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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation
Cushman Foundation
fka Cush Family Foundation

A Employer identification number
33-0643458

Number and street (or P O box number if mail is not delivered to street address)
10620 Treena Street

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
San Diego, CA 92131

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 19,178,798

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,908,800			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	105	105	105	
	4 Dividends and interest from securities	219,921	219,921	219,921	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-82,931			
	b Gross sales price for all assets on line 6a 877,753				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	9,834	9,834	9,834	
	12 **Total.** Add lines 1 through 11	2,055,729	229,860	229,860	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	94,206	94,206	94,206	94,206
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25,073			25,073
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	734			734
	24 **Total operating and administrative expenses.** Add lines 13 through 23	120,013	94,206	94,206	120,013
	25 Contributions, gifts, grants paid	330,387			330,387
	26 **Total expenses and disbursements.** Add lines 24 and 25	450,400	94,206	94,206	450,400
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,605,329			
	b **Net investment income** (if negative, enter -0-)		135,654		
	c **Adjusted net income** (if negative, enter -0-)			135,654	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,172,786	1,436,492	1,436,492
	2	Savings and temporary cash investments			
	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) ▶ 1,454			
		Less allowance for doubtful accounts ▶		1,454	1,454
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,871,213	11,430,689	15,525,126
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		1,671,291	2,215,726
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		118,945	
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,043,999	14,658,871	19,178,798
Liabilities	17	Accounts payable and accrued expenses	100	142	
	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	**Total liabilities** (add lines 17 through 22)	100	142	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,043,899	14,658,729	
	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** (see page 17 of the instructions)	8,043,899	14,658,729	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,043,999	14,658,871	

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	8,043,899
2	Enter amount from Part I, line 27a	2	1,605,329
3	Other increases not included in line 2 (itemize) ▶	3	5,009,501
4	Add lines 1, 2, and 3	4	14,658,729
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,658,729

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	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) 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	
a	See Additional Data Table			
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	-82,931
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	-71,912

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 page 18 of 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))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,713
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,713
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,713
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 16,400		
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	16,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	8
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶	10	13,679
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,000 **Refunded** ▶	11	7,679

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ _____ **(2)** On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation .*	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	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)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ www cushenterprises com

14 The books are in care of ▶ Debra Parrish Telephone no ▶ (619) 549-2874

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶	16		No

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	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?	**6b**		**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?	**7b**		**No**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Stephen P Cushman 10620 Treena St Ste 110 San Diego, CA 92131	Director 1 00	0		
Debra L Parrish 11717 Birch Glen Court San Diego, CA 92131	Secretary 2 00	0		
Lori A Moore 10620 Treena St Ste 110 San Diego, CA 92131	Vice President 2 00	0		
Marjorie L Cushman 10620 Treena St Ste 110 San Diego, CA 92131	President 1 00	0		

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

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

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

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

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

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

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

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	
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	
2	
All other program-related investments See page 24 of the instructions **3**	

Total. Add lines 1 through 3 . . . . . ▶

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	9,426,162
b	Average of monthly cash balances		1b	1,046,925
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	10,473,087
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	
3	Subtract line 2 from line 1d		3	10,473,087
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	157,096
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	10,315,991
6	**Minimum investment return.** Enter 5% of line 5		6	515,800

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	515,800
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,713		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,713
3	Distributable amount before adjustments Subtract line 2c from line 1		3	513,087
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	513,087
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	513,087

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	450,400
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	450,400
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	450,400

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				513,087
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			330,133	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 450,400				
a Applied to 2012, but not more than line 2a			330,133	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				120,267
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				392,820
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

Stephen P Cushman

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Johnna Ridenour Administrator
10620 Treena Street Suite 110
San Diego, CA 92131
(858) 549-2874
jridenour@cushnet net

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

See Application required of all applicants as available on the entity's website, www cushenterprises com at the link to the Cush Family Foundation

c Any submission deadlines

None

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

See "Eligibility" and Guidelines" as published on the entity's web site, www cushenterprises com at the link to The Cush Family Foundation

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See schedule attached Various Various, CA 92131	none	501c3	General/unrestricted	330,387
Total . . . . . ▶ **3a**				330,387
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					105
4 Dividends and interest from securities					219,921
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			1	-82,931	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Other revenue					9,834
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-82,931	229,860
13 **Total.** Add line 12, columns (b), (d), and (e)				13	146,929

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-11 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Brent R Heramb				P00098332

Firm's name ▶ BRENT R HERAMB A PROFESSIONAL CORPORATION | Firm's EIN ▶

Firm's address ▶ 6645 Norman Ln SAN DIEGO, CA 921203948 | Phone no (619) 261-5969

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
800 units Enbridge Energy Ptrs LP (NB)	P	2013-08-05	2014-02-04
1,250 units Boardwalk Pipeline Partners LP (NB)	P	2013-08-05	2014-03-03
300 units Nustar GP Holdings LLC (NB)	P	2013-07-19	2014-02-04
3,500 shs Caterpillar Inc (WF)	P	2013-04-25	2013-09-20
13,000 shs Cisco Systems, Inc (WF)	P	2013-05-24	2013-12-04
450 shs Apple, Inc (WF)	P	2012-04-16	2013-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,099		20,558	2,541
15,495		53,470	-37,975
8,517		11,087	-2,570
301,175		298,247	2,928
275,208		312,044	-36,836
254,259		265,278	-11,019

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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) 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	
			2,541
			-37,975
			-2,570
			2,928
			-36,836
			-11,019

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Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization
Cushman Foundation
fka Cush Family Foundation

Employer identification number
33-0643458

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . . ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
Cushman Foundation
fka Cush Family Foundation

Employer identification number
33-0643458

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Stephen P Cushman 10620 Treena St Ste 110 San Diego, CA 92131	$ 1,900,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	Noyce Foundation 2500 El Camino Real Suite 110 Palo Alto, CA 94306	$ 8,800	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
Cushman Foundation
fka Cush Family Foundation

Employer identification number
33-0643458

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization	Employer identification number
Cushman Foundation fka Cush Family Foundation	33-0643458

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2013 General Explanation Attachment

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	Statement regarding Private Letter RulingTransfer of assets from Cushman Family Foundation (another Private Foundation)This Private Foundation, The Cushman Foundation, applied for and received the attached Private Letter Ruling PLR) from the Internal Revenue Service The PLR was dated January 31, 2014 Approval was granted for the transfer of specified assets from the Cushman Family Foundation, EIN 33-0206312 During June, 2014, this Private Foundation completed the transfer of cash and securities having a carrying cost or basis in the amount of $4,958,053 and suspended losses related to Publicly Traded Partnerships in the amount of $51,468 from the Cushman Family Foundation, which carrying cost or basis was carried over to this the recipient private foundation The transfer does not constitute revenue to this foundation, and no such revenue is reflected on Federal Form 990PF nor upon California Form 199 See copy of the subject PLR attached

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TY 2013 Investments Corporate Stock Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5200(4700) shs Exxon Mobil Corp.	328,258	523,536
4000(4000) shs Sempra Energy	200,479	418,840
8000(7000) shs Ishares MSCI-Pac Ex Japan	306,011	394,000
5000(4500) shs McDonalds	469,962	503,700
0(3500) shs Caterpillar, Inc		
18000(18000)shs General Electric Company	305,467	473,040
5600(5000) shs Honeywell Intl, Inc	275,032	520,520
5000(5000)shs Northrop Grumman Corp	280,080	598,150
6000(6000)) shs Qualcomm Inc	327,008	475,200
10500(1850) shs Apple Inc	702,514	975,765
11500(10000) shs AT&T	346,191	406,640
3400(3000) shs Costco Whsl Corp	310,012	391,544
4400(4000) shs Air Products & Chemicals	367,724	565,928
9500(9500) shs Bristol Myers Squibb	307,180	460,845
0(13000) shs Cisco Systems		
8500(7500) units Energy Transfer Ptrs LP	357,910	492,745
3350(3000) shs Fedex Corporation	335,083	507,123
5000(4200) SPDR Dow Jones Indl ET Avg ET	750,430	839,450
4350(4100) SDPR S&P 500 Trust ET SPY	654,055	851,382
3000(0) Powershares QQQ TR ET Ser 1	259,399	281,730
900(0) units NRG Yield Inc	25,242	46,845
250(0) shs One Gas Inc	5,461	9,438
1000(0) shs Oneok Inc	37,604	68,080
1500(0) shs Spectra Energy Corp	52,617	63,720
1200(0) shs Williams Companies Inc	40,902	69,852
8900(0) shs AT&T (xfr in CFF)	300,887	314,704
2100(0) Chevron Corp (xfr in CFF)	239,703	274,155
4450(0) Conocophillips (xfr in CFF)	230,381	381,499
2400(0) Costco Whsl Corp (xfr in CFF)	225,420	276,384
2250(0) Fedex Corp (xfr in CFF)	214,435	340,605

Name of Stock	End of Year Book Value	End of Year Fair Market Value
10500(0) Genl Electric (xfr in CFF)	218,622	275,940
3600(0) Home Depot Inc (xfr in CFF)	267,072	291,456
5300(0) iShs MSCI Pac (Jpn) (xfr in CFF)	216,930	261,025
1900(0) Lockheed Martin Cor (xfr in CFF)	168,606	305,387
2800(0) McDonalds Corp (xfr in CFF)	206,457	282,072
5600(0) Merck & Co NEW (xfr in CFF)	241,348	323,960
2000(0) Occidental Pete Cor (xfr in CFF)	163,513	205,260
8000(0) Pepco Holdings Inc (xfr in CFF)	145,679	219,840
1500(0) Pwrshares QQQ Tr (xfr in CFF)	128,895	140,865
3800(0) Qualcomm Inc (xfr in CFF)	228,358	300,960
4100(0) SPDR DJ Indl (xfr in CFF)	604,787	688,349
3600(0) SDPR S&P 500 Tr (xfr in CFF)	584,975	704,592

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TY 2013 Investments - Other Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
5000(0) units Kinder Morgan Enrg Ptrs LP	AT COST	369,627	411,050
900(0) units Alliance Hldgs GP LP	AT COST	52,067	58,311
1000(0) units American Midstream Ptrs LP	AT COST	25,622	28,840
3000(0) units Blueknight Energy Ptnrs LP	AT COST	20,960	27,690
1500(0) units Cedar Fair LP	AT COST	56,645	79,350
4600(0) units Crestwood Equity Ptrs LP	AT COST	63,855	68,402
2140(0) units Crestwd Midstream Ptrs LP	AT COST	44,467	47,230
2400(0) units Energy Transfer Equity LP	AT COST	70,723	141,456
1200(0) units Enterprise Prod Ptrs LP	AT COST	67,777	93,948
900(0) units NGL Energy Partners LP	AT COST	24,065	39,006
800(0) units Nustar GP Hldgs LLC	AT COST	19,187	31,288
6660(0) units Regency Energy Partners LP	AT COST	145,486	214,519
2000(0) units Southcross Energy Ptrs LP	AT COST	36,014	46,000
1100(0) units Suburban Propane Ptrs LP	AT COST	46,263	50,600
500(0) units Summit Midstream Ptrs LP	AT COST	19,125	25,425
400(0) units Teekay LNG Partners LP	AT COST	15,643	18,456
1000(0) units Teekay Offshore Ptrs LP	AT COST	33,119	36,100
6700(0) uts Cedar Fair LP (xfr in CFF)	AT COST	246,468	354,430
5100(0) Energy Trans Ptrs LP (xfr in CFF	AT COST	219,631	295,647
1800(0) Kinder Morgan En LP (xfr in CFF)	AT COST	94,547	147,978

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TY 2013 Other Assets Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Suspended PTP losses NB #3079		40,223	
Suspended PTP losses WF #4458		27,254	
Suspended PTP losses WF #6257		51,468	

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TY 2013 Other Expenses Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Service Charges	75			75
Office expense	142			142
Supplies	517			517

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TY 2013 Other Income Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other revenue	9,834	9,834	9,834

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491316012534

TY 2013 Other Increases Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Description	Amount
Suspended losses - see attached schedule	51,468
Transfer from Cushman Family Fndn--see attached Schedule	4,958,033

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TY 2013 Other Professional Fees Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advisor fees	94,206	94,206	94,206	94,206

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TY 2013 Taxes Schedule

Name: Cushman Foundation
fka Cush Family Foundation
EIN: 33-0643458
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CA Atty General Registry of Charit Trust	75			75
CA Form 199 2012	10			10
IRS (2013 estimated tax)	12,300			12,300
IRS prior tax	15,316			15,316
IRS refund	2,628			-2,628

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
American Academy of Pediatrics, California Chapter 3 PO Box 22212 San Diego, CA 92192-2212	33-0782521	3,000.00
American Diabetes Association, Inc 5060 Shoreham Place, Suite 100 San Diego, CA 92122	13-1623888	1,000.00
Autism Society San Diego PO Box 420908 San Diego, CA 92142-0908	93-1132987	8,000.00
Braille Institute of America, Inc. 4555 Executive Drive San Diego, CA 92121	95-1641426	2,500.00
Campanile Foundation 5500 Campanile Drive, Mail Code 8035 San Diego, CA 92182-8035	33-0868418	10,000 00
Challenged Athletes Foundation 9591 Waples Street San Diego, CA 92121	33-0739596	620.00
Community Campership Council, Inc. 7510 Clairemont Mesa Blvd, Suite 208 San Diego, CA 92111	51-0172763	2,500 00
Cygnet Theatre Company 2410 Congress Street San Diego, CA 92110	57-1146474	1,500 00
ElderHelp of San Diego 6150 Mission Gorge Road, Suite 140 San Diego, CA 92120	95-2880426	1,000.00
Fresh Start Surgical Gifts 2011 Palomar Airport Road, Suite 206 Carlsbad, CA 92011	33-0460177	2,000.00
Generate Hope, Inc. 4025 Camino Del Rio South, Suite 300 San Diego, CA 92108	26-3405689	1,000 00

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
Girl Scouts San Diego-Imperial Council 1231 Upas Street San Diego, CA 92103-5199	95-1644585	25,000.00
Greater La Jolla Meals-On-Wheels, Inc. 9888 Genesee Avenue La Jolla, CA 92037	95-2080653	5,000 00
Grossmont Hospital Foundation 5555 Gossmont Center Drive La Mesa, CA 91942	33-0124488	220.00
Grossmont Hospital Foundation PO Box 158 La Mesa, CA 91944-0158	33-0124488	1,000.00
Hemophilia Association of San Diego County 3550 Camino Del Rio North, Suite 105 San Diego, CA 92108	23-7252243	5,000.00
Home of Guiding Hands Corporation 1825 Gillespie Way, Suite 200 El Cajon, CA 92020	95-6058273	1,000 00
Home of Guiding Hands Corporation 1825 Gillespie Way, Suite 200 El Cajon, CA 92020	95-6058273	3,500 00
Interfaith Committee for Worker Justice of San Diego Cou 3758 30th Street San Diego, CA 92104	26-3605873	1,000.00
Interfaith Shelter Network of San Diego 3530 Camino Del Rio North, Suite 301 San Diego, CA 92108	95-2630300	5,000.00
Jacobs Cushman San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	20-4374795	1,000.00
Jacobs Cushman San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	20-4374795	944.00
Jewish Community Foundation of San Diego 4950 Murphy Canyon Road	95-2504044	155,000.00

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
San Diego, CA 92123		
Juvenile Diabetes Research Foundation, San Diego 5665 Oberlin Drive, Suite 106 San Diego, CA 92121	23-1907729	1,000 00
Make-A-Wish San Diego 2440 Hotel Circle North, Suite 200 San Diego, CA 92108	33-0039466	250.00
Make-A-Wish San Diego 2440 Hotel Circle North, Suite 200 San Diego, CA 92108	33-0039466	250 00
Mama's Kitchen, Inc. 3960 Home Avenue San Diego, CA 92105	33-0434246	2,500.00
Mama's Kitchen, Inc 3960 Home Avenue San Diego, CA 92105	33-0434246	5,000 00
McAlister Intitute for Treatment and Education, Inc 1400 North Johnson Avenue, Suite 101 El Cajon, CA 92020	95-3140767	1,700.00
Mental Health Association in San Diego County 720 Gateway Center Drive San Diego, CA 92102	95-1948185	500 00
National Multiple Sclerosis Society, Pacific South Coast Ch 12121 Scripps Summit Drive, Suite 190 San Diego, CA 92131	95-2633200	3,500 00
NTC Foundation 2801 Rosecrans Street San Diego, CA 92106	90-0126641	3,000.00
Parkinson's Association of San Diego 8555 Aero Drive, Suite 308 San Diego, CA 92123	33-0355142	1,000.00
Pedal the Cause, San Diego 512 Via de la Valle, Suite 309 Solana Beach, CA 92075	27-2233336	100 00

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
Pedal the Cause, San Diego 512 Via de la Valle, Suite 309 Solana Beach, CA 92075	27-2233336	250 00
Rady Children's Hospital Auxiliary 13425 Cricket Hill Poway, CA 92064	95-3545901	63 00
Rady Children's Hospital Auxiliary 13425 Cricket Hill Poway, CA 92064	95-3545901	100.00
San Diego Family Care 6973 Linda Vista Road San Diego, CA 92111	95-2700856	5,000.00
San Diego Foundation, Acct # 6096 (Rotary Club 33) 2247San Diego Avenue, Suite 233 San Diego, CA 92110	95-2942582	1,000.00
San Diego Freedom Ranch, Inc. 1777 Buckman Springs Road Campo, CA 91906	95-2997398	4,000.00
San Diego Historical Society 1649 El Prado, Suite 3 San Diego, CA 92101-1664	95-1728991	500.00
San Diego Historical Society 1649 El Prado, Suite 3 San Diego, CA 92101-1664	95-1728991	5,000 00
San Diego Regional Economic Development Corp 530 B Street, Seventh Floor San Diego, CA 92101	33-0992658	2,000 00
San Diego Symphony Orchestra Association 1245 Seventh Avenue San Diego, CA 92131	95-2040874	500.00
San Diego Symphony Orchestra Association 1245 Seventh Avenue San Diego, CA 92131	95-2040874	2,000.00
Scripps Ranch High School Foundation 10755 Scripps Poway Parkway, #254	33-0576627	500.00

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
San Diego, CA 92131		
Senior Community Centers 525 14th Street, Suite 200 San Diego, CA 92101	95-2850121	5,000.00
Shakti Rising PO Box 5655 San Diego, CA 92165-5655	33-0891679	300 00
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	95-3492461	900.00
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	95-3492461	100.00
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	95-3492461	15,000.00
Sharp HealthCare Foundation 8695 Spectrum Center Blvd San Diego, CA 92123	95-3492461	840 00
Southern Caregiver Resource Center 3675 Ruffin Road, Suite 230 San Diego, CA 92123	33-0402867	2,500.00
Summerbridge San Diego, Inc. 10272 Saunders Drive San Diego, CA 92131	33-0695093	5,000.00
Support the Enlisted Project, Inc. PO Box 26747 San Diego, CA 92196	20-3051279	5,000 00
Therapy Center, Inc. 5540 Lake Park Way La Mesa, CA 91942	33-0248878	3,000.00
Villa Musica 10373 Roselle Street, Suite 170 San Diego, CA 92121	20-3865008	3,000.00

CUSHMAN FOUNDATION
Charitable Contributions
July 1, 2013 through June 30, 2014

Charity	Tax ID	Amount
United Through Reading 11750 Sorrento Valley Road, Suite 100 San Diego, CA 92121	33-0373000	2,500.00
University of Southern California 3501 Watt Way, Heritage Hall MC 203A Los Angeles, CA 90089	95-1642394	250 00
Words Alive 5111 Santa Fe Street, Suite 219 San Diego, CA 92109	33-0857381	2,500.00
Workshops for Warriors 2970 Main Street San Diego, CA 92113	26-1721255	8,000.00
		330,387 00

Cushman Foundation qualifying distributions (including contributions) during the fiscal year end June 30, 2014

CUSHMAN FOUNDATION
WF INVESTMENTS - #6257
TRANSFERRED TO CUSHMAN FOUNDATION
FROM CUSHMAN FAMILY FOUNDATION - SPC MANAGED
Y/E 6/30/14

SECURITIES TRANSFERRED	Shs/units Transfer'd 6/30/14	Cost transferred
AT&T	8,900	300,887
Cedar Fair LP	6,700	246,468
Chevron Corp	2,100	239,703
Conocophillips	4,450	230,381
Costco Whsl Corp New	2,400	225,420
Energy Transfer Ptrs LP	5,100	219,631
Fedex Corp	2,250	214,435
General Electric Co	10,500	218,622
Home Depot Inc	3,600	267,072
iShares MSCI Pacific (Japan)	5,300	216,930
Kinder Morgan Energy LP	1,800	94,547
Lockheed Martin Corp	1,900	168,606
McDonalds Corp	2,800	206,457
Merck& Co Inc New	5,600	241,348
Occidental Pete Corp	2,000	163,513
Pepco Holdings Inc	8,000	145,679
Powershares QQQ Tr	1,500	128,895
Qualcomm Inc	3,800	228,358
SPDR DJ Indl	4,100	604,787
SPDR S&P 500 Trust	3,600	584,975
	86,400	4,946,714
CASH TRANSFERRED		11,319
TOTAL TRANSFERRED		4,958,033