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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

2011

For calendar year 2011 or tax year beginning JUN 1, 2011, and ending MAY 31, 2012

Name of foundation
**MUSHETT FAMILY FOUNDATION, INC.
C/O PGB TRUST & INVESTMENTS**

Number and street (or P.O. box number if mail is not delivered to street address)
PO BOX 7037

City or town, state, and ZIP code
BEDMINSTER, NJ 07921-7037

Room/suite

A Employer identification number
22-3614593

B Telephone number
(908) 879-4699

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **10,454,639.**

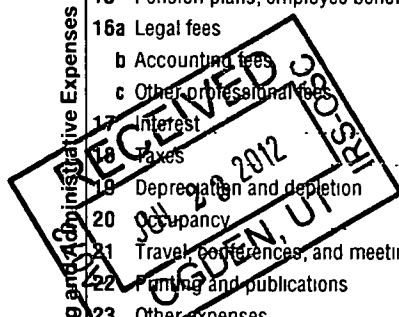
J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (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 | | | N/A | |
| 2 | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 | Interest on savings and temporary cash investments | 13,974. | 13,974. | | Statement 1 |
| 4 | Dividends and interest from securities | 285,003. | 285,003. | | Statement 2 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | <324,337.> | | | |
| b | Gross sales price for all assets on line 6a | 2,064,181. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 0. | | |
| 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 | <25,360.> | 298,977. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 87,000. | 43,500. | | 43,500. |
| 14 | Other employee salaries and wages | 25,474. | 12,737. | | 12,737. |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees | | | | |
| b | Accounting fees | | | | |
| c | Other professional fees | | | | |
| 17 | Interest | 42,097. | 41,947. | | 150. |
| 18 | Taxes | 21,638. | 5,847. | | 4,318. |
| 19 | Depreciation and depletion | 506. | 506. | | |
| 20 | Occupancy | 23,038. | 11,519. | | 11,519. |
| 21 | Travel, conferences, and meetings | 1,902. | 951. | | 951. |
| 22 | Printing and publications | | | | |
| 23 | Other expenses | 16,179. | 7,337. | | 8,842. |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 217,834. | 124,344. | | 82,017. |
| 25 | Contributions, gifts, grants paid | 423,800. | | | 423,800. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 641,634. | 124,344. | | 505,817. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | Excess of revenue over expenses and disbursements | <666,994.> | | | |
| b | Net investment income (if negative, enter -0-) | | 174,633. | | |
| c | Adjusted net income (if negative, enter -0-) | | | N/A | |

SCANNED JUL 25 2012

Operating and Administrative Expenses



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JB

MUSHETT FAMILY FOUNDATION, INC.

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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 | | | | |
| | 2 | Savings and temporary cash investments | | 1,897,217. | 2,175,986. | 2,175,986. |
| | 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 | 503,450. | 0. | 0. | |
| | b | Investments - corporate stock Stmt 7 | 6,575,500. | 6,341,611. | 7,477,083. | |
| | c | Investments - corporate bonds Stmt 8 | 947,459. | 741,929. | 742,513. | |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | | | |
| | Less: accumulated depreciation ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other Stmt 9 | 50,000. | 50,000. | 52,316. | | |
| 14 | Land, buildings, and equipment basis ▶ 2,913. | | | | | |
| | Less: accumulated depreciation Stmt 10 ▶ 2,732. | 686. | 181. | 181. | | |
| 15 | Other assets (describe ▶ Statement 11) | 9,106. | 6,560. | 6,560. | | |
| 16 | Total assets (to be completed by all filers) | 9,983,418. | 9,316,267. | 10,454,639. | | |
| 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 ▶ Statement 12) | 1,351. | 1,194. | | |
| 23 | Total liabilities (add lines 17 through 22) | 1,351. | 1,194. | | | |
| Net Assets or Fund Balances | | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | 9,982,067. | 9,315,073. | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 | Total net assets or fund balances | 9,982,067. | 9,315,073. | | | |
| 31 | Total liabilities and net assets/fund balances | 9,983,418. | 9,316,267. | | | |

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 | 9,982,067. |
| 2 | Enter amount from Part I, line 27a | 2 | <666,994.> |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 9,315,073. |
| 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 | 9,315,073. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a SEE ATTACHMENT FOR SALES ACTIVITY | P | | |
| 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 2,063,543. | | 2,388,518. | <324,975.> |
| b 638. | | | 638. |
| c | | | |
| d | | | |
| e | | | |

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|------------------------|--------------------------------------|---|---|
| a | | | <324,975.> |
| b | | | 638. |
| 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 | <324,337.> |
| 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 | 498,499. | 10,300,723. | .048395 |
| 2009 | 531,862. | 10,051,646. | .052913 |
| 2008 | 668,617. | 10,704,806. | .062460 |
| 2007 | 660,804. | 13,551,919. | .048761 |
| 2006 | 561,470. | 13,618,118. | .041230 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | .253759 |
| 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 | .050752 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 10,528,355. |
| 5 Multiply line 4 by line 3 | 5 | 534,335. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 1,746. |
| 7 Add lines 5 and 6 | 7 | 536,081. |
| 8 Enter qualifying distributions from Part XII, line 4 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 | 8 | 505,817. |

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

| | | | |
|--|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 3,493. |
| 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 | | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 3 | 3,493. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 3,493. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a | 7,320. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 7,320. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 6. | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 3,821. | |
| 11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | 0. | |

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? | | X |
| 1b 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. | | X |
| 1c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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 | | 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 | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | 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? | 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. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ | | |
| 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 | 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 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | 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 ► N/A | 13 | X | |
| 14 | The books are in care of ► PEAPACK-GLADSTONE BANK Telephone no ► (908) 719-3304 Located at ► 500 HILLS DRIVE STE 300, BEDMINSTER, NJ ZIP+4 ► 07921 | | | |
| 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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/> | 1b | X |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► | | |
| 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 |

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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 |
|--|---|---|---|---------------------------------------|
| HENRY J DAALEMAN 1 YOUNG COURT CHESTER, NJ 07930 | PRESIDENT/TREASURER 20.00 | 60,000. | 0. | 0. |
| MARK DAALEMAN 836 KIMBALL AVE WESTFIELD, NJ 07090 | VICE PRESIDENT/SECRETARY 5.00 | 15,000. | 0. | 0. |
| SISTER MARY ELEANOR THORNTON 104-84 111TH ST RICHMOND HILL, NY 11419 | TRUSTEE 2.00 | 6,000. | 0. | 0. |
| JAMES MORGAN MD 653 UPPER MOUNTAIN AVE UPPER MONTCLAIR, NJ 07043 | TRUSTEE 2.00 | 6,000. | 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

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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. |

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 | 8,440,444. |
| b | Average of monthly cash balances | 1b | 2,241,036. |
| c | Fair market value of all other assets | 1c | 7,205. |
| d | Total (add lines 1a, b, and c) | 1d | 10,688,685. |
| 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 | 10,688,685. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 160,330. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 10,528,355. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 526,418. |

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 | 526,418. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 3,493. |
| b | Income tax for 2011 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 3,493. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 522,925. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 522,925. |
| 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 | 522,925. |

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 | 505,817. |
| 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 | 505,817. |
| 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 | 505,817. |

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.

Form 990-PF (2011)

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 | | | | 522,925. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | 423,755. | |
| 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 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 505,817. | | | | |
| a Applied to 2010, but not more than line 2a | | | 423,755. | |
| 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 | | | | 82,062. |
| 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)) | 0. | | | 0. |
| 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 | | | | 440,863. |
| 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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities | | | | | |
| Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon. | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the 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

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

Part XV

Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| CATHOLIC MEDICAL MISSION BOARD 10 WEST 17TH ST NEW YORK, NY 100115765 | N/A | PUBLIC | GENERAL OPERATING | 10,000. |
| COMMUNITY FOODBANK OF NEW JERSEY 31 EVANS TERMINAL ROAD HILLSIDE, NJ 07205 | N/A | PUBLIC | GENERAL OPERATING | 20,000. |
| DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001 | N/A | PUBLIC | GENERAL OPERATING | 12,500. |
| EDISON WETLANDS ASSOCIATION 206 TYLER ROAD EDISON, NJ 08820 | N/A | PUBLIC | GENERAL OPERATING | 60,000. |
| ELIZABETH COALITION FOR THE HOMELESS 118 DIVISION ST ELIZABETH, NJ 07201 | N/A | PUBLIC | GENERAL OPERATING | 10,000. |
| Total | See continuation sheet(s) | | | 423,800. |
| b Approved for future payment | | | | |
| None | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

[illegible]

MUSHETT FAMILY FOUNDATION, INC.
C/O PGB TRUST & INVESTMENTS

22-3614593

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|--|--|--------------------------------------|-------------------------------------|----------|
| INTERFAITH FOOD PANTRY 540A WEST HANOVER AVE MORRISTOWN, NJ 07960 | N/A | PUBLIC | GENERAL OPERATING | 9,500. |
| MEMORIAL SLOAN KETTERING CANCER CENTER 633 3RD AVENUE, 28TH FLOOR NEW YORK, NY 10017 | N/A | PUBLIC | GENERAL OPERATING | 150,000. |
| NEW JERSEY REGIONAL COALITION 900 HADDON AVE., SUITE 410 COLLINGSWOOD, NJ 08108 | N/A | PUBLIC | GENERAL OPERATING | 3,000. |
| NEW YORK ACADEMY OF SCIENCE 7 WORLD TRADE CENTER, 250 GREENWICH ST, 40TH FL NEW YORK, NY 10027 | N/A | PUBLIC | GENERAL OPERATING | 70,000. |
| NY/NJ BAYKEEPER 52 WEST FRONT STREET KEYPORT, NJ 07735 | N/A | PUBLIC | GENERAL OPERATING | 6,000. |
| PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FL BOSTON, MA 02215 | N/A | PUBLIC | GENERAL OPERATING | 12,500. |
| RAPHAEL'S LIFE HOUSE PO BOX 491 CRANFORD, NJ 07016 | N/A | PUBLIC | GENERAL OPERATING | 5,000. |
| ST JOSEPH SOCIAL SERVICE CENTER 118 DIVISION ST ELIZABETH, NJ 07201 | N/A | PUBLIC | GENERAL OPERATING | 10,000. |
| STREETLIGHT MISSION PO BOX 843 ELIZABETH, NJ 07207 | N/A | PUBLIC | GENERAL OPERATING | 10,000. |
| THE LAMP FOUNDATION INC PO BOX 39703 PHILADELPHIA, PA 19106 | N/A | PUBLIC | GENERAL OPERATING | 15,000. |
| Total from continuation sheets | | | | 311,300. |

22-3614593

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|--------------------------|---------------|--------|------|---------|--------------------------|------------|----------------------|------------------------|--------------------------|-----------------|------------------------|
| 1 | COMPUTER | 030207 | SL | 5.00 | 16 | 1,481. | | | 1,481. | 1,258. | | 223. |
| 2 | PRINTER | 042607 | SL | 5.00 | 16 | 231. | | | 231. | 188. | | 43. |
| 3 | OFFICE EQUIPMENT | 022208 | SL | 5.00 | 16 | 1,201. | | | 1,201. | 780. | | 240. |
| | * Total 990-PF Pg 1 Depr | | | | | 2,913. | | 0. | 2,913. | 2,226. | 0. | 506. |

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

| Source | Amount |
|--|---------|
| INTEREST INCOME - HUDSON CITY SAVINGS | 5,416. |
| INTEREST INCOME - MET LIFE | 5,095. |
| INTEREST INCOME - NATIONWIDE | 1,063. |
| INTEREST INCOME - PACIFIC MERC. | 376. |
| INTEREST INCOME - PNC | 2,024. |
| Total to Form 990-PF, Part I, line 3, Column A | 13,974. |

Form 990-PF Dividends and Interest from Securities Statement 2

| Source | Gross Amount | Capital Gains Dividends | Column (A) Amount |
|--|--------------|----------------------------|----------------------|
| DIVIDEND INCOME - PEAPACK GLADSTONE | 211,261. | 638. | 210,623. |
| INTEREST INCOME - PEAPACK GLADSTONE | 74,380. | 0. | 74,380. |
| Total to Fm 990-PF, Part I, ln 4 | 285,641. | 638. | 285,003. |

Form 990-PF Other Professional Fees Statement 3

| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES | 41,797. | 41,797. | | 0. |
| OTHER PROFESSIONAL FEES | 300. | 150. | | 150. |
| To Form 990-PF, Pg 1, ln 16c | 42,097. | 41,947. | | 150. |

| Form 990-PF | Taxes | | | Statement | 4 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| PAYROLL TAXES | 8,635. | 4,317. | | 4,318. | |
| FOREIGN TAX WITHHELD | 1,530. | 1,530. | | 0. | |
| EXCISE TAXES | 11,473. | 0. | | 0. | |
| To Form 990-PF, Pg 1, ln 18 | 21,638. | 5,847. | | 4,318. | |

| Form 990-PF | Other Expenses | | | Statement | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| Description | (a) Expenses Per Books | (b) Net Invest- ment Income | (c) Adjusted Net Income | (d) Charitable Purposes | |
| INSURANCE | 578. | 289. | | 289. | |
| MISCELLANEOUS | 11,560. | 5,780. | | 5,780. | |
| TELEPHONE | 1,891. | 945. | | 946. | |
| OFFICE EXPENSES | 625. | 313. | | 312. | |
| DUES AND MEMBERSHIPS | 1,505. | 0. | | 1,505. | |
| SUBSCRIPTIONS | 20. | 10. | | 10. | |
| To Form 990-PF, Pg 1, ln 23 | 16,179. | 7,337. | | 8,842. | |

| 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 | |
| GOVERNMENT BONDS | X | | 0. | 0. | |
| Total U.S. Government Obligations | | | | | |
| Total State and Municipal Government Obligations | | | | | |
| Total to Form 990-PF, Part II, line 10a | | | 0. | 0. | |

| | | | |
|-------------|-----------------|-----------|---|
| Form 990-PF | Corporate Stock | Statement | 7 |
|-------------|-----------------|-----------|---|

| Description | Book Value | Fair Market Value |
|---|------------|-------------------|
| COMMON STOCKS | 6,040,294. | 7,167,094. |
| PREFERRED STOCKS | 301,317. | 309,989. |
| Total to Form 990-PF, Part II, line 10b | 6,341,611. | 7,477,083. |

| | | | |
|-------------|-----------------|-----------|---|
| Form 990-PF | Corporate Bonds | Statement | 8 |
|-------------|-----------------|-----------|---|

| Description | Book Value | Fair Market Value |
|---|------------|-------------------|
| CORPORATE BONDS | 741,929. | 742,513. |
| Total to Form 990-PF, Part II, line 10c | 741,929. | 742,513. |

| | | | |
|-------------|-------------------|-----------|---|
| Form 990-PF | Other Investments | Statement | 9 |
|-------------|-------------------|-----------|---|

| Description | Valuation Method | Book Value | Fair Market Value |
|--|------------------|------------|-------------------|
| MUTUAL FUNDS | COST | 50,000. | 52,316. |
| Total to Form 990-PF, Part II, line 13 | | 50,000. | 52,316. |

| | | | |
|-------------|--|-----------|----|
| Form 990-PF | Depreciation of Assets Not Held for Investment | Statement | 10 |
|-------------|--|-----------|----|

| Description | Cost or Other Basis | Accumulated Depreciation | Book Value |
|------------------------------------|---------------------|--------------------------|------------|
| COMPUTER | 1,481. | 1,481. | 0. |
| PRINTER | 231. | 231. | 0. |
| OFFICE EQUIPMENT | 1,201. | 1,020. | 181. |
| Total To Fm 990-PF, Part II, ln 14 | 2,913. | 2,732. | 181. |

| | | |
|-------------|--------------|--------------|
| Form 990-PF | Other Assets | Statement 11 |
|-------------|--------------|--------------|

| Description | Beginning of Yr Book Value | End of Year Book Value | Fair Market Value |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| SECURITY DEPOSIT | 6,560. | 6,560. | 6,560. |
| DUE FROM BROKER | 2,546. | 0. | 0. |
| To Form 990-PF, Part II, line 15 | 9,106. | 6,560. | 6,560. |

| | | |
|-------------|-------------------|--------------|
| Form 990-PF | Other Liabilities | Statement 12 |
|-------------|-------------------|--------------|

| Description | BOY Amount | EOY Amount |
|--|------------|------------|
| PAYROLL TAXES PAYABLE | 1,351. | 1,194. |
| Total to Form 990-PF, Part II, line 22 | 1,351. | 1,194. |

Mushett Family Foundation
Investments
FYE 5/31/12

EIN 22-3614593

| Shares/Par | Security | Cost | Value |
|-------------------------|----------------------------|------------|------------|
| <u>Preferred Stocks</u> | | | |
| 3000 | Allianz SE 8 375% | 75,536.10 | 78,468.00 |
| 2110 | JP Morgan Chase Cap 7 0% | 50,781 37 | 53,910 50 |
| 4000 | Prologis Trust 6.75% | 100,000 00 | 101,200 00 |
| 3000 | PS Business Parks Inc 6 7% | 75,000 00 | 76,410 00 |
| Total Preferred Stocks | | 301,317.47 | 309,988 50 |

**Mushett Family Foundation
Investments
FYE 5/31/12**

EIN 22-3614593

| Shares/Par | Security | Cost | Value |
|---------------------|--------------------|-----------|-----------|
| <u>Mutual Funds</u> | | | |
| 4725.9 | Vanguard GNMA Fund | 50,000 00 | 52,315.69 |

Mushett Family Foundation
Investments
FYE 5/31/12

EIN 22-3614593

| Shares/Par | Security | Cost | Value |
|------------------------|--|-------------------|-------------------|
| <u>Corporate Bonds</u> | | | |
| 125000 | General Electric Cap Corp 2.8% Due 1/08/2013 | 125,843.75 | 126,602.50 |
| 200000 | General Mills Inc 5 65% Due 9/10/2012 | 210,400 00 | 202,610.00 |
| 150000 | Goldman Sachs Group Inc 5.5% Due 11/15/2014 | 151,141.80 | 157,699 50 |
| 125000 | Merrill Lynch & Co 6.05% Due 5/16/2016 | 127,156 25 | 128,430 00 |
| 125000 | Morgan Stanley Med Term Note 6.0% Due 5/13/2014 | 127,387.50 | 127,171 25 |
| Total Corporate Bonds | | <u>741,929.30</u> | <u>742,513 25</u> |

Mushett Family Foundation
Investments
FYE 5/31/12

EIN 22-3614593

| Shares/Par | Security | Cost | Value |
|----------------------|-------------------------------|--------------|--------------|
| <u>Common stocks</u> | | | |
| 4600 | Abbott Labs | 211,498 80 | 284,234.00 |
| 2100 | Air Products & Chemicals Inc | 159,317 34 | 165,984.00 |
| 5800 | Alerian MLP ETF | 96,222 00 | 91,234 00 |
| 255 | Apple Inc | 94,961 48 | 147,321.15 |
| 7500 | AT&T Inc. | 224,925.00 | 256,275 00 |
| 3250 | Automatic Data Processing Inc | 126,001 20 | 169,487 50 |
| 2400 | Chevron Corporation | 131,242 84 | 235,944.00 |
| 4410 | Chubb Corp | 230,126 06 | 317,828 70 |
| 1500 | Costco Wholesale Corp | 50,160 00 | 129,585 00 |
| 2275 | CVS Caremark Corp | 95,867 36 | 102,238.50 |
| 4000 | Danaher Corp | 145,034.40 | 207,880 00 |
| 3000 | Du Pont E I Nemours & Co | 153,808 10 | 144,780 00 |
| 3470 | Ecolab Inc | 183,510 60 | 219,338.70 |
| 2685 | Exxonmobil Corp | 105,189.64 | 211,121.55 |
| 7500 | General Electric Corp | 236,739.29 | 143,175.00 |
| 4000 | Home Depot Inc | 164,655.60 | 197,360.00 |
| 3100 | Illinois Tool Works Inc. | 173,042.00 | 174,065.00 |
| 5125 | Intel Corp | 107,326.15 | 132,430.00 |
| 1550 | Intl Business Machines Corp | 206,951.78 | 298,995.00 |
| 7458 | Ishares MSCI Emerging Mkt | 324,455 48 | 281,166.60 |
| 2500 | Johnson & Johnson | 107,565.82 | 156,075.00 |
| 3800 | Lilly Eli & Co | 125,235.46 | 155,610.00 |
| 3500 | McDonalds Corp | 191,124.60 | 312,690.00 |
| 5000 | Merck & Co. | 286,343.08 | 187,900.00 |
| 8300 | Microsoft Corp | 248,060 00 | 242,277.00 |
| 2000 | Monsanto Co | 138,372 00 | 154,400 00 |
| 1500 | Nextera Energy Inc | 82,059 85 | 98,010 00 |
| 2500 | Pepsico Inc. | 165,110 80 | 169,625.00 |
| 6000 | Proctor & Gamble Co | 272,421.00 | 373,740 00 |
| 2350 | Schlumberger Ltd | 153,217.70 | 148,637 50 |
| 2725 | Southern Company | 110,253.23 | 125,104 75 |
| 5000 | Sysco Corp | 124,199.00 | 139,550.00 |
| 2000 | Target Corp. | 106,224.60 | 115,820 00 |
| 2000 | Teva Pharmaceuticals | 89,559.80 | 78,380 00 |
| 1825 | Total SA ADR | 95,734.83 | 78,602 75 |
| 1800 | Union Pacific Corp | 132,447.96 | 200,520.00 |
| 3000 | Vectron Corp | 73,695.40 | 87,960 00 |
| 1000 | V.F. Corp | 76,589.90 | 141,040.00 |
| 1200 | Visa Inc. CL A | 103,377 96 | 138,240.00 |
| 4700 | Waste Management Inc | 137,666 36 | 152,468.00 |
| Total Common Stocks | | 6,040,294 47 | 7,167,093.70 |

Mushett Family Foundation
EIN 22-3614593
Realized Gains and Losses
FYE 5/31/12

Attachment to form 990-PF
Part IV

| | Date of Purchase | Date of Sale | Cost | Proceeds | Gain/(Loss) |
|---------------------------------------|---------------------|-----------------|--------------|--------------|--------------|
| Motorola Securities Litigation | | 8/16/2011 | - | 16 22 | 16 22 |
| 1200 sh Research in Motion | | 8/26/2011 | 83,877 84 | 32,809 53 | (51,068.31) |
| 3300 sh Corning Inc | | 8/26/2011 | 208,880 00 | 47,587 72 | (161,292 28) |
| 1775 sh Petroleo Brasileiro SA | | 8/26/2011 | 78,365 72 | 48,992 08 | (29,373 64) |
| 1500 sh Northern Tr Corp. | | 8/26/2011 | 73,075 00 | 54,028 96 | (19,046 04) |
| 1750 sh Emerson Electric Co | | 8/30/2011 | 108,321 68 | 78,574 54 | (29,747.14) |
| 4000 sh Adobe Systems Inc | | 8/30/2011 | 84,931 40 | 95,280 16 | 10,348 76 |
| 3000 sh Johnson Controls Inc | | 10/4/2011 | 118,146 50 | 82,768 41 | (35,378 09) |
| 9000 sh Applied Materials | | 10/4/2011 | 178,944 00 | 95,938 14 | (83,005 86) |
| 2000 sh Walt Disney Co | | 10/19/2011 | 69,431 33 | 68,480 48 | (950.85) |
| 2750 sh Metlife Inc | | 10/19/2011 | 108,804 33 | 87,565 19 | (21,239 14) |
| 8200 sh El Paso Corp | | 10/25/2011 | 92,904 36 | 201,493 90 | 108,589 54 |
| 3750 sh JP Morgan Chase & Co | | 10/26/2011 | 153,931 30 | 126,150 95 | (27,780.35) |
| 200000 Pfizer Inc 4 45% Due 3/15/2012 | | 12/8/2011 | 205,530 00 | 202,115 32 | (3,414 68) |
| 500000 FHLMC 5 75% Due 1/15/12 | | 1/17/2012 | 503,450 00 | 500,000 00 | (3,450 00) |
| 2500 sh United Technologies Corp | | 1/17/2012 | 169,925 00 | 191,741 56 | 21,816 56 |
| 3000 sh AT&T 6 375% Pfd | | 2/15/2012 | 75,000 00 | 75,000 00 | - |
| 3000 sh Public Storage 6 625% Pfd | | 4/11/2012 | 75,000 00 | 75,000 00 | - |
| | | | | | - |
| | | | 2,388,518 46 | 2,063,543.16 | (324,975 30) |

Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No 1545-0976

(Worksheet)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) Form 990-PF
(Keep for your records. Do not send to the Internal Revenue Service.)

2012

| | | | |
|------------|--|------------|---------------|
| 1 | Unrelated business taxable income expected in the tax year | 1 | |
| 2 | Tax on the amount on line 1. See instructions for tax computation | 2 | |
| 3 | Alternative minimum tax (see instructions) | 3 | |
| 4 | Total Add lines 2 and 3 | 4 | |
| 5 | Estimated tax credits (see instructions) | 5 | |
| 6 | Subtract line 5 from line 4 | 6 | |
| 7 | Other taxes (see instructions) | 7 | |
| 8 | Total Add lines 6 and 7 | 8 | |
| 9 | Credit for federal tax paid on fuels (see instructions) | 9 | |
| 10a | Subtract line 9 from line 8 Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions | 10a | |
| b | Enter the tax shown on the 2011 return (see instructions) Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c | 10b | |
| c | 2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c | 10c | 3,821. |

Adjusted To

| | | (a) | (b) | (c) | (d) | |
|-----------|---|-----------|----------|----------|----------|----------|
| 11 | Installment due dates (see instructions) | 11 | 10/15/12 | 11/15/12 | 02/15/13 | 05/15/13 |
| 12 | Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions) | 12 | 880. | 880. | 880. | 880. |
| 13 | 2011 Overpayment (see instructions) | 13 | | | | |
| 14 | Payment due. (Subtract line 13 from line 12) | 14 | | | | |

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

Estimated Tax 3,821.
Overpayment Applied 3,821.
Amount Due 0.