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 AUG 1, 2011 **, and ending** JUL 31, 2012

Name of foundation
THE IRVING T. BUSH FOUNDATION,INC.
C/O EDWARD J. WALSH, JR.

A Employer identification number 13-6043483

Number and street (or P O box number if mail is not delivered to street address): 100 N. VILLAGE AVENUE
Room/suite: 35

B Telephone number: 561-909-2100

City or town, state, and ZIP code: ROCKVILLE CENTRE, NY 11570

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 2,351,753.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,349.	17,349.		STATEMENT 1
	4 Dividends and interest from securities	42,513.	42,513.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-54,272.			
	b Gross sales price for all assets on line 6a 342,051.				
	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	-988.	-1,813.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	4,602.	58,049.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,500.	15,000.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,250.	4,250.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	254.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	253.	126.		0.
	22 Printing and publications				
	23 Other expenses STMT 6	11,927.	11,677.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	39,184.	31,053.		7,500.
	25 Contributions, gifts, grants paid	167,000.			167,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	206,184.	31,053.		174,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-201,582.			
	b **Net investment income** (if negative, enter -0-)		26,996.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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13220306 795691 MH0900 2011.05020 THE IRVING T. BUSH FOUNDATI MH0900_1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	115,581.	198,785.	198,785.
	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			
	b Investments - corporate stock STMT 7	1,742,660.	418,460.	639,811.
	c Investments - corporate bonds STMT 8	341,128.	1,380,542.	1,513,157.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2,199,369.	1,997,787.	2,351,753.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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	2,199,369.	1,997,787.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,199,369.	1,997,787.	
	31 **Total liabilities and net assets/fund balances**	2,199,369.	1,997,787.	

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	2,199,369.
2	Enter amount from Part I, line 27a	2	-201,582.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,997,787.
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	1,997,787.

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	EATON VANCE FLOATING RATE FUND	P	02/02/11	10/03/11
b	SMITH BARNEY #1736C- SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
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	48,000.		51,114.	-3,114.
b	287,577.		345,209.	-57,632.
c	6,474.			6,474.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-3,114.
b				-57,632.
c				6,474.
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	-54,272.
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	178,083.	2,661,538.	.066910
2009	177,603.	2,581,991.	.068785
2008	214,465.	2,477,782.	.086555
2007	210,113.	3,476,091.	.060445
2006	201,858.	3,437,130.	.058729

2	**Total** of line 1, column (d)	2	.341424
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	.068285
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,430,554.
5	Multiply line 4 by line 3	5	165,970.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	270.
7	Add lines 5 and 6	7	166,240.
8	Enter qualifying distributions from Part XII, line 4	8	174,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	270.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	270.
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	270.
6 Credits/Payments:		
a 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	0.
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	270.
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
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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			
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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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)*

			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 ▶ N/A

14 The books are in care of ▶ EDWARD J. WALSH JR., ESQ. Telephone no. ▶561-909-2100
Located at ▶100 N. VILLAGE AVENUE, ROCKVILLE CENTRE, NY ZIP+4 ▶11570

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

			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.

			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? ☐ 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		X
	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 ▶ ____, ____, ____, ____			
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? ☐ 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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
THOMAS F. WALSH 28 YALE STREET GARDEN CITY, NY 11530	DIRECTOR AND PRESIDENT 2.00	7,500.	0.	0.
EDWARD J. WALSH, JR., ESQ. 100 N VILLAGE AVENUE, SUITE 35 ROCKVILLE CENTER, NY 11570	DIRECTOR,VICE-PRES. & SEC. 2.00	7,500.	0.	0.
LOUELLA SILBERBERG 3009 CHERYL ROAD MERRICK, NY 11566	DIRECTOR 2.00	7,500.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,164,222.
b	Average of monthly cash balances	1b	303,346.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,467,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,467,568.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,014.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,430,554.
6	**Minimum investment return.** Enter 5% of line 5	6	121,528.

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	121,528.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 270.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	270.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	121,258.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	121,258.
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	121,258.

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	174,500.
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	174,500.
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	270.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	174,230.

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				121,258.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 — 38,285.				
b From 2007 — 40,082.				
c From 2008 — 91,646.				
d From 2009 — 49,297.				
e From 2010 — 45,840.				
f Total of lines 3a through e	265,150.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 174,500.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				121,258.
e Remaining amount distributed out of corpus	53,242.			
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	318,392.			
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				0.
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	38,285.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	280,107.			
10 Analysis of line 9:				
a Excess from 2007 — 40,082.				
b Excess from 2008 — 91,646.				
c Excess from 2009 — 49,297.				
d Excess from 2010 — 45,840.				
e Excess from 2011 — 53,242.				

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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				
MYAD LYAD HELPING HANDS INC. 74 HAUPPAUGE RD COMMACK, NY 11725	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
GRADUATE SCHOOL OF EDUCATION AT FORDHAM UNIVERSITY 33 WEST 60TH STREET- SUITE 207 NEW YORK, NY 10023	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	10,000.
ISRAEL CANCER RESEARCH FUND, INC 295 MADISON AVE- SUITE 1030 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
AMYLOID RESEARCH FUND 72 EAST CONCORD STREET K-503 BOSTON, MA 02118	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
CALVARY HOSPITAL 1740 EASTCHESTER ROAD BRONX, NY 10461	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	167,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
	(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			14	17,349.	
4 Dividends and interest from securities			14	42,513.	
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			14	-988.	
8 Gain or (loss) from sales of assets other than inventory			18	-54,272.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,602.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,602.

(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).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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

Edward J. Walsh Jr. | 4/22/13 | Vice Pres

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARJORIE HORWIN, CPA	M. H. CPA	3/13/13		P00080034
Firm's name ▶ MORRISON, BROWN, ARGIZ & FARRA, LLC			Firm's EIN ▶ 01-0720052	
Firm's address ▶ 225 NE MIZNER BLVD., SUITE 685 BOCA RATON, FL 33432			Phone no. (561) 909-2100	

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
CANCER CENTER FOR KIDS 120 MINEOLA BLVD. SUITE 460 MINEOLA, NY 11501	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	3,000.
CATHEDRAL HIGH SCHOOL 191 JORALEMON STREET NEW YORK, NY 11201	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	5,000.
CATHOLIC CHARITIES,DIOCESE OF BROOKLYN & QUEENS 191 JORALEMON STREET BROOKLYN, NE YORK 11201	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
CITYMEAL-ON-WHEELS 355 LEXINGTON AVENUE NEW YORK, NY 10017	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
FORDHAM UNIVERSITY 888 7TH AVENUE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	15,000.
HADASSAH, HWZOA 2200 NW CORPORATE BLVD, SUITE 200 BOCA RATON, FL 33431	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	6,000.
LONG ISLAND TOY LENDING CENTER 116 MERRITTS ROAD FARMINGDALE, NY 11735	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	7,500.
LUTHERAN MEDICAL CENTER 150 55TH STREET BROOKLYN, NE YORK 11220	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
MERRICK JEWISH CENTRE 225 FOX BLVD MERRICK, NY 11566	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	3,000.
MITCHELL CONGELOSI MEMORIAL SCHOLARSHIP FUND 142 COLTON AVENUE SAYVILLE, NY 11782	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,000.
Total from continuation sheets				139,500.

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
NYU LANGONE MEDICAL CENTER 1 PARK AVENUE 17TH FLOOR NEW YORK, NY 10016	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	10,000.
POLICE ATHLETIC LEAGUE 34 1/2 EAST 12TH STREET NEW YORK, NY 10003	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
SHELTER OUTREACH SERVICES 78 DODGE ROAD ITHACA, NY 14850	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	5,000.
SID JACOBSON JEWISH COMMUNITY CENTER 300 FOREST DR EAST HILLS, NY 11548	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,000.
SOUTH NASSAU COMMUNITIES HOSPITAL 1 HEALTHY WAY OCEANSIDE, NY 11572	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	10,000.
ST. ANTHONY OF PADUA PARISH 1025 5TH AVENUE EAST NORTHPORT, NY 11731	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,000.
ST. FRANCIS FOOD PANTRIES AND SHELTERS 450 7TH AVE. NEW YORK, NY 10123	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	20,000.
ST. VINCENT'S SERVICES 66 BOREUM PLACE BROOKLYN, NE YORK 11201	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
THE LEUKEMIA & LYMPHOMA SOCIETY 1324 MOTOR PARKWAY - SUITE 102 HAUPPAUGE, NY 11749	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
THE LITTLE SISTERS OF THE POOR, QUEENS OF PEACE RESIDENCE 110-30 221ST STREET QUEENS VILLAGE, NY 11429	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	5,000.
Total from continuation sheets				

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
THE MARY LEWIS ACADEMY 176-21 WEXFORD TERRACE JAMAICA ESTATES, NY 11432	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	5,000.
THE ROBBIE LEVINE FOUNDATION PO BOX 268 MERRICK, NJ 11566	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
UNIVERSITY OF MIAMI 11129 NW 14TH STREET SUITE 1306 MIAMI, FL 33136	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	5,000.
OHF 201 EAST 19TH STREET- SUITE 12E NEW YORK, NY 10003	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	1,500.
SACRED HEART ACADEMY 47 CATHEDRAL AVE HAMPSTEAD, NY 11550	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	10,000.
NATIONAL ALLIANCE FOR RESEARCH ON SCHIZOPHRENIA AND DEPRESSION 60 CUTLER MILL ROAD- SUITE 404 GREAT NECK, NY 11021	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
CHILDREN'S BLOOD FOUNDATION 333 E 38TH STREET- FLOOR 10 NEW YORK, NY 10016	NONE	PUBLIC CHARITY	TO FURTHER THE PUBLIC CHARITY PURPOSE.	2,500.
Total from continuation sheets				

Exhibit 1

Page 1 of 1

THE IRVING T BUSH FOUNDATION

EIN: 13-6043483

Account Number: 852-04H44

24-Hour Assistance: (800) MERRILL
Access Code: 92-852-04444

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

June 30, 2012 - July 31, 2012

Money Account Description	*Opening Balance*	*Average Deposit Balance*	*Current Yield%*	*Interest on Deposits*	*Closing Balance*
FIA Card Services, N.A	29,454	29,480	.07	1.87	**29,625**
TOTAL ML Bank Deposit Program	29,454			1.87	**29,625**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	1.71	1.71		**1.71**		
ML BANK DEPOSIT PROGRAM	29,625.00	29,625.00	1.0000	**29,625.00**	**21**	.07
TOTAL		29,626.71		**29,626.71**	**21**	.07

EQUITIES *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
APACHE CORP.	APA	06/27/01	2,310	22.1981	51,277.72	86.1200	**198,937.20**	147,659.48	**1,571**	.78
BP PLC SPON ADR	BP	N/A	1,234		3,381	39.9000	**49,236.60**	N/A	**2,370**	4.81
GENERAL ELECTRIC	GE	03/23/01	1,000	39.2385	39,238.59	20.7500	**20,750.00**	(18,488.59)	**680**	3.27
HONEYWELL INTL INC DEL	HON	N/A	486		2,814	58.0500	**28,212.30**	N/A	**725**	2.56
TOTAL					96,711		**297,136.10**	129,170.89	**5,346**	1.80
					(b)		(c)			

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
APACHE CORP	APA	Buy (B17)	Buy	Buy
BP PLC SPON ADR	BP	Buy (C17)	Buy	Hold

Statement attached to 2011 Form 990-PF, Part II, line 10b, columns (b) and (c)

CLIENT STATEMENT | For the Period July 1-31, 2012

Exhibit 2

MorganStanley SmithBarney

Holdings

Active Assets Account 068-117714-300

THE IRVING T. BUSH FOUNDATION INC.

EIN: 13-6043483

Page 1 of 2

This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions. Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS ACTIVE ASSETS MONEY TRUST	$21,264.25	$2.13	0.010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	4.2%	$21,264.25	$2.13 $0.00

Money market funds seek to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
GENWORTH FINANCIAL INC	2/3/11	50,000.000	$104.918	$52,459.00			$2,875.00	5.58
CUSIP 37247DAE6			$102.828	$51,413.76	$51,507.00	$93.24 LT	$367.36	
Unit Price: $103.014; Coupon Rate 5.750%; Matures 06/15/14; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 4.059%; Moody BAA3 (-) S&P BBB; Issued 06/15/04								
AMERICAN ELECTRIC POWER INC	2/3/11	50,000.000	109.833	54,916.50			2,625.00	4.82
CUSIP 025537AE1			106.588	53,294.04	54,387.00	1,092.96 LT	437.50	
Unit Price: $108.774; Coupon Rate 5.250%; Matures 06/01/15; Int. Semi-Annually Jun/Dec 01; Yield to Maturity 2.046%, Moody BAA2 S&P BBB; Issued 05/20/03								

CONTINUED

Statement attached to 2011 Form 990-PF, Part II, line 10c, columns (b) and (c)

CLIENT STATEMENT | For the Period July 1-31, 2012

MorganStanley SmithBarney

Holdings

Active Assets Account 068-117714-300

THE IRVING T. BUSH FOUNDATION INC.

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EIN: 13-6043483

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
METLIFE INC	2/3/11	50,000.000	108.773	54,386.50			2,500.00	4.52
CUSIP 59156RAN8			105.907	52,953.43	**55,233.00**	2,279.57 LT	319.44	
Unit Price: $110.466; Coupon Rate 5.000%; Matures 06/15/15; Int. Semi-Annually Jun/Dec 15; Yield to Maturity 1.277%; Moody A3 S&P A-; Issued 06/23/05								
GENERAL ELECTRIC CAPITAL CORP	2/3/11	50,000.000	106.078	53,039.00			2,187.50	4.00
CUSIP 36962G4F8			104.217	52,108.74	**54,640.50**	2,531.76 LT	789.93	
Unit Price: $109.281; Coupon Rate 4.375%; Matures 09/21/15; Int. Semi-Annually Mar/Sep 21; Yield to Maturity 1.345%; Moody A1 S&P AA+; Issued 09/21/09								
GOLDMAN SACHS GROUP INC	2/3/11	50,000.000	109.097	54,548.50			2,675.00	4.96
CUSIP 38141GEE0			106.521	53,260.73	**53,896.00**	635.27 LT	118.88	
Unit Price: $107.792; Coupon Rate 5.350%; Matures 01/15/16; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 2.961%; Moody A3 S&P A-; Issued 01/17/06								
DONNELLEY R.R. & SONS	2/3/11	70,000.000	102.541	71,778.40			4,287.50	6.21
CUSIP 257867AT8			101.982	71,387.67	**68,950.00**	(2,437.67) LT	190.55	
Unit Price: $98.500; Coupon Rate 6.125%; Matures 01/15/17; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 6.517%; Moody BA2 S&P BB+; Issued 01/08/07								

	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
CORPORATE FIXED INCOME		$341,127.90 (b)		$4,195.13 LT	$17,150.00 $2,223.66	5.06%
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	67.4%		$340,837.16 (c)			

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www.morganstanley.com/bondratings or contact your financial advisor.

Statement attached to 2011 Form 990-PF, Part II, line 10c, columns (b) and (c)

Security Mark at Right

CLIENT STATEMENT | For the Period July 1-31, 2012

Exhibit 3

MorganStanley SmithBarney

Holdings

Active Assets Account 068-117714-300

THE IRVING T. BUSH FOUNDATION INC.

EIN: 13-6043483

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MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash, due to but not limited to the following: investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
E V FLOATING RATE A (EVBLX)	2/2/11	5,135.074	$9.510	$48,832.29	$47,807.53	$(1,024.76) LT		
	Purchases	5,135.074		48,832.29	47,807.53	(1,024.76) LT		
Long Term Reinvestments		150.832		1,413.35	1,404.24	(9.11) LT		
Short Term Reinvestments		280.203		2,567.10	2,608.68	41.58 ST		
	Total	5,566.109		52,812.74	51,820.47	(1,033.87) LT 41.58 ST	2,160.00	4.16
Total Purchases vs Market Value				48,832.29	51,820.47			
Net Value Increase/(Decrease)					2,988.18			
Share Price: $9.310; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
EATON VANCE DIVER CUR INC A (EAIIX)	10/3/11	4,355.717	11.020	48,000.00	47,738.65	(261.35) ST		
	Purchases	4,355.717		48,000.00	47,738.65	(261.35) ST		
Short Term Reinvestments		167.246		1,849.15	1,833.01	(16.14) ST		
	Total	4,522.963		49,849.15	49,571.67	(277.49) ST	2,364.00	4.76
Total Purchases vs Market Value				48,000.00	49,571.67			
Net Value Increase/(Decrease)					1,571.67			
Share Price: $10.960; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
JP MORGAN STRAT INC OPPORT A (JSOAX)	2/3/11	3,350.084	11.940	40,000.00	38,827.47	(1,172.53) LT		
	3/4/11	123.185	11.980	1,475.76	1,427.71	(48.05) LT		
	Purchases	3,473.269		41,475.76	40,255.18	(1,220.58) LT		
Long Term Reinvestments		31.239		373.60	362.06	(11.54) LT		
Short Term Reinvestments		160.318		1,832.42	1,858.09	25.67 ST		
	Total	3,664.826		43,681.78	42,475.33	(1,232.12) LT 25.67 ST	1,584.00	3.72
Total Purchases vs Market Value				41,475.76	42,475.33			
Net Value Increase/(Decrease)					999.57			
Share Price: $11.590; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								

Statement attached to 2011 Form 990-PF, Part II line 10b columns (b) and (c)

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period July 1-31, 2012

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Active Assets Account
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THE IRVING T. BUSH
FOUNDATION INC.

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUTUAL FUNDS	28.4%	$146,343.67	$143,867.47	$(2,265.99) LT $(210.24) ST	$6,108.00 $0.00	4.25%
		(b)	(c)			

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$480,762.04	$503,745.22	$1,929.14 LT $(210.24) ST	$23,260.13 $2,223.66	4.60%
TOTAL VALUE (includes accrued interest)			$505,968.88			

Statement attached to 2011 Form 990-PF, Part II, line 10b columns (b) and (c)

Security Mark at Right

CLIENT STATEMENT | For the Period July 1-31, 2012

Exhibit 4

MorganStanley SmithBarney

Holdings

Consulting Group Advisor Active Assets Account
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THE IRVING T. BUSH
FOUNDATION INC.
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This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.
The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Disclosures section at the end of this statement. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis. However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions. In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$51.57			
MS AAA INSTL MONEY TRUST	97,053.85	145.58	0.150	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	6.6%	$97,105.42	$145.58 $0.00

Money market funds seek to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request. For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" at the end of this statement for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN CAPITAL AGENCY (AGNC)	12/22/11	1,000.000	$28.328	$28,328.00	$35,140.00	$6,812.00 ST	$5,000.00	14.22
Share Price: $35.140; Next Dividend Payable 10/12								
CATERPILLAR INC	2/2/11	100.000	98.846	9,884.60	8,421.00	(1,463.60) LT	208.00	2.47
Share Price: $84.210; Next Dividend Payable 08/20/12								

Statement attached to 2011 Form 990-PF, Part II line 10b columns (b) and (c)

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THE IRVING T. BUSH
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CHEVRON CORP	2/2/11	100.000	96.686	9,668.60	**10,958.00**	1,289.40 LT	360.00	3.28
Share Price: $109.580; Next Dividend Payable 09/12								
COCA COLA CO (KO)	2/2/11	160.000	63.167	10,106.74	**12,928.00**	2,821.26 LT	326.40	2.52
Share Price: $80.800; Next Dividend Payable 10/12								
FORD MOTOR CO NEW	2/2/11	600.000	15.510	9,306.00	**5,544.00**	(3,762.00) LT	120.00	2.16
Share Price: $9.240; Next Dividend Payable 09/12								
ISHARES RUSSELL MIDCAP G IN FD (IWP)	3/6/08	662.000	51.571	34,139.69	**39,130.82**	4,991.13 LT 1	344.24	0.87
Share Price: $59.110; CG IAR Status: AL; Next Dividend Payable 10/12								
ISHARES RUSSELL MIDCAP V IN FD (IWS)	3/6/08	797.000	43.151	34,391.50	**37,100.35**	2,708.85 LT 1	734.04	1.97
Share Price: $46.550; CG IAR Status: AL; Next Dividend Payable 10/12								
JOHNSON & JOHNSON (JNJ)	2/2/11	160.000	60.648	9,703.65	**11,075.20**	1,371.55 LT	390.40	3.52
Share Price: $69.220; Next Dividend Payable 09/12								
PHILIP MORRIS INTL INC (PM)	2/2/11	170.000	57.590	9,790.25	**15,544.80**	5,754.55 LT	523.60	3.36
Share Price: $91.440; Next Dividend Payable 10/12								
PROCTER & GAMBLE (PG)	2/2/11	160.000	62.500	10,000.00	**10,326.40**	326.40 LT	359.68	3.48
Share Price: $64.540; Next Dividend Payable 08/15/12								
VERIZON COMMUNICATIONS (VZ)	2/2/11	280.000	36.028	10,087.84	**12,639.20**	2,551.36 LT	560.00	4.43
Share Price: $45.140; Next Dividend Payable 08/01/12								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	13.5%	$175,406.87	$198,807.77	$16,588.90 LT $6,812.00 ST	$8,926.36 $0.00	4.49%
		(b)	(c)			

Statement attached to 2011 Form 990-PF Part II, line 10 b columns (b) and (c)

Security Mark at Right

Exhibit 5

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period July 1-31, 2012

Holdings

Consulting Group Advisor Active Assets Account
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THE IRVING T. BUSH
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MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account.

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash; due to but not limited to the following· investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account.

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, plus the cash distributions shown, and the current value of the fund's shares. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes
Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" at the end of this statement for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance.

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMER CENT EQI INC A (TWEAX)	9/11/07	142.774	$7.944	$1,134.25	$1,107.92	$(26.33) LT 1		
	12/11/07	3,081.013	7.944	24,476.65	23,908.66	(567.99) LT 1		
	12/11/07	2,250.948	7.944	17,882.32	17,467.35	(414.97) LT 1		
	12/28/07	637.236	7.944	5,062.43	4,944.95	(117.48) LT 1		
	9/16/08	187.950	7.944	1,493.14	1,458.49	(34.65) LT 1		
	12/29/08	294.997	7.944	2,343.56	2,289.17	(54.39) LT 1		
	12/31/08	72.641	7.944	577.09	563.69	(13.40) LT 1		
	6/24/09	248.311	7.944	1,972.67	1,926.89	(45.78) LT 1		
	9/15/09	115.062	7.944	914.09	892.88	(21.21) LT 1		
	11/5/09	515.665	7.944	4,096.62	4,001.56	(95.06) LT 1		
	12/29/09	151.536	7.944	1,203.86	1,175.91	(27.95) LT 1		
	3/23/10	75.934	7.944	603.25	589.24	(14.01) LT 1		
	6/24/10	91.075	7.944	723.53	706.74	(16.79) LT 1		
	9/21/10	184.263	7.944	1,463 84	1,429.88	(33.96) LT 1		
	Purchases	8,049.405		63,947.30	62,463.33	(1,483.97) LT		
Long Term Reinvestments		376.687		2,740.14	2,923.09	182.95 LT		
Short Term Reinvestments		267.173		1,915.82	2,073.26	157.44 ST		
	Total	8,693.265		68,603.26	67,459.74	(1,301.02) LT 157.44 ST	1,984.00	2.94
Total Purchases vs Market Value				63,947.30	67,459.74			
Net Value Increase/(Decrease)					3,512.44			
Share Price: $7.760; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
AMER CENT GROWTH INV (TWCGX)	4/8/10	6,139.584	23.380	143,543.47	166,751.10	23,207.63 LT 1		

CONTINUED

Statement attached to 2011 Form 990-PF Part II, line 10c, columns (b) and (c)

MorganStanley SmithBarney

Holdings

Consulting Group Advisor Active Assets Account
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THE IRVING T. BUSH FOUNDATION INC.

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Purchases	6,139.584		143,543.47	**166,751.10**	23,207.63 LT		
Long Term Reinvestments		20.689		530.47	561.91	31.44 LT		
Short Term Reinvestments		260.173		6,358.63	7,066.30	707.67 ST		
	Total	6,420.446		150,432.57	**174,379.31**	23,239.07 LT 707.67 ST	816.00	0.46
Total Purchases vs Market Value				143,543.47	174,379.31			
Net Value Increase/(Decrease)					30,835.84			
Share Price: $27.160; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
AMERICAN GR FD OF AMERICA F1 (GFAFX)	3/12/07	1,388.537	26.770	37,171.24	43,905.53	6,734.29 LT 1		
	12/19/07	146.554	26.770	3,923.26	4,634.03	710.77 LT 1		
	12/19/07	815.641	26.770	21,834.77	25,790.56	3,955.79 LT 1		
	12/23/08	153.077	26.770	4,097.88	4,840.29	742.41 LT 1		
	12/22/09	42.139	26.770	1,128.06	1,332.43	204.37 LT 1		
	6/10/10	42.884	26.770	1,148.02	1,355.99	207.97 LT 1		
	Purchases	2,588.832		69,303.23	**81,858.83**	12,555.60 LT		
Long Term Reinvestments		42.443		1,279.66	1,342.04	62.38 LT		
Short Term Reinvestments		20.090		568.35	635.24	66.89 ST		
	Total	2,651.365		71,151.24	**83,836.16**	12,617.98 LT 66.89 ST	573.00	0.68
Total Purchases vs Market Value				69,303.23	83,836.16			
Net Value Increase/(Decrease)					14,532.93			
Share Price: $31.620; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
DODGE & COX INTL STOCK FUND (DODFX)	6/10/10	1,585.379	39.128	62,032.45	48,227.22	(13,805.23) LT 1		
	Purchases	1,585.379		62,032.45	**48,227.22**	(13,805.23) LT		
Long Term Reinvestments		71.515		2,529.49	2,175.48	(354.01) LT		
Short Term Reinvestments		43.470		1,257.58	1,322.35	64.77 ST		
	Total	1,700.364		65,819.52	**51,725.07**	(14,159.24) LT 64.77 ST	1,291.00	2.49

CONTINUED

Statement attached to 2011 Form 990-PF, Part II, line 10 c, columns (a) and (b)

Holdings

Consulting Group Advisor Active Assets Account 068-117724-300

THE IRVING T. BUSH FOUNDATION INC.

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				62,032.45	51,725.07			
Net Value Increase/(Decrease)					(10,307.38)			
Share Price: $30.420; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
E V LARGE CAP VALUE I (EILVX)	6/5/08	101.915	22.181	2,260.53	1,904.79	(355.74) LT 1		
	6/5/08	79.426	22.181	1,761.71	1,484.47	(277.24) LT 1		
	6/5/08	48.959	22.181	1,085.94	915.04	(170.90) LT 1		
	6/5/08	30.782	22.181	682.76	575.31	(107.45) LT 1		
	6/5/08	55.319	22.180	1,227.00	1,033.91	(193.09) LT 1		
	6/10/08	42.269	22.181	937.55	790.00	(147.55) LT 1		
	6/25/08	697.300	22.181	15,466.46	13,032.53	(2,433.93) LT 1		
	9/9/08	43.616	22.180	967.42	815.18	(152.24) LT 1		
	12/30/08	60.918	22.180	1,351.19	1,138.55	(212.64) LT 1		
	9/9/09	25.905	22.181	574.59	484.16	(90.43) LT 1		
	12/30/09	24.607	22.181	545.80	459.90	(85.90) LT 1		
	3/9/10	24.074	22.180	533.97	449.94	(84.03) LT 1		
	6/10/10	164.820	22.181	3,655.79	3,080.48	(575.31) LT 1		
	9/9/10	27.976	22.180	620.52	522.87	(97.65) LT 1		
	Purchases	1,427.886		31,671.23	**26,687.13**	(4,984.10) LT		
Long Term Reinvestments		79.510		1,465.11	1,486.04	20.93 LT		
Short Term Reinvestments		55 650		925.48	1,040.09	114.61 ST		
	Total	1,563.046		34,061.82	**29,213.33**	(4,963.17) LT 114.61 ST	608.00	2.08
Total Purchases vs Market Value				31,671.23	29,213.33			
Net Value Increase/(Decrease)					(2,457.90)			
Share Price: $18.690; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
FIDELITY ADV NEW INSIGHTS I (FINSX)	3/10/09	4,155.333	11.820	49,116.47	92,580.82	43,464.35 LT 1		
	6/24/09	264.471	11.820	3,126.07	5,892.41	2,766.34 LT 1		
	12/23/09	10.681	11.820	126.25	237.97	111.72 LT 1		
	2/5/10	8.293	11.821	98.03	184.77	86.74 LT 1		
	Purchases	4,438.778		52,466.82	**98,895.97**	46,429.15 LT		
Long Term Reinvestments		19.512		399.94	434.73	34.79 LT		
	Total	4,458.290		52,866.76	**99,330.70**	46,463.94 LT	—	—

CONTINUED

Statement attached to 2011 Form 990-PF, Part II, line 10c, columns (b) and (c)

CLIENT STATEMENT | For the Period July 1-31, 2012

MorganStanley SmithBarney

Holdings

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THE IRVING T. BUSH FOUNDATION INC.

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				52,466.82	99,330.70			
Net Value Increase/(Decrease)					46,863.88			
Share Price: $22.280; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
FORWARD TACTICAL GROWTH M (FTGMX)	2/2/11	1,862.197	26.850	50,000.00	48,249.52	(1,750.48) LT		
	Purchases	1,862.197		50,000.00	**48,249.52**	(1,750.48) LT		
Short Term Reinvestments		9.853		247.70	255.29	7.59 ST		
	Total	1,872.050		50,247.70	**48,504.82**	(1,750.48) LT 7.59 ST	—	—
Total Purchases vs Market Value				50,000.00	48,504.82			
Net Value Increase/(Decrease)					(1,495.18)			
Share Price: $25.910; CG IAR Status: AL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
GOLDMAN SACHS SM CAP VAL I (GSSIX)	11/10/10	893.767	39.180	35,017.78	39,406.19	4,388.41 LT 1		
	Purchases	893.767		35,017.78	**39,406.19**	4,388.41 LT		
Long Term Reinvestments		4.901		196.63	216.09	19.46 LT		
Short Term Reinvestments		20.128		811.97	887.44	75.47 ST		
	Total	918.796		36,026.38	**40,509.72**	4,407.87 LT 75.47 ST	213.00	0.52
Total Purchases vs Market Value				35,017.78	40,509.72			
Net Value Increase/(Decrease)					5,491.94			
Share Price: $44.090; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
OPPENHEIMER DEVELOPING MKTS Y (ODVYX)	12/9/08	17.590	26.273	462.14	553.21	91.07 LT 1		
	12/9/08	103.339	26.271	2,714.87	3,250.01	535.14 LT 1		
	12/9/08	1,483.091	26.271	38,962.92	46,643.21	7,680.29 LT 1		
	12/8/09	6.789	26.272	178.36	213.51	35.15 LT 1		
	6/10/10	518.662	26.271	13,626.01	16,311.92	2,685.91 LT 1		
	Purchases	2,129.471		55,944.30	**66,971.86**	11,027.56 LT		
Long Term Reinvestments		2.939		102.94	92.43	(10.51) LT		
Short Term Reinvestments		48.696		1,439.39	1,531.49	92.10 ST		
	Total	2,181.106		57,486.63	**68,595.78**	11,017.05 LT 92.10 ST	—	—

CONTINUED

Statement attached to 2011 Form 990-PF Part II line 10c columns (b) and (c)

MorganStanley
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Holdings

Consulting Group Advisor Active Assets Account
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THE IRVING T. BUSH
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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total Purchases vs Market Value				55,944.30	68,595.78			
Net Value Increase/(Decrease)					12,651.48			
Share Price: $31.450; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
PIMCO TOTAL RETURN INST (PTTRX)	3/10/09	20,120.826	10.172	204,671.58	230,785.87	26,114.29 LT 1		
	3/31/09	130.934	10.172	1,331.88	1,501.81	169.93 LT 1		
	4/30/09	184.347	10.172	1,875.20	2,114.46	239.26 LT 1		
	5/29/09	179.815	10.172	1,829.10	2,062.47	233.37 LT 1		
	6/24/09	6,604.592	10.172	67,182.74	75,754.67	8,571.93 LT 1		
	6/30/09	185.673	10.172	1,888.69	2,129.66	240.97 LT 1		
	7/31/09	213.795	10.172	2,174.75	2,452.22	277.47 LT 1		
	8/31/09	205.063	10.172	2,085.93	2,352.07	266.14 LT 1		
	9/30/09	192.389	10.172	1,957.01	2,206.70	249.69 LT 1		
	10/30/09	176.413	10.172	1,794.50	2,023.45	228.95 LT 1		
	11/5/09	2,554.306	10.172	25,982.72	29,297.89	3,315.17 LT 1		
	11/30/09	149.014	10.172	1,515.79	1,709.19	193.40 LT 1		
	12/9/09	99.259	10.172	1,009.68	1,138.50	128.82 LT 1		
	12/9/09	356.832	10.172	3,629.74	4,092.86	463.12 LT 1		
	12/31/09	145.094	10.172	1,475.91	1,664.22	188.31 LT 1		
	1/29/10	109.655	10.172	1,115.42	1,257.74	142.32 LT 1		
	2/26/10	108.034	10.172	1,098.94	1,239.14	140.20 LT 1		
	3/31/10	113.194	10.172	1,151.42	1,298.33	146.91 LT 1		
	4/30/10	115.930	10.172	1,179.25	1,329.71	150.46 LT 1		
	5/28/10	106.481	10.172	1,083.14	1,221.33	138.19 LT 1		
	6/10/10	2,462.116	10.172	25,044.95	28,240.47	3,195.52 LT 1		
	6/24/10	1,163.197	10.172	11,832.19	13,341.86	1,509.67 LT 1		
	6/30/10	122.326	10.172	1,244.32	1,403.07	158.75 LT 1		
	7/30/10	134.355	10.172	1,366.68	1,541.05	174.37 LT 1		
	8/31/10	123.554	10.172	1,256.81	1,417.16	160.35 LT 1		
	9/30/10	126.540	10.172	1,287.18	1,451.41	164.23 LT 1		
	10/29/10	138.567	10.172	1,409.51	1,589.36	179.85 LT 1		

CONTINUED

Statement attached to 2011 Form 990PF Part II line 10c, columns (b) and (c)

MorganStanley SmithBarney

Holdings

Consulting Group Advisor Active Assets Account
068-117724-300

THE IRVING T. BUSH FOUNDATION INC.

EIN: 13-6043483

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Purchases	36,322.301		369,475.03	**416,616.67**	47,141.64 LT		
Long Term Reinvestments		3,425.309		37,141.43	39,288.29	2,146.86 LT		
Short Term Reinvestments		1,599.143		17,619.23	18,342.17	722.94 ST		
	Total	41,346.753		424,235.69	**474,247.26**	49,288.50 LT 722.94 ST	15,720.00	3.31
Total Purchases vs Market Value				369,475.03	474,247.26			
Net Value Increase/(Decrease)					104,772.23			
Share Price: $11.470; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
ROYCE VALUE PLUS INVEST (RVPHX)	11/5/09	2,688.612	10.479	28,174.13	34,199.14	6,025.01 LT 1		
	Purchases	2,688.612		28,174.13	**34,199.14**	6,025.01 LT		
Long Term Reinvestments		6.956		92.19	88.48	(3.71) LT		
Short Term Reinvestments		18.091		216.33	230.12	13.79 ST		
	Total	2,713.659		28,482.65	**34,517.74**	6,021.30 LT 13.79 ST	420.00	1.21
Total Purchases vs Market Value				28,174.13	34,517.74			
Net Value Increase/(Decrease)					6,343.61			
Share Price: $12.720; CG IAR Status: FL; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MUTUAL FUNDS	79.8%	$1,039,414.22	$1,172,319.63	$130,881.80 LT $2,023.27 ST	$21,625.00 $0.00	1.85%
		(b)	(c)			

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page.
For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement.

	Percentage of Assets %	Total Cost	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$1,214,821.09	$147,470.70 LT $8,835.27 ST	$30,696.94 $0.00	2.09%

TOTAL VALUE (includes accrued interest)

1 - This information reflects your requested adjustments to the transaction details.

Statement attached to 2011 Form 990PF, Part II, line 10c, columns (b) and (c)

Security Mark at Right

The Irving T. Bush Foundation, Inc.
FEIN 13-6043483
Smith Barney Account #414-1736C
Realized Gain/Loss Schedule
Form 990-PF
Year Ended July 31, 2012

	Number of Shrs/Units	Date of Purchase	Date of Sale	Gross Proceeds	Cost	Gain/(Loss)
Dodge & Cox FDS Intl	2393.162	Various	9/12/2011	70,000	93,639	(23,639)
Eaton Vance Large Cap Value Fund	4690.432	6/5/2008	9/12/2011	75,000	104,036	(29,036)
American Centy Cap Portfolios Equity Income Fd	7518.797	Various	10/5/2011	50,000	59,732	(9,732)
Growth Fund Of America Classn F1	2610.966	Various	10/5/2011	70,000	69,896	104
Kinder Morgan Energy Partners LP	140	2/2/2011	3/14/2012	11,842	7,730	4,112
Illinois Tool Works Inc.	190	5/2/1955	12/8/2039	10,735	10,176	559
Total Long Term				287,577	345,209	(57,632)

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT 1

SOURCE	AMOUNT
KINDER MORGAN 2011 SCH K-1	17.
MERRILL LYNCH-ACCOUNT #04H44	22.
MORGAN STANLEY #117714	3,481.
SMITH BARNEY#1734C	13,669.
SMITH BARNEY#1736C	160.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	17,349.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KINDER MORGAN 2011 SCH K-1	7.	0.	7.
MERRILL LYNCH-ACCOUNT #04H44	5,018.	0.	5,018.
MORGAN STANLEY #117724	1,263.	0.	1,263.
SMITH BARNEY#1734C	6,248.	47.	6,201.
SMITH BARNEY#1736C	36,451.	6,427.	30,024.
TOTAL TO FM 990-PF, PART I, LN 4	48,987.	6,474.	42,513.

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	825.	0.	
ORDINARY LOSS FROM KINDER MORGAN	-1,813.	-1,813.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-988.	-1,813.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,250.	4,250.		0.
TO FORM 990-PF, PG 1, LN 16B	4,250.	4,250.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	254.	0.		0.
TO FORM 990-PF, PG 1, LN 18	254.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH CMA FEE	150.	150.		0.
NEW YORK STATE ANNUAL FILING FEE	250.	0.		0.
SMITH BARNEY #1736C PORTFOLIO MGMT FEE	8,551.	8,551.		0.
MORGAN STANLEY #117714 PORTFOLIO MGMT FEE	55.	55.		0.
MORGAN STANLEY #117724 PORTFOLIO MGMT FEE	2,921.	2,921.		0.
TO FORM 990-PF, PG 1, LN 23	11,927.	11,677.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH ACCOUNT #04H44 (SEE ATTACHED EXHIBIT 1)	96,711.	297,136.
SMITH BARNEY ACCOUNT #414-1734C	0.	0.
SMITH BARNEY ACCOUNT #414-1736C	0.	0.
MORGAN STANLEY #117714 (SEE EXHIBIT 3)	146,342.	143,867.
MORGAN STANLEY #117724 (SEE EXHIBIT 4)	175,407.	198,808.
TOTAL TO FORM 990-PF, PART II, LINE 10B	418,460.	639,811.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SMITH BARNEY ACCOUNT #414-1734C	0.	0.
MORGAN STANLEY #117714 (SEE EXHIBIT 2)	341,128.	340,837.
MORGAN STANLEY #117724 (SEE EXHIBIT 5)	1,039,414.	1,172,320.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,380,542.	1,513,157.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THE IRVING T. BUSH FOUNDATION,INC. C/O EDWARD J. WALSH, JR.	Employer identification number (EIN) or [X] 13-6043483
	Number, street, and room or suite no If a P O. box, see instructions 100 N. VILLAGE AVENUE, NO. 35	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ROCKVILLE CENTRE, NY 11570	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ EDWARD J. WALSH JR., ESQ. 100 N. VILLAGE AVENUE - ROCKVILLE CENTRE, NY 11570

  Telephone No ▶ 561-909-2100 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until JUNE 15, 2013 .

5 For calendar year ______ , or other tax year beginning AUG 1, 2011 , and ending JUL 31, 2012 .

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER ADDITIONAL INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 350.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 350.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

123842
01-06-12