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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

OMB No 1545-0052

**2011**

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

For calendar year 2011 or tax year beginning 10/01, 2011, and ending 09/30, 2012

Name of foundation  
**FLORENCE M. CUSHING TRUST+**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state, and ZIP code  
**PROVIDENCE, RI 02901-1802**

**A Employer identification number**  
04-6008231

**B Telephone number (see instructions)**  
(888) 866-3275

**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:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 239,296.

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

ENCLURE  
POSTMARK DATE JAN 17 2013

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule) . . . . .				
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
<b>3</b>	Interest on savings and temporary cash investments . . . . .				
<b>4</b>	Dividends and interest from securities . . . . .	7,825.	7,825.		STMT 1
<b>5a</b>	Gross rents . . . . .				
<b>b</b>	Net rental income or (loss) . . . . .				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10 . . . . .	18,056.			
<b>b</b>	Gross sales price for all assets on line 6a <u>358,345.</u>				
<b>7</b>	Capital gain net income (from Part IV, line 2) . . . . .		18,056.		
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances . . . . .				
<b>b</b>	Less Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .				
<b>11</b>	Other income (attach schedule) . . . . .				
<b>12</b>	<b>Total.</b> Add lines 1 through 11 . . . . .	25,881.	25,881.		
<b>13</b>	Compensation of officers, directors, trustees, etc. . . . .	2,987.	1,792.		1,195.
<b>14</b>	Other employee salaries and wages . . . . .				
<b>15</b>	Pension plans, employee benefits . . . . .				
<b>16a</b>	Legal fees (attach schedule) . . . . .				
<b>b</b>	Accounting fees (attach schedule) STMT. 2 . . . . .	845.	NONE	NONE	845.
<b>c</b>	Other professional fees (attach schedule) . . . . .				
<b>17</b>	Interest . . . . .				
<b>18</b>	Taxes (attach schedule) (see instructions) STMT. 3 . . . . .	493.	135.		
<b>19</b>	Depreciation (attach schedule) and depletion . . . . .				
<b>20</b>	Occupancy . . . . .				
<b>21</b>	Travel, conferences, and meetings . . . . .				
<b>22</b>	Printing and publications . . . . .				
<b>23</b>	Other expenses (attach schedule) STMT. 4 . . . . .	185.			185.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	4,510.	1,927.	NONE	2,225.
<b>25</b>	Contributions, gifts, grants paid . . . . .	9,627.			9,627.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25 . . . . .	14,137.	1,927.	NONE	11,852.
<b>27</b>	Subtract line 26 from line 12 . . . . .				
<b>a</b>	Excess of revenue over expenses and disbursements . . . . .	11,744.			
<b>b</b>	Net investment income (if negative, enter -0-) . . . . .		23,954.		
<b>c</b>	Adjusted net income (if negative, enter -0-) . . . . .				

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For Paperwork Reduction Act Notice, see instructions.

JSA

Form 990-PF (2011)

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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 . . . . .	NONE			
	2	Savings and temporary cash investments . . . . .	2,757.	10,829.	10,829.	
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .	NONE			
	b	Investments - corporate stock (attach schedule) . . . . .	211,162.	199,649.	210,341.	
	c	Investments - corporate bonds (attach schedule) . . . . .	NONE			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE			
	12	Investments - mortgage loans . . . . .	NONE			
	13	Investments - other (attach schedule) . . . . .	NONE	15,411.	18,126.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	213,919.	225,889.	239,296.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .	213,919.	225,889.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	NONE				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	213,919.	225,889.			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	213,919.	225,889.			

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) . . . . .	1 213,919.
2	Enter amount from Part I, line 27a . . . . .	2 11,744.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5 . . . . .	3 784.
4	Add lines 1, 2, and 3 . . . . .	4 226,447.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6 . . . . .	5 558.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 225,889.



**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 330,087.		314,627.	15,460.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
a			15,460.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	18,056.	
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		

**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 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 (col (b) divided by col (c))
2010	10,735.	241,164.	0.044513
2009	9,259.	214,213.	0.043223
2008	9,504.	184,198.	0.051597
2007			
2006			
2 Total of line 1, column (d)			0.139333
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			0.046444
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			231,897.
5 Multiply line 4 by line 3			10,770.
6 Enter 1% of net investment income (1% of Part I, line 27b)			240.
7 Add lines 5 and 6			11,010.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			11,852.

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

Table with 11 rows for excise tax calculations. Line 1: 240. Line 2: 240. Line 3: 240. Line 4: NONE. Line 5: 240. Line 6a: 220. Line 6b: NONE. Line 6c: NONE. Line 6d: NONE. Line 7: 220. Line 8: 20. Line 9: 20. Line 10: NONE. Line 11: NONE.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Row 1a: No. Row 1b: No. Row 1c: No. Row 2: No. Row 3: No. Row 4a: No. Row 4b: No. Row 5: No. Row 6: Yes. Row 7: Yes. Row 8a: MA. Row 8b: No. Row 9: No. Row 10: No.



Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP + 4 <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>		Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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)? (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)?  Yes  No **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?  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?  Yes  No **6b** X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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
SEE STATEMENT 7		2,987.	-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
SEE STATEMENT 8		NONE	NONE	NONE
-----				
-----				
-----				
-----				

**Total number of other employees paid over \$50,000**  NONE



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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 9		NONE
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3 . . . . .</b>	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	218,055.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,373.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	235,428.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	235,428.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	3,531.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	231,897.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	11,595.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	11,595.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	240.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	240.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	11,355.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	11,355.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	11,355.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	11,852.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	11,852.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	240.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	11,612.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				11,355.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only . . . . .			2,141.	
<b>b</b> Total for prior years 20 09, 20 , 20		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006 . . . . .		NONE		
<b>b</b> From 2007 . . . . .		NONE		
<b>c</b> From 2008 . . . . .		NONE		
<b>d</b> From 2009 . . . . .		NONE		
<b>e</b> From 2010 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 11,852.				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			2,141.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				9,711.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				1,644.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> Excess from 2011 . . . . .	NONE			



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

NOT APPLICABLE

1a 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)

Table with 5 columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [X] 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 <i>Paid during the year</i>  SEE STATEMENT 10				
<b>Total</b> ..... ► <b>3a</b>				9,627.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ► <b>3b</b>				





FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESCO INTL GROWTH FUND CL Y	110.	110.
ARTIO GLOBAL HIGH INCOME FUND CL I	235.	235.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	5.	5.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	177.	177.
EATON VANCE LARGE-CAP VALUE FUND CL I	516.	516.
HARBOR INTERNATIONAL FUND INSTL CL	195.	195.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	85.	85.
ISHARES TR RUSSELL 2000 INDEX FUND	43.	43.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	42.	42.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	890.	890.
METRO WEST T/R BD CL I	302.	302.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	12.	12.
PIMCO TOTAL RETURN FUND INSTL	991.	991.
PIMCO HIGH YIELD FUND	477.	477.
PIMCO COMMODITY REALRETURN STRATEGY FUND	3,289.	3,289.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	203.	203.
PIMCO EMERGING MKT CURRENCY FUND INSTL	11.	11.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	15.	15.
VANGUARD MSCI EAFE ETF FUND	76.	76.
VANGUARD MSCI EMERGING MKTS ETF	139.	139.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	12.	12.
TOTAL	7,825.	7,825.

FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	845.			845.
TOTALS	845.	NONE	NONE	845.

FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	138.	
FEDERAL ESTIMATES - PRINCIPAL	220.	
FOREIGN TAXES ON QUALIFIED FOR	114.	114.
FOREIGN TAXES ON NONQUALIFIED	21.	21.
TOTALS	493.	135.

FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	185.	185.
TOTALS	----- 185. =====	----- 185. =====



FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

-----  
DESCRIPTION

AMOUNT  
-----

CTF ADJUSTMENT

784.

TOTAL

-----  
784.  
=====



FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

-----  
DESCRIPTION

AMOUNT  
-----

ROUNDING

5.

SALES ADJUSTMENT

553.  
-----

TOTAL

558.  
=====



FLORENCE M. CUSHING TRUST+

04-6008231

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET

BOSTON, MA 02110

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 2,987.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION: 2,987.

=====



FLORENCE M. CUSHING TRUST+

04-6008231

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:  
NONE

~~CONFIDENTIAL~~

FLORENCE M. CUSHING TRUST+

04-6008231

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====  
NAME :  
NONE



FLORENCE M. CUSHING TRUST+  
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

04-6008231

RECIPIENT NAME:

WALDO PEIRCE READING ROOM &

ADDRESS:

LIBRARY ASSN.  
FRANKFORT, ME 04438

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TO SUPPORT NAMED ORGANIZATION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 9,627.

TOTAL GRANTS PAID:

9,627.

=====



FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES



**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for  
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

Employer identification number

FLORENCE M. CUSHING TRUST+

04-6008231

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> -1,420.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶					<b>5</b> -1,420.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					1,870.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 17,606.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶					<b>12</b> 19,476.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011



<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		-1,420.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		19,476.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>14b</b>		
c	28% rate gain	<b>14c</b>		
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14	<b>15</b>		18,056.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	<b>16</b>	( )
-----------	---	-----------	-----

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>19</b>	
<b>20</b>	Add lines 18 and 19	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0-	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0-	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15)	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>31</b>	
<b>32</b>	Add lines 30 and 31	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>33</b>	
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	<b>34</b>	


**SCHEDULE D-1**  
**(Form 1041)**
**Continuation Sheet for Schedule D**  
**(Form 1041)**

OMB No 1545-0092

**2011**
Department of the Treasury  
Internal Revenue Service
**▶ See instructions for Schedule D (Form 1041).**  
**▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

FLORENCE M. CUSHING TRUST+

Employer identification number

04-6008231

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 41.344 INVESCO INTL GROWTH	09/30/2011	11/30/2011	1,084.00	997.00	87.00
244.596 INVESCO INTL GROWTH	09/30/2011	06/22/2012	6,276.00	5,900.00	376.00
665.303 ARTIO GLOBAL HIGH CL I	01/31/2012	04/18/2012	6,420.00	6,354.00	66.00
136.393 COLUMBIA ACORN FUN SHARES	11/30/2011	01/31/2012	4,090.00	3,925.00	165.00
108.031 COLUMBIA SMALL CAP FUND CLASS Z SHARES	11/30/2011	06/22/2012	4,449.00	4,753.00	-304.00
1.325 COLUMBIA SMALL CAP V CLASS Z SHARES	12/06/2011	06/22/2012	55.00	55.00	
4.373 COLUMBIA SMALL CAP V CLASS Z SHARES	12/06/2011	06/22/2012	180.00	181.00	-1.00
5.45 COLUMBIA SMALL CAP VA CLASS Z SHARES	12/06/2011	06/22/2012	224.00	225.00	-1.00
1.653 COLUMBIA SMALL CAP V CLASS Z SHARES	12/06/2011	06/22/2012	68.00	68.00	
31.875 COLUMBIA SELECT LAR GROWTH FUND CLASS Z SHARES	08/31/2011	06/22/2012	404.00	407.00	-3.00
71.912 EAGLE SM CAP GROWTH	07/29/2011	01/31/2012	2,943.00	3,005.00	-62.00
95.2 EAGLE SM CAP GROWTH F	07/29/2011	06/22/2012	3,724.00	3,978.00	-254.00
63.514 EAGLE SM CAP GROWTH	11/30/2011	06/22/2012	2,485.00	2,441.00	44.00
21.104 EATON VANCE LARGE-C FUND CL I	07/29/2011	06/22/2012	380.00	383.00	-3.00
96.372 EATON VANCE LARGE-C FUND CL I	08/31/2011	06/22/2012	1,736.00	1,636.00	100.00
94.936 SELECT LARGE CAP GR TRUST FUND	06/22/2012	08/31/2012	21,503.00	20,477.00	1,026.00
273.851 MID CAP VALUE CTF	04/20/2012	06/22/2012	4,885.00	5,185.00	-300.00
227.427 JOHN HANCOCK FDS I DISCIPLINED VALUE MID CAP F	03/31/2011	01/31/2012	2,715.00	2,804.00	-89.00
625.018 JOHN HANCOCK FDS I DISCIPLINED VALUE MID CAP F	11/30/2011	04/18/2012	7,875.00	7,100.00	775.00
27.847 JOHN HANCOCK FDS II DISCIPLINED VALUE MID CAP F	08/31/2011	04/18/2012	351.00	305.00	46.00
21.551 LAZARD FUNDS INC EM PORTFOLIO INSTL	08/31/2011	06/22/2012	378.00	433.00	-55.00
811.5 LAZARD FUNDS INC EME PORTFOLIO INSTL	11/30/2011	06/22/2012	14,226.00	15,102.00	-876.00
345.655 METRO WEST T/R BD	03/30/2012	06/22/2012	3,681.00	3,643.00	38.00
1477.591 METRO WEST T/R BD	01/31/2012	06/22/2012	15,736.00	15,515.00	221.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011





Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

FLÖRENCE M. CUSHING TRUST+

04-6008231

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 149.201 ARTIO GLOBAL HIGH CL I	07/15/2010	11/30/2011	1,401.00	1,511.00	-110.00
52.899 ARTIO GLOBAL HIGH I CL I	02/28/2011	04/18/2012	510.00	554.00	-44.00
275.452 ARTIO GLOBAL HIGH CL I	07/15/2010	04/18/2012	2,658.00	2,790.00	-132.00
344.828 COLUMBIA ACORN FUN SHARES	07/15/2010	01/31/2012	10,341.00	8,666.00	1,675.00
28.954 COLUMBIA ACORN INTE FUND CL Z	07/15/2010	11/30/2011	1,022.00	996.00	26.00
71.115 COLUMBIA ACORN INTE FUND CL Z	07/15/2010	03/30/2012	2,808.00	2,446.00	362.00
50.506 COLUMBIA SMALL CAP CLASS Z SHARES	03/08/2007	01/31/2012	2,206.00	2,552.00	-346.00
.99 COLUMBIA SMALL CAP VAL CLASS Z SHARES	12/10/2007	01/31/2012	43.00	46.00	-3.00
6.083 COLUMBIA SMALL CAP V CLASS Z SHARES	12/10/2007	01/31/2012	266.00	285.00	-19.00
2.298 COLUMBIA SMALL CAP V CLASS Z SHARES	12/08/2008	01/31/2012	100.00	68.00	32.00
.311 COLUMBIA SMALL CAP VA CLASS Z SHARES	12/07/2010	06/22/2012	13.00	14.00	-1.00
14.252 COLUMBIA SMALL CAP CLASS Z SHARES	07/15/2010	06/22/2012	587.00	555.00	32.00
3.343 COLUMBIA SMALL CAP V CLASS Z SHARES	12/08/2008	06/22/2012	138.00	98.00	40.00
8.904 COLUMBIA SMALL CAP V CLASS Z SHARES	02/27/2009	06/22/2012	367.00	209.00	158.00
2341.411 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	07/15/2010	11/30/2011	29,338.00	23,953.00	5,385.00
117.725 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	07/15/2010	01/31/2012	1,517.00	1,204.00	313.00
98.778 COLUMBIA SELECT LAR GROWTH FUND CLASS Z SHARES	07/15/2010	02/29/2012	1,368.00	1,011.00	357.00
251.651 COLUMBIA SELECT LA GROWTH FUND CLASS Z SHARES	07/15/2010	03/30/2012	3,631.00	2,574.00	1,057.00
2119.442 COLUMBIA SELECT L GROWTH FUND CLASS Z SHARES	07/15/2010	06/22/2012	26,896.00	21,682.00	5,214.00
18.981 COLUMBIA SELECT LAR GROWTH FUND CLASS Z SHARES	08/31/2010	06/22/2012	241.00	187.00	54.00
615.043 EATON VANCE LARGE-FUND CL I	07/15/2010	11/30/2011	10,468.00	9,994.00	474.00
62.965 EATON VANCE LARGE-C FUND CL I	07/15/2010	01/31/2012	1,121.00	1,023.00	98.00
74.564 EATON VANCE LARGE-C FUND CL I	07/15/2010	03/30/2012	1,411.00	1,212.00	199.00
1629.923 EATON VANCE LARGE FUND CL I	07/15/2010	06/22/2012	29,355.00	26,486.00	2,869.00
20.974 HARBOR INTERNATIONAL CL	07/15/2010	01/31/2012	1,186.00	1,102.00	84.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .



Settlement Date



**Account Summary**

Oct 01, 2011 through Sept. 30, 2012

FLORENCE M CUSHING TRUST

**Account:**

**Market Value \$239,295.04**

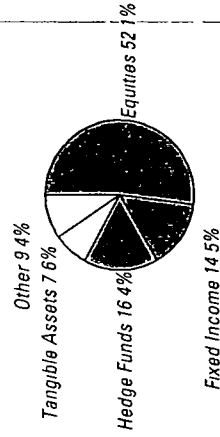
Account Activity		YTD Since 10/01/11
Description	Current Period	YTD
<b>Beginning Market Value</b>	<b>\$210,897.50</b>	<b>\$210,897.50</b>
Income	8,400.32	8,400.32
Deposits	1,782.48	1,782.48
Disbursements	-10,170.10	-10,170.10
Bank Fees	3,832.03	-3,832.03
Change in Market Value	32,216.87	32,216.87
<b>Ending Market Value</b>	<b>\$239,295.04</b>	<b>\$239,295.04</b>
Change in Account Value	28,397.54	28,397.54
Accrued Income	145.51	145.51
<b>Ending Value + Accrued Income</b>	<b>\$239,440.55</b>	<b>\$239,440.55</b>

Realized Gain/Loss Summary		Fiscal YTD
Description	Current Period	YTD
Short-term	-\$1,435.03	-\$1,388.09
Long-term	19,006.65	19,512.73
<b>Net Total</b>	<b>\$17,571.62</b>	<b>\$18,124.64</b>

Income Summary		YTD Since 10/01/11
Description	Current Period	YTD
Dividends - Taxable	\$7,764.91	\$7,764.91
Interest - Taxable	12.37	12.37
Collective Fund - Taxable	623.04	623.04
<b>Total Income</b>	<b>\$8,400.32</b>	<b>\$8,400.32</b>

**Portfolio Allocation**

Description	Market Value	Tax Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Current Yield
Cash/Currency	\$10,828.77	\$10,828.77	\$0.00	\$0.98	\$9.64	0.08%
Equities	124,601.09	117,311.23	7,289.86	55.37	2,587.85	2.07
Fixed Income	34,694.72	34,173.94	520.78	61.14	1,311.25	3.77
Hedge Funds	39,297.73	36,340.94	2,956.79	0.00	1,833.32	4.66
Real Estate	11,746.97	11,822.70	-75.73	28.02	513.26	4.36
Tangible Assets	18,125.76	15,411.32	2,714.44	0.00	0.00	0.00
<b>Total Assets</b>	<b>\$239,295.04</b>	<b>\$225,888.90</b>	<b>\$13,406.14</b>	<b>\$145.51</b>	<b>\$6,255.32</b>	<b>2.61%</b>
<b>Total</b>	<b>\$239,295.04</b>	<b>\$225,888.90</b>	<b>\$13,406.14</b>	<b>\$145.51</b>	<b>\$6,255.32</b>	



Assets representing less than 5% of total are grouped together as "Other" for display on the pie chart

Settlement Date

**Portfolio Detail**

**Account:** FLORENCE M CUSHING TRUST

Oct 01, 2011 through Sept 30, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
349 330	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	\$349.33	0.1%	\$349.33	1,000	\$0.00	\$0.02	\$0.31	0.08%
10,479 440	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	10,479.44	4.4%	10,479.44	1,000	0.00	0.96	9.33	0.08
	<b>Total Cash Equivalents</b>		<b>\$10,828.77</b>	<b>4.5%</b>	<b>\$10,828.77</b>		<b>\$0.00</b>	<b>\$0.98</b>	<b>\$9.64</b>	<b>0.08%</b>
	<b>Total Cash/Currency</b>		<b>\$10,828.77</b>	<b>4.5%</b>	<b>\$10,828.77</b>		<b>\$0.00</b>	<b>\$0.98</b>	<b>\$9.64</b>	<b>0.08%</b>

**Equities**

(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities					
565 671	DIVIDEND INCOME COMMON TRUST FUND	45399C107 OEO	\$21,596.70 38,179	9.0%	\$20,481.35 36,207	\$1,115.35	\$12.93	\$670.89	3.10%
964 985	HIGH QUALITY CORE COMMON TRUST FUND	992466163 OEO	9,910.20 10,270	4.1%	9,096.43 9,426	813.77	5.26	254.76	2.57
328 000	ISHARES RUSSELL 1000 GROWTH INDEX FUND Ticker: IWF	464287614 OEO	21,877.60 66,700	9.1%	21,543.04 65,680	334.56	0.00	299.14	1.36
	<b>Total U.S. Large Cap</b>		<b>\$53,384.50</b>	<b>22.3%</b>	<b>\$51,120.82</b>	<b>\$2,263.68</b>	<b>\$18.19</b>	<b>\$1,224.79</b>	<b>2.29%</b>

**U.S. Mid Cap**

75,000	ISHARES S&P MIDCAP 400 INDEX FUND Ticker: IJH	464287507 OEO	\$7,401.00 98,680	3.1%	\$6,846.38 91,285	\$554.62	\$23.66	\$92.03	1.24%
371.533	MID CAP GROWTH CTF ORIGINAL COST 6,813.92 Ticker: CTFGE	323991307 OEO	7,235.49 19,475	3.0%	6,873.61 18,501	361.88	0.49	67.99	0.94

Settlement Date



**Portfolio Detail**

Oct 01, 2011 through Sept 30, 2012

FLORENCE M CUSHING TRUST

Account:

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
<b>U.S. Mid Cap (cont)</b>										
377 044	MID CAP VALUE CTF	302993993	7,261.19	3.0	7,108.63	7,108.63	152.56	7.42	168.16	2.31
	ORIGINAL COST	OEQ	19,258		18,854					
	Ticker: MIDVAL									
	<b>Total U.S. Mid Cap</b>		<b>\$21,897.68</b>	<b>9.2%</b>	<b>\$20,828.62</b>		<b>\$1,069.06</b>	<b>\$31.57</b>	<b>\$328.18</b>	<b>1.49%</b>
<b>U.S. Small Cap</b>										
60 000	ISHARES RUSSELL 2000 INDEX	464287655	\$5,006.40	2.1%	\$4,634.10	\$4,634.10	\$372.30	\$0.00	\$79.20	1.58%
	FUND	OEQ	83.440		77.235					
	Ticker: IWM									
353 301	SMALL CAP GROWTH LEADERS COMMON	992466189	3,775.23	1.6	3,397.48	3,397.48	377.75	0.40	22.61	0.59
	TRUST FUND	OEQ	10.686		9.616					
	ORIGINAL COST	3,406.95								
206 784	SMALL CAP VALUE CTF	303995997	3,656.83	1.5	3,468.03	3,468.03	188.80	1.82	63.07	1.72
	ORIGINAL COST	OEQ	17,684		16,771					
	Ticker: SMVAL									
	<b>Total U.S. Small Cap</b>		<b>\$12,438.46</b>	<b>5.2%</b>	<b>\$11,499.61</b>		<b>\$938.85</b>	<b>\$2.22</b>	<b>\$164.88</b>	<b>1.32%</b>
<b>International Developed</b>										
1,109 109	INTERNATIONAL FOCUSED EQUITY	992466197	\$10,874.81	4.5%	\$10,199.82	\$10,199.82	\$674.99	\$3.28	\$76.53	0.70%
	COMMON TRUST FUND	OEQ	9.805		9.196					
	ORIGINAL COST	10,220.88								
110 000	VANGUARD MSCI EAFE ETF	921943858	3,616.80	1.5	3,369.85	3,369.85	246.95	0.00	254.43	7.03
	FUND	OEQ	32.880		30.635					
	Ticker: VEA									
	<b>Total International Developed</b>		<b>\$14,491.61</b>	<b>6.1%</b>	<b>\$13,569.67</b>		<b>\$921.94</b>	<b>\$3.28</b>	<b>\$330.96</b>	<b>2.28%</b>
<b>Emerging Markets</b>										
248,548	EMERGING MARKETS STOCK COMMON	29099,109	\$11,333.04	4.7%	\$10,059.98	\$10,059.98	\$1,273.06	\$0.11	\$159.82	1.41%
	TRUST FUND	OEQ	45.597		40.475					
	ORIGINAL COST	10,220.87								
265,000	VANGUARD MSCI EMERGING MKTS ETF	922042858	11,055.80	4.6	10,232.53	10,232.53	823.27	0.00	379.22	3.43
	Ticker: VWO	OEQ	41.720		38.613					
	<b>Total Emerging Markets</b>		<b>\$22,388.84</b>	<b>9.4%</b>	<b>\$20,292.51</b>		<b>\$2,096.33</b>	<b>\$0.11</b>	<b>\$539.04</b>	<b>2.40%</b>

Settlement Date



**Portfolio Detail**

Account: FLORENCE M CUSHING TRUST

Oct 01, 2011 through Sept 30, 2012

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>										
	Emerging Markets (cont)		\$124,601.09	52.1%	\$117,311.23		\$7,289.86	\$55.37	\$2,587.85	2.07%
	<b>Total Equities</b>									
<b>Fixed Income</b>										
	Investment Grade Taxable									
1,338 599	AGGREGATE BOND CTF ORIGINAL COST	202671913	\$23,015.34	9.6%	\$22,856.70	17,075	\$158.64	\$11.20	\$584.97	2.54%
	<b>Total Investment Grade Taxable</b>		\$23,015.34	9.6%	\$22,856.70		\$158.64	\$11.20	\$584.97	2.54%
	Global High Yield Taxable									
1,226 826	PIMCO HIGH YIELD FD INSTL CL	693390841	\$11,679.38	4.9%	\$11,317.24	9,225	\$362.14	\$49.94	\$726.28	6.21%
	<b>Total Global High Yield Taxable</b>		\$11,679.38	4.9%	\$11,317.24		\$362.14	\$49.94	\$726.28	6.21%
	<b>Total Fixed Income</b>		\$34,694.72	14.5%	\$34,173.94		\$520.78	\$61.14	\$1,311.25	3.77%
<b>Hedge Funds</b>										
	Hedge Funds Specific Strategy									
241 629	IVY ASSET STRATEGY FUND CLI	466001864	\$6,190.53	2.6%	\$5,678.27	23,500	\$512.26	\$0.00	\$80.22	1.29%
196 480	PERMANENT PORTFOLIO	714199106	9,731.65	4.1%	9,085.24	46,240	646.41	0.00	82.52	0.84
2,090 836	PIMCO ALL ASSET ALL AUTH FUND INSTL CL	722000182	23,375.55	9.8%	21,577.43	10,320	1,798.12	0.00	1,670.58	7.14
	<b>Total Hedge Funds Specific Strategy</b>		\$39,297.73	16.4%	\$36,340.94		\$2,956.79	\$0.00	\$1,833.32	4.66%
	<b>Total Hedge Funds</b>		\$39,297.73	16.4%	\$36,340.94		\$2,956.79	\$0.00	\$1,833.32	4.66%

Settlement Date



**Portfolio Detail**

Oct 01, 2011 through Sept 30, 2012

FLORENCE M CUSHING TRUST

Account

Units	Description	CUSIP Sector (2)	Market Value/ Market Price	% of Total	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Accrued Income	Estimated Annual Income	Cur Yld/ YTM
<b>Real Estate</b>										
Public REITs										
1,174 509	REIT COMMON TRUST FUND ORIGINAL COST	99Z466247	\$11,746.97 10,002	4.9%	\$11,822.70 10,066		-\$75.73	\$28.02	\$513.26	4.36%
	<b>Total Public REITs</b>		<b>\$11,746.97</b>	<b>4.9%</b>	<b>\$11,822.70</b>		<b>-\$75.73</b>	<b>\$28.02</b>	<b>\$513.26</b>	<b>4.36%</b>
	<b>Total Real Estate</b>		<b>\$11,746.97</b>	<b>4.9%</b>	<b>\$11,822.70</b>		<b>-\$75.73</b>	<b>\$28.02</b>	<b>\$513.26</b>	<b>4.36%</b>
<b>Tangible Assets</b>										
Commodities										
632 000	POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	73935S105	\$18,125.76 28,680	7.6%	\$15,411.32 24,385		\$2,714.44	\$0.00	\$0.00	0.00%
	<b>Total Commodities</b>		<b>\$18,125.76</b>	<b>7.6%</b>	<b>\$15,411.32</b>		<b>\$2,714.44</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.00%</b>
	<b>Total Tangible Assets</b>		<b>\$18,125.76</b>	<b>7.6%</b>	<b>\$15,411.32</b>		<b>\$2,714.44</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>0.00%</b>
	<b>Total Portfolio</b>		<b>\$239,295.04</b>	<b>100.0%</b>	<b>\$225,888.90</b>		<b>\$13,406.14</b>	<b>\$145.51</b>	<b>\$6,255.32</b>	<b>2.61%</b>