40%;"></td> </tr> <tr> <td>b Exempt foreign organizations - tax withheld at source</td> <td>6b</td> <td></td> </tr> <tr> <td>c Tax paid with application for extension of time to file (Form 8868)</td> <td>6c</td> <td></td> </tr> <tr> <td>d Backup withholding erroneously withheld</td> <td>6d</td> <td></td> </tr> </table> <p>7 Total credits and payments. Add lines 6a through 6d</p> <p>8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p>9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</p> <p>10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid</p> <p>11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/></p>	a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		b Exempt foreign organizations - tax withheld at source	6b		c Tax paid with application for extension of time to file (Form 8868)	6c		d Backup withholding erroneously withheld	6d		<table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:5%; text-align: center;">1</td><td style="width:95%; text-align: right;">30,908.</td></tr> <tr><td style="text-align: center;">2</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">3</td><td style="text-align: right;">30,908.</td></tr> <tr><td style="text-align: center;">4</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">5</td><td style="text-align: right;">30,908.</td></tr> <tr><td style="text-align: center;">7</td><td style="text-align: right;">0.</td></tr> <tr><td style="text-align: center;">8</td><td style="text-align: right;">1.</td></tr> <tr><td style="text-align: center;">9</td><td style="text-align: right;">30,909.</td></tr> <tr><td style="text-align: center;">10</td><td></td></tr> <tr><td style="text-align: center;">11</td><td></td></tr> </table>	1	30,908.	2	0.	3	30,908.	4	0.	5	30,908.	7	0.	8	1.	9	30,909.	10		11	
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a																																
b Exempt foreign organizations - tax withheld at source	6b																																
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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		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
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	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

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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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SUSAN B. CUGLIARI</u> Telephone no. ► <u>772-231-0950</u> Located at ► <u>1250 W. SOUTHWINDS BLVD #116, VERO BEACH, FL</u> ZIP+4 ► <u>32963</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
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 2011?	1c	X
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) N/A	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. ► _____, _____, _____		
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 2011 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 2011.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

☒

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
J. ADDISON BARTUSH	TRUSTEE			
1250 W. SOUTHWINDS BLVD #116				
VERO BEACH, FL 32963	0.00	0.	0.	0.
SUSAN B. CUGLIARI	TRUSTEE			
1250 W. SOUTHWINDS BLVD #116				
VERO BEACH, FL 32963	0.00	0.	0.	0.
JOSEPH A. BARTUSH	TRUSTEE			
1250 W. SOUTHWINDS BLVD #116				
VERO BEACH, FL 32963	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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

0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

0.

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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	2,007,145.
b	Average of monthly cash balances	1b	66,320.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,073,465.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,073,465.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,102.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,042,363.
6	Minimum investment return. Enter 5% of line 5	6	102,118.

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	102,118.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	30,908.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	30,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	71,210.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	71,210.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	71,210.

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	31,220.
b	Program-related investments - total from Part IX-B	1b	0.
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	31,220.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,220.

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.

**J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION**

Form 990-PF (2011)

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				71,210.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009	3,560.			
e From 2010				
f Total of lines 3a through e	3,560.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	31,220.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				31,220.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,560.			3,560.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				36,430.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b 85% of line 2a**

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- a "Assets" alternative test - enter:

- (1) Value of all assets

- 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(i)(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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

- a The name, address, and telephone number of the person to whom applications should be addressed:**

- b The form in which applications should be submitted and information and materials they should include:**

- c Any submission deadlines:**

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

J. ADDISON BARTUSH AND MARION M. BARTUSH

Form 990-PF (2011)

FAMILY FOUNDATION

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
TOP DOG RESCUE GROUP PO BOX 99313 TROY, MI 48099	NONE	PUBLIC CHARITY	GENERAL USE	5,000.
ST. PAUL ON THE LAKE 157 LAKESHORE RD GROSSE POINTE FARMS, MI 48236	NONE	PUBLIC CHARITY	GENERAL USE	25,000.
Total			3a	30,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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			14	43,898.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	-206,191.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		-162,293.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	-162,293.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- | b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |

**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.

Signature of officer or trustee

Date _____

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN	
------	--

ANDREA B. THURN

Andrea Thum CFA

3/27/12

P01326005

Firm's name ► **MORGAN, JACOBY, THURN, BOYLE & ASSOC P.**

Firm's EIN ▶ **65-0761640**

Firm's address ► 700 20TH ST
VERO BEACH, FL 32960

Phone no. (772) 562-4158

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION

Employer identification number

26-3509217

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION

Employer identification number

26-3509217

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARET BARTUSH 5813 SPRINGBROOK DRIVE TROY, MI 48098	\$ 2,048,816.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	JOSEPH A. BARTUSH 70510 GARDENIA COURT RANCHO MIRAGE, CA 92270	\$ 783,601.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	JOSEPH A. BARTUSH 70510 GARDENIA COURT RANCHO MIRAGE, CA 92270	\$ 220,322.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

**J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION**

26-3509217

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>PUBLICLY TRADED SECURITIES - SEE</u> <u>ATTACHED SCHEDULE</u>	\$ <u>2,048,816.</u>	<u>02/17/11</u>
<u>2</u>	<u>PUBLICLY TRADED SECURITIES - SEE</u> <u>ATTACHED SCHEDULE</u>	\$ <u>783,601.</u>	<u>11/14/11</u>
<u>3</u>	<u>NORTH CAROLINA INFRASTRUCTURE FIN CORP</u> <u>CTFS PARTN 5.0% DUE 05-01-2014</u>	\$ <u>220,322.</u>	<u>11/22/11</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

**J. ADDISON BARTUSH AND MARION M. BARTUSH
FAMILY FOUNDATION**

26-3509217

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Schedule B
Margaret Bartush Contribution

Date	Shares/PAR/Units	Description	FMV
2/17/2011	225	ADR BHP BILLITON LTD SPONSORED ADR	20,987
2/17/2011	900	AMERICAN EXPRESS CO COMMON STOCK	41,558
2/17/2011	750	AMGEN INC COMMON STOCK	39,585
2/17/2011	308	CHEVRON CORP COM	29,838
2/17/2011	1,350	CISCO SYSTEMS INC COMMON STOCK	25,205
2/17/2011	785	COCA COLA CO COM	50,244
2/17/2011	600	COMERICA INC. COMMON STOCK	23,529
2/17/2011	700	CONSOLIDATED EDISON INC COMMON STOCK	34,328
2/17/2011	1,300	EXXON MOBIL CORP COM	108,544
2/17/2011	4,800	GENERAL ELECTRIC CO	102,816
2/17/2011	2,400	HEWLETT PACKARD CO COM	116,472
2/17/2011	750	HOME DEPOT INC. COMMON STOCK	28,436
2/17/2011	1,000	INTEL CORP COM	21,860
2/17/2011	950	JOHNSON & JOHNSON COM	57,603
2/17/2011	300	KIMBERLY-CLARK CORP. COMMON STOCK	19,547
2/17/2011	300	MEDCO HEALTH SOLUTIONS INC COM	18,986
2/17/2011	287	MOTOROLA MOBILITY HLDGS INC COM	8,459
2/17/2011	328	MOTOROLA SOLUTIONS INC	12,710
2/17/2011	5,200	ORACLE CORPORATION COM	171,509
2/17/2011	300	PEPSICO INC COM	19,194
2/17/2011	500	PRAXAIR INC COMMON STOCK	48,808
2/17/2011	700	PROCTER & GAMBLE COM NPV	44,727
2/17/2011	1,200	TARGET CORP COM STK	64,206
2/17/2011	125	UNITED PARCEL SVC INC CL B	9,473
2/17/2011	600	UNITED TECHNOLOGIES CORP COM	50,763
2/17/2011	800	WELLS FARGO & CO NEW COM STK	26,408
2/17/2011	50,000	WISCONSIN ST 5 0% DUE 05-01-2012	52,679
2/17/2011	222	3M CO COM	20,535
2/17/2011	6,549	MFB NORTHERN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD	119,315
2/17/2011	8,439	MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD	187,335
2/17/2011	46,117	MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND	473,161
		Total	<u>2,048,816</u>

Schedule B

Joseph Bartush Contribution

Date	Shares/PAR/Units	Description	FMV
11/14/2011	800	ADOBE SYS INC COM	22,760
11/14/2011	332	AIR PRODUCTS AND CHEMICALS INC. COMMON STOCK	28,381
11/14/2011	585	COCA COLA CO COM	39,602
11/14/2011	750	CONSOLIDATED EDISON INC COMMON STOCK	43,988
11/14/2011	346	DIRECTV COM CL A COM CL A	15,845
11/14/2011	300	DTE ENERGY CO COMMON STOCK	15,552
11/14/2011	100	DU PONT E I DE NEMOURS & CO COM STK .	4,831
11/14/2011	1,200	EMERSON ELECTRIC CO COM	61,350
11/14/2011	400	EXPRESS SCRIPTS INC COM	18,928
11/14/2011	450	H J HEINZ	24,057
11/14/2011	800	HEWLETT PACKARD CO COM	21,924
11/14/2011	1,672	JOHNSON & JOHNSON COM	108,663
11/14/2011	1,322	MERCK & CO INC NEW COM	46,838
11/14/2011	600	PHILIP MORRIS INTL COM STK NPV	42,759
11/14/2011	380	PROCTER & GAMBLE COM NPV	24,029
11/14/2011	500	STARBUCKS CORP COM	21,999
11/14/2011	1,200	TARGET CORP COM STK	63,216
11/14/2011	150	TE CONNECTIVITY LTD	5,188
11/14/2011	2,258	VERIZON COMMUNICATIONS COM	83,727
11/14/2011	1,000	WALT DISNEY CO	36,150
11/14/2011	500	YUM BRANDS INC COM	27,753
11/14/2011	500	ZIMMER HLDGS INC COM	26,063
	Total		<u>783,601</u>

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,867,073.	3,116,438.	0.	0.	-249,365.
CAPITAL GAINS DIVIDENDS FROM PART IV				43,174.
TOTAL TO FORM 990-PF, PART I, LINE 6A				-206,191.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	87,072.	43,174.	43,898.
TOTAL TO FM 990-PF, PART I, LN 4	87,072.	43,174.	43,898.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	0.		1,200.
TO FORM 990-PF, PG 1, LN 16B	1,200.	0.		1,200.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX ON INVESTMENT INCOME	45.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	45.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL FEE	20.	0.		20.	
TO FORM 990-PF, PG 1, LN 23	20.	0.		20.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED NORTHERN TRUST STATEMENT		X	254,496.	273,128.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			254,496.	273,128.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			254,496.	273,128.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED NORTHERN TRUST STATEMENT	1,356,702.	1,425,361.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,356,702.	1,425,361.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED NORTHERN TRUST STATEMENT	881,791.	875,861.
SEE ATTACHED NORTHERN TRUST STATEMENT	57,865.	58,345.
TOTAL TO FORM 990-PF, PART II, LINE 10C	939,656.	934,206.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED NORTHERN TRUST STATEMENT	COST	86,992.	81,348.
SEE ATTACHED NORTHERN TRUST STATEMENT	COST	195,895.	192,218.
TOTAL TO FORM 990-PF, PART II, LINE 13		282,887.	273,566.



Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details

Equity Securities - Large Cap									
	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	\$56.230	155.00	\$8,715.65	\$7,782.69	\$932.96		\$297.60	3.4%	0.6%
ALTEA CORP COM (ALTR)	37.100	205.00	7,605.50	8,292.49	(686.99)		65.60	0.9%	0.5%
AMAZON COM INC COM (AMZN)	173.100	80.00	13,848.00	15,696.53	(1,848.53)				1.0%
AMERICAN EXPRESS CO., COMMON STOCK, \$40PAR (AXP)	47.170	330.00	15,566.10	9,958.35	5,607.75		237.60	1.5%	1.1%
APPLE INC COM STK (AAPL)	405.000	83.00	33,615.00	30,285.53	3,329.47				2.4%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	35.240	495.00	17,443.80	14,986.42	2,457.38		673.20	3.9%	1.2%
CHEVRON CORP COM (CVX)	106.400	209.00	22,237.60	9,625.58	12,612.02		677.16	3.0%	1.6%
CITRIX SYS INC COMMON STOCK (CTXS)	60.720	209.00	12,690.48	14,896.28	(2,205.80)				0.9%
COCA COLA CO COM (KO)	69.970	265.00	18,542.05	14,179.45	4,362.60		498.20	2.7%	1.3%
CONOCOPHILLIPS COM (COP)	72.870	145.00	10,566.15	10,992.48	(426.33)		382.80	3.6%	0.7%
COSTCO WHOLESALE CORP NEW COM (COST)	83.320	195.00	16,247.40	14,841.53	1,405.87		187.20	1.2%	1.1%
COVIDIEN PLC USD0.20(POST CONSOLIDATION) (COV)	45.010	215.00	9,677.15	10,785.99	(1,108.84)		193.50	2.0%	0.7%
DANAHER CORP, COMMON STOCK \$01 PAR (DHR)	47.040	455.00	21,403.20	22,706.37	(1,303.17)	11.37	45.50	0.2%	1.5%
DOMINION RES INC VA NEW COM (D)	53.080	285.00	15,127.80	13,362.24	1,765.56		561.45	3.7%	1.1%

Continued on next page.



Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
DU PONT E I DE NEMOURS & CO COM STK (DD)	45.780	355.00	16,251.90	15,645.85	606.05		582.20	3.6%	1.1%
EATON CORP., COMMON STOCK, \$.50 PAR (ETN)	43.530	255.00	11,100.15	12,753.42	(1,653.27)		346.80	3.1%	0.8%
EMC CORP COM (EMC)	21.540	700.00	15,078.00	18,011.98	(2,933.98)				1.1%
EXXON MOBIL CORP COM (XOM)	84.760	30.00	2,542.80	2,219.26	323.54		56.40	2.2%	0.2%
EXXON MOBIL CORP COM (XOM)	84.760	305.00	25,851.80	10,270.84	15,580.96		573.40	2.2%	1.8%
FRANKLIN RES INC., COMMON STOCK, (BEN)	96.060	133.00	12,775.98	15,342.89	(2,566.91)		143.64	1.1%	0.9%
GENERAL ELECTRIC CO (GE)	17.910	740.00	13,253.40	5,929.71	7,323.69	125.80	503.20	3.8%	0.9%
GOOGLE INC CL A (GOOG)	645.900	28.00	18,085.20	16,460.22	1,624.98				1.3%
GRAINGER, W. W., INC., COMMON STOCK, \$1 PAR (GWW)	187.190	58.00	10,857.02	8,677.12	2,179.90		153.12	1.4%	0.8%
H J HEINZ (HJNZ)	54.040	240.00	12,969.60	10,749.57	2,220.03	115.20	460.80	3.6%	0.9%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	183.880	141.00	25,927.08	24,099.94	1,827.14		423.00	1.6%	1.8%
JOHNSON & JOHNSON COM USD1 (JNJ)	65.580	112.00	7,344.96	1,772.58	5,572.38		255.36	3.5%	0.5%
JOHNSON CONTROLS INC., COMMON STOCK \$2.50 PAR (JCI)	31.260	310.00	9,690.60	11,523.82	(1,833.22)	55.80	223.20	2.3%	0.7%
JPMORGAN CHASE & CO COM (JPM)	33.250	475.00	15,793.75	19,245.72	(3,451.97)		475.00	3.0%	1.1%
MC DONALDS CORP., COMMON STOCK, NO PAR (MCD)	100.330	130.00	13,042.90	11,469.68	1,573.22		364.00	2.8%	0.9%
MCKESSON CORP (MCK)	77.910	215.00	16,750.65	17,218.37	(467.72)	40.00	172.00	1.0%	1.2%

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Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-9128
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
NATIONAL OILWELL VARCO COM STK (NOV)	67.990	205.00	13,937.95	15,696.42	(1,758.47)		98.40	0.7%	1.0%
NIKE INC CL B INKE	96.370	98.00	9,444.26	8,091.39	1,352.87	33.48	141.12	1.5%	0.7%
NOBLE ENERGY INC COM (NBL)	94.390	95.00	8,967.05	9,065.59	(98.54)		83.60	0.9%	0.6%
NORFOLK SOUTHN CORP COM (NSC)	72.860	210.00	15,300.60	14,565.59	735.01		361.20	2.4%	1.1%
OMNICOM GROUP INC., COMMON STOCK \$.50 PAR (OMC)	44.580	280.00	12,482.40	12,783.26	(300.86)	70.00	280.00	2.2%	0.9%
ORACLE CORPORATION COM (ORCL)	25.650	640.00	16,416.00	8,669.66	7,746.34		128.00	0.8%	1.2%
PRECISION CASTPARTS CORP COM (PCP)	164.790	47.00	7,745.13	7,859.93	(114.80)	1.41	5.64	0.1%	0.5%
PROCTER & GAMBLE COM NPV (PG)	66.710	270.00	18,011.70	4,950.72	13,060.98		567.00	3.1%	1.3%
QUALCOMM INC COM (QCOM)	54.700	310.00	16,957.00	16,637.19	319.81		266.60	1.6%	1.2%
SALESFORCE COM INC COM STK (CRM)	101.460	110.00	11,160.60	14,195.39	(3,034.79)				0.8%
SCHLUMBERGER LTD COM COM (SLB)	68.310	149.00	10,178.19	12,584.60	(2,406.41)	34.75	149.00	1.5%	0.7%
SIMON PROPERTY GROUP INC COM (SPG)	128.940	142.00	18,309.48	15,918.27	2,391.21		511.20	2.8%	1.3%
SPECTRA ENERGY CORP COM STK (SE)	30.750	685.00	21,063.75	18,830.81	2,232.94		767.20	3.6%	1.5%
TRAVELERS COS INC COM STK (TRV)	59.170	155.00	9,171.35	8,778.74	392.61		254.20	2.8%	0.6%
UNITED TECHNOLOGIES CORP COM (UTX)	73.090	125.00	9,136.25	6,344.24	2,792.01		240.00	2.6%	0.6%
UNITEDHEALTH GROUP INC COM (UNH)	50.680	350.00	17,738.00	15,970.16	1,767.84		227.50	1.3%	1.2%
US BANCORP (USB)	27.050	510.00	13,795.50	13,345.54	449.96	63.75	255.00	1.8%	1.0%
V. F. CORP., COMMON STOCK, NO PAR (VFC)	126.990	145.00	18,413.55	16,820.35	1,593.20		417.60	2.3%	1.3%

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Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
VERIZON COMMUNICATIONS COM (VZ)	40.120	223.00	8,946.76	6,130.30	2,816.46		446.00	5.0%	0.6%
WAL-MART STORES, INC. COMMON STOCK \$.10 PAR (WMT)	59.760	150.00	8,964.00	8,086.70	877.30	54.75	219.00	2.4%	0.6%
WALT DISNEY CO (DIS)	37.500	270.00	10,125.00	8,405.37	1,719.63	162.00	162.00	1.6%	0.7%
WELLS FARGO & CO NEW COM STK (WFC)	27.560	585.00	16,122.60	9,973.76	6,148.84		280.80	1.7%	1.1%
WHOLE FOODS MKT INC COM (WFM)	69.580	240.00	16,699.20	15,567.33	1,131.87		24.00	0.1%	1.2%
Total Large Cap			\$759,687.99	\$669,054.21	\$90,633.78	\$768.31	\$14,436.99	1.9%	53.3%
Equity Securities - Mid Cap									
AUTODESK INC., COMMON STOCK (ADSK)	\$30.330	200.00	\$6,066.00	\$7,698.93	(\$1,632.93)				0.4%
MFB NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	10.920	6,990.25	76,333.53	82,844.86	(6,511.33)		104.85	0.1%	5.4%
PRINCIPAL FINL GROUP INC COM STK (PFG)	24.600	450.00	11,070.00	12,842.06	(1,772.06)		315.00	2.8%	0.8%
Total Mid Cap			\$93,469.53	\$103,385.85	(\$9,916.32)		\$419.85	0.4%	6.6%
Equity Securities - Small Cap									
MFB NORTHERN FUNDS SMALL CAP CORE FUND (NSGRX)	\$14.180	2,735.37	\$38,787.54	\$40,545.35	(\$1,757.81)		\$245.12	0.6%	2.7%
MFB NORTHERN MULTI-MANAGER SMALL CAP FUND (NMMSX)	8.760	4,317.69	37,822.96	43,227.18	(5,404.22)				2.7%
Total Small Cap			\$76,610.50	\$83,772.53	(\$7,162.03)		\$245.12	0.3%	5.4%

Continued on next page.



Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Developed									
BHP BILLITON LTD SPONSORED ADR (BHP)	\$70.630	140.00	\$9,888.20	\$10,580.14	(\$691.94)		\$229.60	2.3%	0.7%
Total Australia - USD			\$9,888.20	\$10,580.14	(\$691.94)		\$229.60	2.3%	0.7%
MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMHFX)	8.270	33,518.62	277,198.98	288,478.83	(11,279.85)		5,329.46	1.9%	19.5%
Total International Region - USD			\$277,198.98	\$288,478.83	(\$11,279.85)		\$5,329.46	1.9%	19.5%
NOVARTIS AG (NVS)	57.170	205.00	11,719.85	11,345.42	374.43		411.03	3.5%	0.8%
Total Switzerland - USD			\$11,719.85	\$11,345.42	\$374.43		\$411.03	3.5%	0.8%
Total International Developed			\$288,807.03	\$310,404.39	(\$11,597.36)		\$5,770.09	2.0%	21.0%
Equity Securities - International Emerging									
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD (NMMEFX)	\$16.210	12,092.37	\$196,017.31	\$188,971.39	\$7,045.92		\$2,515.21	1.3%	13.8%
Total Emerging Markets Region - USD			\$196,017.31	\$188,971.39	\$7,045.92		\$2,515.21	1.3%	13.8%
Total International Emerging			\$196,017.31	\$188,971.39	\$7,045.92		\$2,515.21	1.3%	13.8%
Total Equity Securities			\$1,424,592.36	\$1,355,588.37	\$69,003.99	\$768.31	\$23,587.26	1.7%	100.0%

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Northern Trust

Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
Funds									
MFB NORTHERN FUNDS FIXED INCOME FD (NOFIX)	\$10.430	47,440.33	\$494,802.64	\$489,557.29	\$5,245.35		\$13,283.29	2.7%	41.1%
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFIX)	7.040	54,127.67	381,058.79	392,233.60	(11,174.81)		28,525.28	7.5%	31.6%
Total Corporate/ Government			\$875,861.43	\$881,790.89	(\$5,929.46)		\$41,808.57	4.8%	72.7%
Fixed Income Securities - Municipal Issues									
2012									
WISCONSIN ST 5.0% DUE 05-01-2012 BEO	\$101.622	50,000.00 Aa2	\$50,811.00	\$50,409.42	\$401.58		\$2,500.00	4.9% 0.2%	4.2%
2014									
NORTH CAROLINA INFRASTRUCTURE FIN CORP CHS PARTN 5.0% DUE 05-01-2014 BEO	110.117	200,000.00 Aa1	220,234.00	204,086.89	16,147.11		10,000.00	4.5% 0.6%	18.3%
Total Municipal Issues			\$271,045.00	\$254,496.31	\$16,548.69		\$12,500.00	4.6%	22.5%
Fixed Income Securities - Other Bonds									
Funds									
MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (TDTF)	\$25.060	1,154.00	\$28,919.24	\$28,838.99	\$80.25		\$156.94	0.5%	2.4%
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD IBOXX 5 YR TARGET DURATION TIPS INDEX FD (TDTF)	25.300	1,161.00	29,373.30	29,025.64	347.66		238.01	0.8%	2.4%

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Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Other Bonds			\$58,292.54	\$57,864.63	\$427.91	\$51.76	\$394.95	0.7%	4.8%
Total Fixed Income Securities			\$1,205,198.97	\$1,194,151.83	\$11,047.14	\$2,135.28	\$54,703.52	4.5%	100.0%

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
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Real Estate - Real Estate Funds

MFB NORTHERN FDS MULTI-MANAGER GLOBAL REAL ESTATE FD (NMMGX)	\$15.350	5,299.52	\$81,347.63	\$86,992.10	(\$5,644.47)		\$1,086.40	1.3%	100.0%
Total Global Region - USD			\$81,347.63	\$86,992.10	(\$5,644.47)		\$1,086.40	1.3%	100.0%
Total Real Estate Funds			\$81,347.63	\$86,992.10	(\$5,644.47)		\$1,086.40	1.3%	100.0%
Total Real Estate			\$81,347.63	\$86,992.10	(\$5,644.47)		\$1,086.40	1.3%	100.0%

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
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Commodities - Commodities

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	\$33.000	799.00	\$26,367.00	\$25,727.75	\$639.25	\$70.60			13.7%
MFC SPDR GOLD TR GOLD SHS (GLD)	151.990	957.00	145,454.43	142,312.53	3,141.90				75.7%
Total Global Region - USD			\$171,821.43	\$168,040.28	\$3,781.15	\$70.60	\$0.00	0.0%	89.4%

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Account Statement

January 1, 2011 - December 31, 2011

Account Number 23-91280
BARTUSH FAMILY FOUNDATION

Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Funds									
MFO PIMCO FDS PAC INVT MGMT SER	6.540	3,108.00	20,326.32	27,854.37	(7,528.05)		6,191.14	30.5%	10.6%
COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)									
Total Commodities			\$192,147.75	\$195,894.65	(\$3,746.90)	\$70.60	\$6,191.14	3.2%	100.0%
Total Commodities			\$192,147.75	\$195,894.65	(\$3,746.90)	\$70.60	\$6,191.14	3.2%	100.0%