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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012, and ending MAY 31, 2013

Name of foundation MUSHETT FAMILY FOUNDATION, INC. C/O PGB TRUST & INVESTMENTS		A Employer identification number 22-3614593
Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 7037		B Telephone number (908) 879-4699
City or town, state, and ZIP code BEDMINSTER, NJ 07921-7037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,722,703. (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 <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		17,925.	17,925.		Statement 1
4 Dividends and interest from securities		292,664.	292,664.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		243,762.			
b Gross sales price for all assets on line 6a 1,548,699.					
7 Capital gain net income (from Part IV, line 2)			243,762.		
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		17.	17.		Statement 3
12 Total. Add lines 1 through 11		554,368.	554,368.		
13 Compensation of officers, directors, trustees, etc		82,500.	41,250.		41,250.
14 Other employee salaries and wages		25,970.	12,985.		12,985.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 4		44,652.	43,948.		704.
17 Interest Stmt 5		10,550.	6,158.		4,392.
18 Taxes		181.	181.		
19 Depreciation and depletion		23,126.	11,563.		11,563.
20 Occupancy		3,425.	1,712.		1,713.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		13,787.	6,002.		7,785.
24 Total operating and administrative expenses. Add lines 13 through 23		204,191.	123,799.		80,392.
25 Contributions, gifts, grants paid		441,300.			441,300.
26 Total expenses and disbursements. Add lines 24 and 25		645,491.	123,799.		521,692.
27 Subtract line 26 from line 12		<91,123.>			
a Excess of revenue over expenses and disbursements			430,569.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,175,986.	1,938,258.	1,938,258.
	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	6,341,611.	6,188,140.	8,664,544.
	c Investments - corporate bonds Stmt 8	741,929.	405,686.	429,366.
11 Investments - land, buildings, and equipment: basis				
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	50,000.	686,804.	683,975.	
14 Land, buildings, and equipment: basis Stmt 10	2,913.			
Less: accumulated depreciation Stmt 10	2,913.	181.	0.	
15 Other assets (describe: SECURITY DEPOSIT)	6,560.	6,560.	6,560.	
16 Total assets (to be completed by all filers)	9,316,267.	9,225,448.	11,722,703.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe: Statement 11)	1,194.	1,498.	
23 Total liabilities (add lines 17 through 22)	1,194.	1,498.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	9,315,073.	9,223,950.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	9,315,073.	9,223,950.		
31 Total liabilities and net assets/fund balances	9,316,267.	9,225,448.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,315,073.
2 Enter amount from Part I, line 27a	2	<91,123.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	9,223,950.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,223,950.

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			
b See Attached Statements			
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			
b			
c			
d			
e 1,548,699.		1,304,937.	243,762.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			
b			
c			
d			
e			243,762.

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	243,762.
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 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))
2011	505,817.	10,528,355.	.048043
2010	498,499.	10,300,723.	.048395
2009	531,862.	10,051,646.	.052913
2008	668,617.	10,704,806.	.062460
2007	660,804.	13,551,919.	.048761

2 Total of line 1, column (d)	2	.260572
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	.052114
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,969,632.
5 Multiply line 4 by line 3	5	571,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,306.
7 Add lines 5 and 6	7	575,977.
8 Enter qualifying distributions from Part XII, line 4	8	521,692.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	8,611.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		3	8,611.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,611.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,821.	
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	3,821.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,790.	
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 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PEAPACK-GLADSTONE BANK Telephone no ► (908) 719-3304 Located at ► 500 HILLS DRIVE STE 300, BEDMINSTER, NJ ZIP+4 ► 07921			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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

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

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HENRY J DAALEMAN 1 YOUNG COURT CHESTER, NJ 07930	PRESIDENT/TREASURER 20.00	60,000.	0.	0.
MARK DAALEMAN 836 KIMBALL AVE WESTFIELD, NJ 07090	VICE PRESIDENT/SECRETARY 5.00	15,000.	0.	0.
SISTER MARY ELEANOR THORNTON 104-84 111TH ST RICHMOND HILL, NY 11419	TRUSTEE 2.00	1,500.	0.	0.
JAMES MORGAN MD 653 UPPER MOUNTAIN AVE UPPER MONTCLAIR, NJ 07043	TRUSTEE 2.00	6,000.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

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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	8,998,046.
b	Average of monthly cash balances	1b	2,131,948.
c	Fair market value of all other assets	1c	6,688.
d	Total (add lines 1a, b, and c)	1d	11,136,682.
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	11,136,682.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	167,050.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,969,632.
6	Minimum investment return. Enter 5% of line 5	6	548,482.

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	548,482.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,611.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,611.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	539,871.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	539,871.
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	539,871.

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	521,692.
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	521,692.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	521,692.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				539,871.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			440,863.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012.				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 521,692.				
a Applied to 2011, but not more than line 2a			440,863.	
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 2012 distributable amount				80,829.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				459,042.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section . . . ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

1 Information Regarding Foundation Managers:

- 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

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 or e-mail of the person to whom applications should be addressed**

N/A

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

N/A

- c** Any submission deadlines.

N/A

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

N/A

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

Recipient 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				
CATHOLIC MEDICAL MISSION BOARD 10 WEST 17TH ST NEW YORK, NY 100115765	N/A	PUBLIC	GENERAL OPERATING	15,000.
COMMUNITY FOODBANK OF NEW JERSEY 31 EVANS TERMINAL ROAD HILLSIDE, NJ 07205	N/A	PUBLIC	GENERAL OPERATING	20,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL OPERATING	15,000.
ELIZABETH COALITION TO HOUSE THE HOMELESS 118 DIVISION ST ELIZABETH, NJ 07201	N/A	PUBLIC	GENERAL OPERATING	15,000.
INTERFAITH FOOD PANTRY PO BOX 250, 2 EXECUTIVE DR. MORRIS PLAINS, NJ 07950	N/A	PUBLIC	GENERAL OPERATING	15,000.
Total	See continuation sheet(s)			3a 441,300.
b Approved for future payment				
None				
Total			3b	0.

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.		

[illegible]

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 1/24/13

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name


Preparer's signature

Date _____

Check ☐
self-employed

PTIN

BRIAN DOHERTY, CPA

Preparer's signature 

7-24-3

P00022611

Firm's name ▶ Olsen & Thompson, P.A.

Firm's EIN ► 22-1914497

Firm's address ▶ 970 Mount Kemble Ave.
Morristown, NJ 07960

Phone no. (973) 425-3212

Form 990-PF (2012)

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 2000 SH TEVA PHARMACEUTICALS	P		06/11/12
b 2000 SH MONSANTO CO	P		06/11/12
c 2000 SH PROCTOR & GAMBLE	P		06/11/12
d 200000 GENERAL MILLS 5.65% DUE 9/10/12	P		09/10/12
e 3000 SH PS BUSINESS 6.7% PFD SER P	P		10/09/12
f 125000 GENERAL ELECTRIC CAPITAL CORP 2.8%	P		01/08/13
g 85 SH APPLE INC	P		02/28/13
h 1600 SH ABBOTT LABS	P		03/12/13
i 1000 SH ADP	P		03/12/13
j 1200 SH CHUBB CORP	P		03/12/13
k 500 SH COSTCO WHOLESALE	P		03/12/13
l 1500 SH HOME DEPOT	P		03/12/13
m 1100 SH ILLINOIS TOOL WORKS	P		03/12/13
n 400 SH VISA INC CL A	P		03/12/13
o 2000 SH EMERGING MKTS	P		03/12/13

(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 79,153.		89,560.	<10,407.>
b 157,631.		138,372.	19,259.
c 122,952.		90,807.	32,145.
d 200,000.		210,400.	<10,400.>
e 75,000.		75,000.	0.
f 125,000.		125,844.	<844.>
g 38,406.		31,654.	6,752.
h 54,854.		35,293.	19,561.
i 62,274.		38,770.	23,504.
j 102,765.		48,930.	53,835.
k 51,749.		16,720.	35,029.
l 105,513.		61,746.	43,767.
m 69,097.		61,402.	7,695.
n 64,322.		34,459.	29,863.
o 87,233.		95,199.	<7,966.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<10,407.>
b			19,259.
c			32,145.
d			<10,400.>
e			0.
f			<844.>
g			6,752.
h			19,561.
i			23,504.
j			53,835.
k			35,029.
l			43,767.
m			7,695.
n			29,863.
o			<7,966.>

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	
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	

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	4000 SH PROLOGIS INC PFD	P		04/19/13
b	2110 SH JP MORGAN CHASE 7% PFD	P		05/08/13
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 100,000.		100,000.	0.
b 52,750.		50,781.	1,969.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			0.
b			1,969.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	243,762.
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

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

22-3614593

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH FAMILY SERVICES 655 WESTFIELD AVENUE ELIZABETH, NJ 07208	N/A	PUBLIC	GENERAL OPERATING	7,000.
LAMP FOR HAITI FOUNDATION PO BOX 39703 PHILADELPHIA, PA 19106	N/A	PUBLIC	GENERAL OPERATING	35,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 633 3RD AVENUE, 28TH FLOOR NEW YORK, NY 10017	N/A	PUBLIC	GENERAL OPERATING	150,000.
NEW YORK ACADEMY OF SCIENCE 7 WORLD TRADE CENTER, 250 GREENWICH ST, 40TH FL NEW YORK, NY 10027	N/A	PUBLIC	GENERAL OPERATING	80,000.
NY/NJ BAYKEEPER 52 WEST FRONT STREET KEYPORT, NJ 07735	N/A	PUBLIC	GENERAL OPERATING	6,000.
PARTNERS IN HEALTH 888 COMMONWEALTH AVE., 3RD FL BOSTON, MA 02215	N/A	PUBLIC	GENERAL OPERATING	15,000.
RAPHAEL'S LIFE HOUSE PO BOX 491 CRANFORD, NJ 07016	N/A	PUBLIC	GENERAL OPERATING	10,000.
ST JOSEPH SOCIAL SERVICE CENTER 118 DIVISION ST ELIZABETH, NJ 07201	N/A	PUBLIC	GENERAL OPERATING	13,500.
ST JOSEPH'S ROMAN CATHOLIC CHURCH PO BOX 6 MIDDLETOWN, NJ 07748	N/A	PUBLIC	GENERAL OPERATING	7,500.
ST LUKE'S FOUNDATION FOR HAITI, C/O DONNA CAMERA 178 KNOLLWOOD ROAD MANCHESTER, CT 06042	N/A	PUBLIC	GENERAL OPERATING	13,000.
Total from continuation sheets				361,300.

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

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

Source	Amount
INTEREST INCOME - GE CAPITAL	4,121.
INTEREST INCOME - HUDSON CITY SAVINGS	2,947.
INTEREST INCOME - MET LIFE	6,597.
INTEREST INCOME - NATIONWIDE	212.
INTEREST INCOME - PACIFIC MERC.	4,048.
Total to Form 990-PF, Part I, line 3, Column A	17,925.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDEND INCOME - PEAPACK GLADSTONE	257,425.	0.	257,425.
INTEREST INCOME - PEAPACK GLADSTONE	35,239.	0.	35,239.
Total to Fm 990-PF, Part I, ln 4	292,664.	0.	292,664.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CLASS ACTION PROCEEDS	17.	17.	
Total to Form 990-PF, Part I, line 11	17.	17.	

Form 990-PF	Other Professional Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT FEES	43,243.	43,243.		0.
OTHER PROFESSIONAL FEES	1,409.	705.		704.
To Form 990-PF, Pg 1, ln 16c	44,652.	43,948.		704.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	8,784.	4,392.		4,392.
FOREIGN TAX WITHHELD	1,766.	1,766.		0.
To Form 990-PF, Pg 1, ln 18	10,550.	6,158.		4,392.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	768.	384.		384.
MISCELLANEOUS	8,059.	4,030.		4,029.
TELEPHONE	2,958.	1,479.		1,479.
OFFICE EXPENSES	192.	96.		96.
DUES AND MEMBERSHIPS	1,785.	0.		1,785.
SUBSCRIPTIONS	25.	13.		12.
To Form 990-PF, Pg 1, ln 23	13,787.	6,002.		7,785.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
COMMON STOCKS	5,960,051.	8,439,610.
PREFERRED STOCKS	228,089.	224,934.
Total to Form 990-PF, Part II, line 10b	6,188,140.	8,664,544.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
CORPORATE BONDS	405,686.	429,366.
Total to Form 990-PF, Part II, line 10c	405,686.	429,366.

Form 990-PF	Other Investments	Statement	9
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Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FUNDS	COST	686,804.	683,975.
Total to Form 990-PF, Part II, line 13		686,804.	683,975.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	10
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
COMPUTER	1,481.	1,481.	0.
PRINTER	231.	231.	0.
OFFICE EQUIPMENT	1,201.	1,201.	0.
Total To Fm 990-PF, Part II, ln 14	2,913.	2,913.	0.

Form 990-PF	Other Liabilities	Statement 11
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Description	BOY Amount	EOY Amount
PAYROLL TAXES PAYABLE	1,194.	1,498.
Total to Form 990-PF, Part II, line 22	1,194.	1,498.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	030207	SL	5.00	16	1,481.			1,481.	1,481.		0.
2	PRINTER	042607	SL	5.00	16	231.			231.	231.		0.
3	OFFICE EQUIPMENT	022208	SL	5.00	16	1,201.			1,201.	1,020.		181.
	* Total 990-PF Pg 1					2,913.		0.	2,913.	2,732.	0.	181.
	Depr											

Mushett Family Foundation
Investments
FYE 5/31/13

EIN 22-3614593

Shares/Par	Security	Cost	Value
<u>Preferred Stocks</u>			
3000	Allianz SE 8.375%	75,536	74,814
4000	Public Storage 5.375% Pfd Ser V	101,879	100,120
2000	US Bancorp 5.15% Pfd Ser H	50,674	50,000
Total Preferred Stocks		228,089	224,934

Mushett Family Foundation
Investments
FYE 5/31/13

EIN 22-3614593

Shares/Par	Security	Cost	Value
<u>Common stocks</u>			
3000	Abbott Labs	66,174	110,010
4600	Abbvie Inc.	110,032	196,374
2100	Air Products & Chemicals Inc	159,317	198,261
5800	Alerian MLP ETF	96,222	100,891
170	Apple Inc.	63,308	76,455
7500	AT&T Inc.	224,925	262,425
2250	Automatic Data Processing Inc	87,232	154,620
820	Blackrock Inc CL A	139,679	228,944
2700	Chevron Corporation	163,650	331,425
3210	Chubb Corp	181,196	279,591
1000	Costco Wholesale Corp.	33,440	109,631
2275	CVS Caremark Corp	95,867	130,995
4000	Danaher Corp	145,034	247,280
2000	Dominion Resources Inc.	102,971	113,100
3000	Du Pont E I Nemours & Co	153,808	167,370
3470	Ecolab Inc	183,511	293,111
3200	Exxonmobil Corp	151,101	289,504
7500	General Electric Corp	236,739	174,900
2500	Home Depot Inc	102,910	196,650
2000	Illinois Tool Works Inc.	111,640	140,260
5125	Intel Corp	107,326	124,435
1550	Intl Business Machines Corp	206,952	322,431
5458	Ishares MSCI Emerging Mkt	229,256	224,842
3800	Johnson & Johnson	196,372	319,884
4400	JP Morgan Chase & Co.	145,093	240,196
5000	Lilly Eli & Co	178,664	265,800
3500	McDonalds Corp	191,125	337,995
5700	Merck & Co.	312,758	266,190
8300	Microsoft Corp	248,060	289,670
1500	Nextera Energy Inc	82,060	113,430
2500	Pepsico Inc.	165,111	201,925
4000	Proctor & Gamble Co	181,614	307,040
2350	Schlumberger Ltd	153,218	171,620
3000	Southern Company	122,180	131,700
5500	Sysco Corp.	140,229	185,900
2000	Target Corp.	106,224	139,000
1825	Total SA ADR	95,735	90,976
1800	Union Pacific Corp	132,448	278,316
3000	Vectron Corp	73,695	103,020
1000	V.F. Corp	76,590	183,860
800	Visa Inc. CL A	68,919	142,512
4700	Waste Management Inc	137,666	197,071
Total Common Stocks		5,960,051	8,439,610

Mushett Family Foundation
Investments
FYE 5/31/13

EIN 22-3614593

Shares/Par	Security	Cost	Value
<u>Corporate Bonds</u>			
150000	Goldman Sachs Group Inc 5 5% Due 11/15/2014	151,142	159,588
125000	Merrill Lynch & Co. 6 05% Due 5/16/2016	127,156	138,860
125000	Morgan Stanley Med Term Note 6.0% Due 5/13/2014	127,388	130,918
Total Corporate Bonds		405,686	429,366

Mushett Family Foundation
Investments
FYE 5/31/13

EIN 22-3614593

Shares/Par	Security	Cost	Value
<u>Mutual Funds</u>			
4725.9	Vanguard GNMA Fund	50,000	50,189
58847.33	Vanguard Short-Term Investment Grade	636,804	633,786
Total Mutual Funds		686,804	683,975