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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 7/01 , 2011, and ending 6/30 , 2012

The Cush Family Foundation — (FORMER NAME)
~~aka~~ Cushman Foundation — (NEW NAME)
10620 Treena Street #110
San Diego, CA 92131

A Employer identification number 33-0643458

B Telephone number (see the instructions) 858-549-2874

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, column (c), line 16)* ► $ 8,391,883.

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) (see instructions))*		**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	1,029,990.			
	2 Ck ► ☐ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	11,794.	11,794.	11,794.	
	4 Dividends and interest from securities	207,077.	207,077.	207,077.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	364,123.			
	b Gross sales price for all assets on line 6a 5,035,986.				
	7 Capital gain net income (from Part IV, line 2)		364,123.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,612,984.	582,994.	218,871.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	256.			256.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	69,314.	69,314.	69,314.	69,314.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 3	24,348.	5,461.	5,461.	24,348.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	112.			112.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	94,030.	74,775.	74,775.	94,030.
	25 Contributions, gifts, grants paid Part XV	291,164.			291,164.
	26 **Total expenses and disbursements.** Add lines 24 and 25	385,194.	74,775.	74,775.	385,194.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,227,790.			
	b **Net investment income** (if negative, enter 0)		508,219.		
	c **Adjusted net income** (if negative, enter 0)			144,096.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	99,865.	580,722.	580,722.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 5	6,205,820.	6,952,753.	7,811,161.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	6,305,685.	7,533,475.	8,391,883.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	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 ► ☐ 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 ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	6,305,685.	7,533,475.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	6,305,685.	7,533,475.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,305,685.	7,533,475.	

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	6,305,685.
2	Enter amount from Part I, line 27a	2	1,227,790.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	7,533,475.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,533,475.

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 shares MLC Company)	**(b)** How acquired P — Purchase D — Donation	**(c)** Date acquired (month, day, year)	**(d)** Date sold (month, day, year)
1a	Net long-term gain--see schedule	P	Various	Various
b	Net short-term gain--see schedule	P	Various	Various
c	Basis overstatement on dispositions	P	Various	Various
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	2,591,534.		2,144,896.	446,638.
b	2,444,452.		2,449,986.	-5,534.
c			76,981.	-76,981.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of column (i) over column (j), if any	**(l)** Gains (Column (h) gain minus column (k), but not less than 0-) or Losses (from column (h))
a				446,638.
b				-5,534.
c				-76,981.
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**	364,123.
3	Net short term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	**3**	0.

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 N/A

1 Enter the appropriate amount in each column for each year, see the 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 (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2	**Total** of line 1, column (d)	**2**	
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**	
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	**4**	
5	Multiply line 4 by line 3	**5**	
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	
7	Add lines 5 and 6	**7**	
8	Enter qualifying distributions from Part XII, line 4	**8**	

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	10,164.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	10,164.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	10,164.
6	Credits/Payments				
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	5,600.		
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	5,600.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	4,564.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the 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	N/A	
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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA			
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

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

		Line	Yes	No
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?	13	X	

Website address ► www.cushenterprises.com

14 The books are in care of ► Debra Parrish Telephone no ► 619-549-2874

Located at ► 10620 Treena Street, Suite 110 San Diego CA ZIP + 4 ► 92131

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Line	Yes	No
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*		3b	N/A	
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)? (see instructions) ☐ **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)? **5b** N/A

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 (No)

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Stephen P. Cushman 10620 Treena St., Ste 110 San Diego, CA 92131	Director 1.00	0.	0.	0.
Debra L, Parrish 11717 Birch Glen Court San Diego, CA 92131	Secretary 2.00	0.	0.	0.
Lori A. Moore 10620 Treena St., Ste 110 San Diego, CA 92131	Vice Preside 2.00	0.	0.	0.
Marjorie L. Cushman 10620 Treena St., Ste 110 San Diego, CA 92131	President 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	**(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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		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 Contributions to Public Charities--See Attached Schedule	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	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	7,383,220.
b	Average of monthly cash balances		1b	833,737.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	8,216,957.
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	8,216,957.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	123,254.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,093,703.
6	**Minimum investment return.** Enter 5% of line 5		6	404,685.

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	404,685.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 10,164.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	10,164.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	394,521.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	394,521.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	394,521.

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	385,194.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	385,194.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	385,194.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					394,521.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				291,164.	
b Total for prior years 20____, 20____, 20____			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 ► $ 385,194.					
a Applied to 2010, but not more than line 2a				291,164.	
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					94,030.
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 instructions				0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					300,491.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year – see instructions.)**

1 Information Regarding Foundation Managers:

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

Stephen P. Cushman

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

See Statement 6

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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*				
See schedule attached	none	501c3	General/unrestricted	291,164.
Total			► **3a**	291,164.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					11,794.
4 Dividends and interest from securities					207,077.
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					364,123.
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)					582,994.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 582,994.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

		Yes	No
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?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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

▶ 11/12/12 ▶ Secretary

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Brent R. Heramb	Brent R. Heramb	11/7/12		P00098332

Firm's name ▶ BRENT R. HERAMB A PROFESSIONAL CORPORATION Firm's EIN ▶ 33-0856313

Firm's address ▶ 2900 6TH AVE STE 201
SAN DIEGO, CA 92103-5931 Phone no (619) 294-2390

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 The Cush Family Foundation
aka Cushman Foundation

Employer identification number 33-0643458

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 foundation

Check 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2011) Page 1 of 1 of **Part 1**

Name of organization
The Cush Family Foundation

Employer identification number
33-0643458

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Stephen P Cushman 10620 Treena St, Ste 110 San Diego, CA 92131	$ 102,368.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Noyce Foundation 2500 El Camino Real, Suite 110 Palo Alto, CA 94306	$ 16,260.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Stephen P Cushman 10620 Treena St, Ste 110 San Diego, CA 92131	$ 322,592.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
4	Stephen P cushman 10620 Treena St, Ste 110 San Diego, CA 92131	$ 588,770.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011) Page 1 to 1 of **Part II**

Name of organization	**Employer identification number**
The Cush Family Foundation	33-0643458

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**
1	1400 sh Royal Dutch Shell common stock	$ 102,368.	12/29/11

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
3	200 Sh McDonalds Corp common stock	$ 322,592.	12/29/11

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
4	6500 Sh Caterpillar Inc common stock	$ 588,770.	12/29/11

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization
The Cush Family Foundation

Employer identification number
33-0643458

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 cols **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A
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
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Procopio	$ 256.			$ 256.
Total	$ 256.	$ 0.	$ 0.	$ 256.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Fee (Wrap fee)	$ 69,314.	$ 69,314.	$ 69,314.	$ 69,314.
Total	$ 69,314.	$ 69,314.	$ 69,314.	$ 69,314.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CA Attorney General Registry of Ch Trust	$ 75.			$ 75.
Foreign Tax Withheld	5,461.	$ 5,461.	$ 5,461.	5,461.
FTB-2010 Form 199-Annual Information Rtn	10.			10.
IRS (2011 estimated)	5,600.			5,600.
IRS (Form 990PF (2010)	3,202.			3,202.
IRS Private Letter Ruling	10,000.			10,000.
Total	$ 24,348.	$ 5,461.	$ 5,461.	$ 24,348.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Annual Fee	$ 50.			$ 50.
Bank Service Charges	32.			32.
Publication notice--Heartland News	30.			30.
Total	$ 112.	$ 0.	$ 0.	$ 112.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
4700sh Proctor & Gamble	Cost	$ 0.	$ 0.
4700 shs Exxon Mobil Corp.	Cost	278,808.	402,179.
6000 shs Sempra Energy	Cost	293,883.	413,280.
3900 shs United Technologies Corp	Cost	0.	0.
5500(7300) shs Ishares Tr FTSE-China 25	Cost	266,644.	245,755.
5500(7000) shs Ishares MSCI-Pac Ex Japan	Cost	259,633.	285,250.
4000(7000) shs McDonalds	Cost	574,623.	619,710.
5000sh(6500) Merck & Co	Cost	0.	0.
4200(11200) shs Caterpillar, Inc	Cost	881,202.	950,992.
10,000(23500)sh General Electric Company	Cost	411,782.	489,740.
2000(1900) International Business	Cost	297,072.	371,602.
4950(6250) shs Ishares S&P Latin Amer 40	Cost	243,489.	259,062.
4700(6700) shs Royal Dutch Shell Plc	Cost	409,416.	451,781.
3000sh(4000) United Parcel Service Inc	Cost	0.	0.
9000 Verizon Communications	Cost	0.	0.
5200(7200) shs Honeywell Intl, Inc	Cost	305,642.	402,048.
3500sh(8500) Ishares MSCI Germany Ind Fd	Cost	0.	0.
4100(6700)sh Northrop Grumman Corp	Cost	353,665.	427,393.
2000sh(4000) Smucker JM Company New	Cost	0.	0.
4,800 sh Abbott Laboratories	Cost	0.	0.
3,000 sh Goodrich Corp	Cost	0.	0.
4,500 sh H J Heinz Co.	Cost	0.	0.
2,000(4000) sh Nike Inc-class B	Cost	349,892.	351,120.
5,500 sh Nordstrom Inc	Cost	0.	0.
4,000 sh Potash Corp	Cost	0.	0.
2,000(7400) sh Qualcomm Inc	Cost	398,532.	412,032.
500 sh Apple Inc	Cost	293,311.	292,000.
10000 sh AT&T	Cost	294,313.	356,600.
2300 sh Costco Whsl Corp	Cost	195,721.	218,500.
4100 sh PPG Industries	Cost	375,719.	435,092.
9500 sh Total S.A. Spons ADR	Cost	469,406.	427,025.
	Total	$ 6,952,753.	$ 7,811,161.

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: n/a
Name: Johnna Ridenour, Administrator
Care Of: Cushman Foundation
Street Address: 10620 Treena Street, Suite 110
City, State, Zip Code: San Diego, CA 92131
Telephone:
Form and Content: See Application required of all applicants as available on the entity's website, www.cushenterprises.com at the link to the Cush Family Foundation.
Submission Deadlines: None
Restrictions on Awards: See "Eligibility" and Guidelines" as published on the entity's web site, www.cushenterprises.com at the link to The Cush Family Foundation.

Cushman Foundation XX-4458

Short Term

Security	Date Acquired	Date Sold	Net Sales Price	Cost/Basis	Capital Gains	Purch/ Contrib
ABBOTT LORORATORIES	12/08/10	08/08/11	$ 146 492.88	$ 140,242 80	$ 6 250 08	
ABBOTT LORORATORIES	02/04/11	08/08/11	$ 48,830 96	$ 46,045 40	$ 2 785 56	
ABBOTT LORORATORIES	03/17/11	08/08/11	$ 39 064 78	$ 37,590 40	$ 1,474 38	
			$ 234,388 62	*$ 223 878 60*		
ISHARES MSCI GERMANY INDEX FUND	09/15/10	08/19/11	$ 49 756 05	$ 52 850 00	$ (3 093 95)	
ISHARES MSCI GERMANY INDEX FUND	03/17/11	08/19/11	$ 29 853 63	$ 36,267 30	$ (6,413 67)	
			$ 79 609 68	*$ 89,117 30*		
MERCK & CO INC NEW	08/23/10	08/08/11	$ 31,154 30	$ 34,996 50	$ (3,842 20)	
MERCK & CO INC NEW	11/04/10	08/08/11	$ 15 577 16	$ 18 354 90	$ (2 777 74)	
			$ 46,731 46	*$ 53,351 40*		
UNITED PARCEL SERVICE B	11/04/10	08/19/11	$ 31 068 81	$ 34,659 90	$ (3,591 09)	
UNITED PARCEL SERVICE B	03/17/11	08/19/11	$ 31,068 81	$ 36 007 60	$ (4 938 79)	
			$ 62 137 62	*$ 70 667 50*	*$ (14,147 42)*	
GOODRICH CORP	03/17/11	09/22/11	$ 301,669 20	$ 203 359 00	$ 98 310 20	
GOODRICH CORP	06/14/11	09/22/11	$ 60,333 85	$ 44 327 95	$ 16 005 90	
			$ 362 003 05	*$ 247 686 95*	*$ 114,316 10*	
NORDSTROM INC	11/04/10	10/05/11	$ 23,435 25	$ 20 504 90	$ 2 930 35	
NORDSTROM INC	03/17/11	10/05/11	$ 37 496 40	$ 33,868 24	$ 3,628 16	
			$ 60,931 65	*$ 54,373 14*	*$ 6,558.51*	
HEINZ N J CO COMMON	11/22/10	11/22/11	$ 177 109 19	$ 169 330 00	$ 7,779 19	
HEINZ N J CO COMMON	02/04/11	11/22/11	$ 50,602 63	$ 48 219 00	$ 2 383 63	
HEINZ N J CO COMMON	09/27/11	11/22/11	$ 50,602 63	$ 51,554 80	$ (952 17)	
HEINZ N J CO COMMON	11/10/11	11/22/11	$ 25 301 32	$ 26,427 75	$ (1,126 43)	
			$ 303 615 77	*$ 295,531 55*		
J M SMUCKER CO	12/08/10	11/17/11	$ 35,904 76	$ 32,676 00	$ 3,228 76	
POTASH CORP OF SASKATCHEWAN INC	05/16/11	11/22/11	$ 167,206 39	$ 210,353 20	$ (43,146 81)	
POTASH CORP OF SASKATCHEWAN INC	08/08/11	11/22/11	$ 20,900 79	$ 25,352 20	$ (4,451 41)	
POTASH CORP OF SASKATCHEWAN INC	09/27/11	11/22/11	$ 20 900 80	$ 24 948 25	$ (4,047 45)	
POTASH CORP OF SASKATCHEWAN INC	10/12/11	11/22/11	$ 41,801 60	$ 49 596 30	$ (7 794 70)	
POTASH CORP OF SASKATCHEWAN INC	10/24/11	11/22/11	$ 41 801 60	$ 50,005 50	$ (8,203 90)	
POTASH CORP OF SASKATCHEWAN INC	11/10/11	11/22/11	$ 41,801 60	$ 46 451 70	$ (4 650 10)	
			$ 334 412 78	*$ 406 707 15*	*$ (60,981 39)*	
COLGATE-PALMOLIVE CO	12/01/11	01/18/12	$ 27 059 52	$ 27 071 88	$ (12 36)	
COLGATE PALMOLIVE CO	12/09/11	01/18/12	$ 27,059 52	$ 27 119 64	$ (60 12)	
			$ 54,119 04	*$ 54 191 52*	*$ (72 48)*	
PEPSICO INCORPORATED	03/17/11	02/10/12	$ 63,735 08	$ 62 836 60	$ 898 48	
PEPSICO INCORPORATED	10/24/11	02/10/12	$ 63 735 08	$ 61 886 00	$ 1 849 08	
PEPSICO INCORPORATED	12/01/11	02/10/12	$ 31 867 54	$ 32,002 50	$ (134 96)	
PEPSICO INCORPORATED	12/09/11	02/10/12	$ 25 494 04	$ 26 102 40	$ (608 36)	
			$ 184 831 74	*$ 182 827 50*	*$ 2,004 24*	
PROCTER & GAMBLE CO	11/10/11	04/27/12	$ 32,354 28	$ 31 517 50	$ 836 78	
PROCTER & GAMBLE CO	12/01/11	04/27/12	$ 32,354 28	$ 31 953 00	$ 401 28	
PROCTER & GAMBLE CO	12/09/11	04/27/12	$ 19,412 57	$ 19,489 80	$ (77 23)	
			$ 84 121 13	*$ 82 960 30*	*$ 1,160 83*	
CORNING INC	03/08/12	06/05/12	$ 123,578 98	$ 132,500 00	$ (8 921 02)	
CORNING INC	03/13/12	06/05/12	$ 61 789 49	$ 69,230 00	$ (7 440 51)	
CORNING INC	04/12/12	06/05/12	$ 61 789 49	$ 68 775 00	$ (6 985 51)	
			$ 247 157 96	*$ 270 505 00*		
UNITED TECHNOLOGIES CORP	10/24/11	06/05/12	$ 248,140 59	$ 267 991 50	$ (19,850 91)	
UNITED TECHNOLOGIES CORP	12/01/11	06/05/12	$ 35,448 65	$ 38 281 00	$ (2 832 35)	
UNITED TECHNOLOGIES CORP	12/09/11	06/05/12	$ 28 358 92	$ 30,492 00	$ (2 133 08)	
UNITED TECHNOLOGIES CORP	04/12/12	06/05/12	$ 42 538 40	$ 48 747 30	$ (6,208 90)	
			$ 354 486 56	*$ 385,511 80*	*$ (54,372 28)*	
				TOTAL	*$ (5,533 89)*	

Cushman Foundation XX-4458

Long Term

Security	Date Acquired	Date Sold	Net Sales Price	Cost/Basis	Capital Gains	Purch/ Contrib
ISHARES MSCI GERMANY INDEX FUND	05/03/10	08/19/11	$ 69,658 46	$ 75,250 00	$ (5,591 54)	
ISHARES MSCI GERMANY INDEX FUND	07/13/10	08/19/11	$ 19 902 41	$ 20 339 90	$ (437 49)	
			$ 89,560 87	*$ 95 589 90*		
MERCK & CO INC NEW	03/11/10	08/08/11	$ 93,462 90	$ 109 741 80	$ (16,278 90)	
MERCK & CO INC NEW	04/14/10	08/08/11	$ 31 154 30	$ 36,119 20	$ (4 964 90)	
MERCK & CO INC NEW	05/03/10	08/08/11	$ 31 154 30	$ 35 228 00	$ (4 073 70)	
			$ 155,771 50	*$ 181 089 00*		
UNITED PARCEL SERVICE B	01/15/09	08/19/11	$ 18 641 28	$ 14,442 00	$ 4 199 28	
UNITED PARCEL SERVICE-B	10/19/09	08/19/11	$ 18 641 28	$ 17 277 00	$ 1,364 28	
UNITED PARCEL SERVICE B	12/04/09	08/19/11	$ 24 855 04	$ 23 156 00	$ 1 699 04	
UNITED PARCEL SERVICE B	01/26/10	08/19/11	$ 37 282 56	$ 35 370 00	$ 1 912 56	
UNITED PARCEL SERVICE B	02/05/10	08/19/11	$ 31,068 80	$ 28 540 00	$ 2 528 80	
UNITED PARCEL SERVICE B	02/10/10	08/19/11	$ 24,855 04	$ 22 852 00	$ 2 003 04	
UNITED PARCEL SERVICE B	03/05/10	08/19/11	$ 31 068 81	$ 29,808 00	$ 1 260 81	
			$ 186 412 81	*$ 171 445 00*	*$ (16,378 72)*	
INTERNATIONAL BUSI MACHINE CORP	07/30/08	10/18/11	$ 44 655 14	$ 32,071 10	$ 12 584 04	
INTERNATIONAL BUSI MACHINE CORP	09/05/08	10/18/11	$ 26,793 08	$ 17,126 87	$ 9 666 21	
INTERNATIONAL BUSI MACHINE CORP	10/14/08	10/18/11	$ 35 724 11	$ 18 807 00	$ 16 917 11	
INTERNATIONAL BUSI MACHINE CORP	10/21/08	10/18/11	$ 35,724 12	$ 18 230 00	$ 17 494 12	
INTERNATIONAL BUSI MACHINE CORP	01/15/09	10/18/11	$ 35,724 12	$ 16 798 00	$ 18 926 12	
			$ 178,620 57	*$ 103 032 97*		
NORDSTROM INC	07/13/10	10/05/11	$ 79 679 85	$ 59 228 00	$ 20,451 85	
NORDSTROM INC	08/23/10	10/05/11	$ 70,305 75	$ 47 297 85	$ 23 007 90	
NORDSTROM INC	09/02/10	10/05/11	$ 46 870 50	$ 32 319 80	$ 14 550 70	
			$ 196 856 10	*$ 138,845 65*		
UNITED TECHNOLOGIES CORP	06/23/06	10/04/11	$ 13,387 74	$ 12 538 00	$ 849 74	
UNITED TECHNOLOGIES CORP	07/25/06	10/04/11	$ 13 387 74	$ 12,320 00	$ 1 067 74	
UNITED TECHNOLOGIES CORP	08/24/06	10/04/11	$ 20,081 61	$ 18 303 00	$ 1,778 61	
UNITED TECHNOLOGIES CORP	11/08/06	10/04/11	$ 26,775 48	$ 26 292 00	$ 483 48	
UNITED TECHNOLOGIES CORP	11/14/06	10/04/11	$ 40,163 23	$ 39 186 00	$ 977 23	
UNITED TECHNOLOGIES CORP	01/26/10	10/04/11	$ 33,469 36	$ 34 400 00	$ (930 64)	
UNITED TECHNOLOGIES CORP	01/29/10	10/04/11	$ 33,469 36	$ 34 155 00	$ (685 64)	
UNITED TECHNOLOGIES CORP	02/10/10	10/04/11	$ 33,469 36	$ 33 310 00	$ 159 36	
UNITED TECHNOLOGIES CORP	03/05/10	10/04/11	$ 46 857 11	$ 49,716 03	$ (2 858 92)	
			$ 261,060 99	*$ 260 220 03*		
VERIZON COMMUNICATIONS	10/14/08	10/05/11	$ 107 460 93	$ 80,634 68	$ 26 826 25	
VERIZON COMMUNICATIONS	12/04/09	10/05/11	$ 17 910 15	$ 15 322 19	$ 2,587 96	
VERIZON COMMUNICATIONS	01/21/10	10/05/11	$ 35 820 31	$ 28 686 35	$ 7 133 96	
VERIZON COMMUNICATIONS	01/26/10	10/05/11	$ 35,820 31	$ 28 245 10	$ 7 575 21	
VERIZON COMMUNICATIONS	02/05/10	10/05/11	$ 35,820 31	$ 26 653 39	$ 9 166 92	
VERIZON COMMUNICATIONS	02/10/10	10/05/11	$ 17,910 16	$ 13 560 91	$ 4 349 25	
VERIZON COMMUNICATIONS	03/05/10	10/05/11	$ 35 820 32	$ 27,356 02	$ 8 464 30	
VERIZON COMMUNICATIONS	03/11/10	10/05/11	$ 35 820 32	$ 27 843 19	$ 7,977 13	
			$ 322 382 81	*$ 248,301 83*	*$ 208,519 99*	
CATERPILLAR INC	10/20/08	11/22/11	$ 35,443 72	$ 15 952 00	$ 19,491 72	
CATERPILLAR INC	01/15/09	11/22/11	$ 44 304 65	$ 19 465 00	$ 24,839 65	
CATERPILLAR INC	02/13/09	11/22/11	$ 8,860 93	$ 3 111 81	$ 5 749 12	
			$ 88,609 30	*$ 38 528.81*		
J M SMUCKER CO	05/26/10	11/17/11	$ 143 619 04	$ 111,420 00	$ 32,199 04	
J M SMUCKER CO	07/13/10	11/17/11	$ 35 904 76	$ 31,234 70	$ 4,670 06	
J M SMUCKER CO	08/23/10	11/17/11	$ 35 904 76	$ 30 139 80	$ 5,764 96	
J M SMUCKER CO	09/16/10	11/17/11	$ 35 904 76	$ 30 309 80	$ 5 594 96	
			$ 251,333 32	*$ 203 104 30*		
MCDONALDS CORP	05/02/08	11/22/11	$ 46 206 21	$ 30,434 75	$ 15 771 46	
MCDONALDS CORP	10/14/08	11/22/11	$ 18 482 49	$ 11,101 46	$ 7 381 03	
			$ 64 688 70	*$ 41,536 21*		
PEPSICO INCORPORATED	01/01/01	11/22/11	$ 31 558 39	$ 17 714 38	$ 13 844 01	
PROCTER & GAMBLE CO	07/25/06	11/22/11	$ 24 631 53	$ 22 702 66	$ 1 928 87	
					$ 137,234 88	
COLGATE PALMOLIVE CO	10/19/04	01/18/12	$ 72 158 69	$ 35 070 96	$ 37,087 73	
COLGATE PALMOLIVE CO	11/23/04	01/18/12	$ 45 099 18	$ 23 050 00	$ 22 049 18	
COLGATE PALMOLIVE CO	01/21/10	01/18/12	$ 45 099 18	$ 39 685 00	$ 5 414 18	
COLGATE PALMOLIVE CO	01/29/10	01/18/12	$ 36 079 35	$ 32 238 04	$ 3,841 31	
COLGATE PALMOLIVE CO	02/01/10	01/18/12	$ 45 099 18	$ 39,865 00	$ 5 234 18	
COLGATE PALMOLIVE CO	04/14/10	01/18/12	$ 27,059 51	$ 25,283 70	$ 1 775 81	
			$ 270,595 09	*$ 195 192 70*	*$ 75,402 39*	
PEPSICO INCORPORATED	01/01/01	02/10/12	$ 19,120 52	$ 10 628 62	$ 8,491 90	
PEPSICO INCORPORATED	10/19/04	02/10/12	$ 31 867 53	$ 24 575 00	$ 7,292 53	
PEPSICO INCORPORATED	01/15/09	02/10/12	$ 31 867 53	$ 25 105 00	$ 6 762 53	
PEPSICO INCORPORATED	01/26/10	02/10/12	$ 44,614 55	$ 42 329 00	$ 2 285 55	
PEPSICO INCORPORATED	02/01/10	02/10/12	$ 63,735 08	$ 60,690 00	$ 3,045 08	
			$ 191 205 21	*$ 163,327 62*	*$ 27,877 59*	
PROCTER & GAMBLE CO	08/24/06	04/27/12	$ 12,941 71	$ 12 222 00	$ 719 71	
PROCTER & GAMBLE CO	11/08/06	04/27/12	$ 32,354 27	$ 32 075 00	$ 279 27	
PROCTER & GAMBLE CO	11/14/06	04/27/12	$ 25 883 42	$ 25,156 00	$ 727 42	
PROCTER & GAMBLE CO	10/19/09	04/27/12	$ 19 412 56	$ 17 394 00	$ 2 018 56	
PROCTER & GAMBLE CO	01/21/10	04/27/12	$ 32 354 27	$ 29 980 00	$ 2 374 27	
PROCTER & GAMBLE CO	01/26/10	04/27/12	$ 32 354 27	$ 30,382 50	$ 1 971 77	
PROCTER & GAMBLE CO	02/05/10	04/27/12	$ 32 354 27	$ 30 580 00	$ 1,774 27	
PROCTER & GAMBLE CO	03/05/10	04/27/12	$ 45 295 99	$ 44 366 00	$ 929 99	
PROCTER & GAMBLE CO	03/17/11	04/27/12	$ 45 295 99	$ 42 109 62	$ 3 186 37	
			$ 278 246 75	*$ 264,265 12*	*$ 13,981 63*	
				TOTAL	*$ 446,637 76*	

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2011 through June 30, 2012

Charity	**Tax ID**	**Amount**	**Date**	**Type**
Alzheimer's Association 6632 Convoy Street San Diego, CA 92111	95-3565388	$ 2,500 00	21-Nov-11	CK # 1029
Autism Society of San Diego PO Box 420908 San Diego, CA 92142	93-1132987	$ 4,400.00	23-Apr-12	CK # 1047
Bayside Community Center 2202 Comstock Street San Diego, CA 92111	95-1652902	$ 1,000.00	21-Jun-12	CK # 1064
Braille Institute of America, Inc 4555 Executive Drive San Diego, CA 92121	95-1641426	$ 2,100 00	14-Sep-11	CK # 1016
Camp Oliver, Inc. PO Box 206 Descanso, CA 91916	33-0478116	$ 1,200 00	02/14/2012	CK # 1037
Campanile Foundation 5500 Campanile Drive San Diego, CA 92182	33-0868418	$ 1,666.00	05/21/2012	CK # 1059
Campanile Foundation 5500 Campanile Drive San Diego, CA 92182	33-0868418	$ 3,334 00	06/14/2012	CK # 1061

Campanile Foundation 5500 Campanile Drive San Diego, CA 92182	33-0868418	$	7,500.00	03/22/2012	CK # 1045
Canine Companions for Independence 124 Rancho Del Oro Drive Oceanside, CA 92057	94-2494324	$	1,000.00	04/23/2012	CK # 1048
Community Campership Council, Inc. 7510 Clairemont Mesa Blvd, Suite 208 San Diego, CA 92111	51-0172763	$	2,500.00	14-Sep-11	CK # 1017
COMPASS Family Center 444 Camino del Rio South, Suite 106 San Diego, CA 92108	26-1851824	$	1,500.00	14-Sep-11	CK # 1018
Cygnet Theatre Company 2410 Congress Street San Diego, CA 92110	57-1146474	$	1,500 00	21-Nov-11	CK # 1030
ElderHelp of San Diego 4069 30th Street San Diego, CA 92104	95-2880426	$	1,500 00	21-Nov-11	CK # 1031
Francis Parker School 6501 Linda Vista Road San Diego, CA 92111	95-1696720	$	5,000.00	21-Jun-12	CK # 1062
Freedom Station USA 1334 Del Sol Lane San Diego, CA 92154	20-0067633	$	5,000 00	21-Jun-12	CK # 1063

Fresh Start Surgical Gifts 2011 Palomar Airport Road, Suite 206 Carlsbad, CA 92011	33-0460177	$	3,000.00	21-Nov-11	CK #1032
Girl Scouts, San Diego-Imperial Council, Inc. 1231 Upas Street San Diego, CA 92103	95-164485	$	300.00	14-Jul-11	CK # 1010
Hemophilia Association of San Diego County 3570 Camino del Rio North, Suite 108 San Diego, CA 92108	23-7252243	$	2,500.00	14-Sep-11	CK # 1019
Interfaith Committee for Worker Justice 3727 Camino del Rio South, Suite 100 San Diego, CA 92108	26-3605873	$	1,000 00	21-Nov-11	CK # 1034
Interfaith Shelter Network of San Diego 3530 Camino del Rio North, Suite 301 San Diego, CA 92108	95-2630300	$	5,000 00	14-Jul-11	CK # 1009
Interfaith Shelter Network of San Diego 3530 Camino Del Rio North, Suite 301 San Diego, CA 92108	95-2630300	$	5,000 00	21-Jun-12	CK # 1065
Junior Achievement 4756 Mission Gorge Road San Diego, CA 92120	95-1727087	$	1,000.00	14-Feb-12	CK # 1042
Juvenile Diabetes Research Foundation 5665 Oberlin Drive, Suite 106 San Diego, CA 92121	23-1907729	$	1,000.00	21-Jun-12	CK # 1066
Lamb's Players Theatre	33-0592567	$	1,000.00	21-Nov-11	CK # 1033

PO BOX 182229 Coronado, CA 92118					
National Multiple Sclerosis Society 12121 Scripps Summit Drive, Suite 190 San Diego, CA 92131	95-2633200	$	3,500.00	14-Feb-12	CK # 1038
National Veterans Transition Services, Inc 4141 Camino Del Rio South, Suite 318 San Diego, CA 92108	80-0597403	$	1,000.00	23-Apr-12	CK # 1049
NTC Foundation 2801 Rosecrans Street San Diego, CA 92106	90-0126641	$	1,000.00	23-Apr-12	CK # 1050
Outdoor Outreach 5275 Market Street, Suite A San Diego, CA 92114	33-0860449	$	1,000 00	21-Jun-12	CK # 1067
Political Leadership Innovation Institute, Inc. 4445 Eastgate Mall, Suite 200 Sn Diego, CA 92121	27-1836131	$	5,000 00	21-Jun-12	CK # 1070
Ronald McDonald House Charities of San Diego 2929 Children's Way San Diego, CA 92123	95-3251490	$	2,000.00	14-Feb-12	CK # 1039
Rotary Club 33 Foundation 2247 San Diego Avenue, Suite 223 San Diego, CA 92110	95-2942582	$	250.00	14-Sep-11	CK # 1022
San Diego Family Care 6973 Linda Vista Road	95-2700856	$	5,000.00	14-Sep-11	CK # 1020

San Diego, CA 92111					
San Diego Foundation 2508 Historic Decatur Road, Suite 200 San Diego, CA 92106	95-2942582	$	183,364 00	22-Jun-12	CK # 1071
San Diego Hall of Champions 2131 Pan American Plaza San Dieo, CA 92101	95-2856451	$	7,500.00	9-Jan-12	CK # 1035
San Diego Jewish Academy 11860 Carmel Creek Road San Diego, CA 92130	95-3287745	$	5,000.00	10-Apr-12	CK # 1046
San Diego Regional Economic Development Foundation 530 B Street, Seventh Floor San Diego, CA 92101	33-0992658	$	2,000 00	10-May-12	CK # 1058
San Diego Symphony Orchestra Association 1245 Seventh Avenue San Diego, CA 92101	95-2040874	$	2,000 00	23-Apr-12	CK # 1053
San Diego Yacht Club Sailing Foundation PO Box 60726 San Diego, CA 92166	33-0510953	$	500.00	14-Jul-11	CK # 1011
Scripps Ranch High School Foundation 10755 Scripps Poway Parkway, #215 San Diego, CA 92131	33-0576627	$	200.00	23-Apr-12	CK # 1054
Scripps Ranch High School Foundation 10410 Treena Street San Diego, CA 92131	33-0576627	$	500 00	26-Jan-12	CK # 1036

anch High School Foundation Treena Street Diego, CA 92131	33-0576627	$	500.00	22-Aug-11	CK # 1015
Senior Community Centers 525 14th Street, Suite 200 San Diego, CA 92101	95-2850121	$	1,000.00	23-Apr-12	CK # 1055
Shakti Rising, Inc. PO BOX 5655 San Diego, CA 92165-5655	33-0891679	$	1,000.00	21-Jun-12	CK # 1068
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	95-3492461	$	1,000 00	14-Feb-12	CK # 1043
Therapy Center, Inc 5540 Lake Park Way La Mesa, CA 91942	33-0248878	$	3,600.00	14-Feb-12	CK # 1040
United Mitochondrial Disease Foundation 8085 Saltsburg Road, Suite 201 Pittsburgh, PA 15239	25-1767180	$	250 00	23-Apr-12	CK # 1056
United Through Reading 11750 Sorrento Valley Road, Suite 110 San Diego, CA 92121	33-0373000	$	2,500.00	14-Sep-11	CK # 1021
			$ 291,164.00		