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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

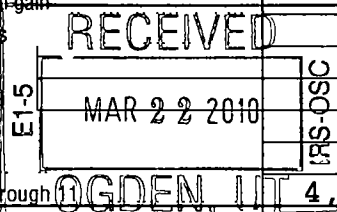
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning **DEC 1, 2008** and ending **NOV 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE Number and street (or P O box number if mail is not delivered to street address) Room/suite ONE WILSHIRE BOULEVARD, SUITE 2000 City or town, state, and ZIP code LOS ANGELES, CA 90017-3321	A Employer identification number 95-3855595 B Telephone number 213-629-7657
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	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,890,691.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	4,024,572.		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	182.	182.		STATEMENT 1
	4 Dividends and interest from securities	69,787.	69,787.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	82,363.			
	b Gross sales price for all assets on line 6a	5,187,302.			
	7 Capital gain net income (from Part IV, line 2)		82,363.		
	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					
12 Total. Add lines 1 through 11	4,176,904.	152,332.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	29,856.	0.		0.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	14,286.	0.		0.
	b Accounting fees STMT 4	7,000.	0.		0.
	c Other professional fees				
	17 Interest	257.	257.		0.
	18 Taxes STMT 5	3,423.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6	9,252.	12,861.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	64,074.	13,118.		0.	
25 Contributions, gifts, grants paid	2,704,002.			2,704,002.	
26 Total expenses and disbursements. Add lines 24 and 25	2,768,076.	13,118.		2,704,002.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,408,828.				
b Net investment income (if negative, enter -0-)		139,214.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED MAR 29 2010

FLORA L. THORNTON FOUNDATION
C/O EDWARD A. LANDRY, CO-TRUSTEE

Form 990-PF (2008)

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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		49,690.	11,057.	11,057.	
	2	Savings and temporary cash investments		109,863.	347,310.	347,310.	
	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 8			2,340,839.	2,959,386.	4,273,719.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 9			145,024.	237,330.	258,605.	
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			2,645,416.	3,555,083.	4,890,691.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			4,236,839.	4,236,839.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds			<1,591,423.>	<681,756.>	
30	Total net assets or fund balances			2,645,416.	3,555,083.		
31	Total liabilities and net assets/fund balances			2,645,416.	3,555,083.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,645,416.
2	Enter amount from Part I, line 27a	2	1,408,828.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,054,244.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	499,161.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,555,083.

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 ATTACHED SCHEDULE B	P		
b SEE ATTACHED SCHEDULE B	P		
c SEE ATTACHED SCHEDULE E	P		
d SEE ATTACHED SCHEDULE E	P		
e APPRECIATION ON STOCK DONATED TO PEPPERDINE	P		

(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 1,950,510.		1,161,762.	788,748.
b 136,529.		96,465.	40,064.
c 1,602,889.		2,300,851.	<697,962.>
d 494,288.		738,809.	<244,521.>
e 1,003,086.		807,052.	196,034.

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			788,748.
b			40,064.
c			<697,962.>
d			<244,521.>
e			196,034.

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	82,363.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	2,490,108.	3,363,595.	.740311
2006	1,943,000.	3,566,744.	.544755
2005	2,175,927.	4,320,008.	.503686
2004	1,514,453.	3,328,169.	.455041
2003	1,672,757.	3,009,052.	.555908

2 Total of line 1, column (d)	2	2.799701
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	.559940
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,548,585.
5 Multiply line 4 by line 3	5	2,546,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,392.
7 Add lines 5 and 6	7	2,548,327.
8 Enter qualifying distributions from Part XII, line 4	8	2,704,002.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,392.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,392.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,392.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	8,000.
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	8,000.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,608.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 6,000. Refunded <input checked="" type="checkbox"/>	11	608.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>EDWARD A. LANDRY, CO-TRUSTEE</u> Telephone no. ► <u>213-629-7600</u> Located at ► <u>ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA</u> ZIP+4 ► <u>90017</u>			
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		<input type="checkbox"/>

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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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 2008 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 2008.) <u>N/A</u>	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 2008?	4b	X

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

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

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

0

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3 ▶ 0.

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	4,300,440.
b	Average of monthly cash balances	1b	317,413.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,617,853.
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	4,617,853.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	69,268.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,548,585.
6	Minimum investment return. Enter 5% of line 5	6	227,429.

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	227,429.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,392.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	226,037.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	226,037.
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	226,037.

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	2,704,002.
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	2,704,002.
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	1,392.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,702,610.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				226,037.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	1,545,540.			
b From 2004	1,356,139.			
c From 2005	1,964,053.			
d From 2006	1,782,796.			
e From 2007	2,333,112.			
f Total of lines 3a through e	8,981,640.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 2,704,002.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				226,037.
e Remaining amount distributed out of corpus	2,477,965.			
5 Excess distributions carryover applied to 2008 (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:	11,459,605.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	1,545,540.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	9,914,065.			
10 Analysis of line 9:				
a Excess from 2004	1,356,139.			
b Excess from 2005	1,964,053.			
c Excess from 2006	1,782,796.			
d Excess from 2007	2,333,112.			
e Excess from 2008	2,477,965.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

FLORA L. THORNTON, C/O EDWARD A. LANDRY, ONE WILSHIRE BLVD., SUITE 2000,

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

NO SPECIFIC FORM

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:

NONE

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, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

FLORA L. THORNTON FOUNDATION
C/O EDWARD A. LANDRY, CO-TRUSTEE

Employer identification number

95-385595

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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	FLORA L. THORNTON CHARITABLE REMAINDER TRUST ONE WILSHIRE BOULEVARD, SUITE 2000 LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
26	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
27	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
28	FLORA L. THORNTON CHARITABLE REMAINDER TRUST <hr/> ONE WILSHIRE BOULEVARD, SUITE 2000 <hr/> LOS ANGELES, CA 90017-3321	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ <hr/> _____ <hr/> _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>6,000 SHARES COVIDIAN LTD.</u> _____ _____	\$ <u>238,680.</u>	<u>02/05/09</u>
<u>2</u>	<u>5,000 SHARES WELLS FARGO COMPANY</u> _____ _____	\$ <u>87,250.</u>	<u>02/05/09</u>
<u>3</u>	<u>5,300 SHARES VALERO ENERGY CORP</u> _____ _____	\$ <u>126,776.</u>	<u>02/05/09</u>
<u>4</u>	<u>4,000 SHARES UNITED TECHNOLOGIES CORP</u> _____ _____	\$ <u>190,120.</u>	<u>02/05/09</u>
<u>5</u>	<u>6,800 SHARES SUNCOR ENERGY INC</u> _____ _____	\$ <u>134,028.</u>	<u>02/05/09</u>
<u>6</u>	<u>8,410 SHARES AMEX CONSUMER</u> _____ _____	\$ <u>161,556.</u>	<u>02/05/09</u>

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	3,000 SHARES SCHLUMBERGER LTD	\$ 126,840.	02/05/09
8	2,300 SHARES QUALCOMM INC	\$ 77,809.	02/05/09
9	4,000 SHARES PROCTER & GAMBLE	\$ 210,080.	02/05/09
10	2,300 SHARES PEPSICO INC	\$ 118,427.	02/05/09
11	6,000 SHARES ORACLE CORP	\$ 103,260.	02/05/09
12	4,000 SHARES NORTHROP GRUMMAN CORP	\$ 191,640.	02/05/09

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
13	5,000 SHARES MICROSOFT CORP	\$ 93,150.	02/05/09
14	7,600 SHARES JPMORGAN CHASE & CO	\$ 182,704.	02/05/09
15	5,000 SHARES HONEYWELL INTL INC	\$ 161,750.	02/05/09
16	600 SHARES GOOGLE INC	\$ 205,800.	02/05/09
17	5,000 SHARES GILEAD SCIENCES INC	\$ 259,800.	02/05/09
18	9,000 SHARES GENERAL ELEC CO	\$ 101,340.	02/05/09

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-3855595
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
19	2,200 SHARES FEDEX CORP	\$ 112,750.	02/05/09
20	1,500 SHARES DIAGEO PLS SPONS ADR	\$ 82,920.	02/05/09
21	7,000 SHARES CISCO SYSTEMS INC	\$ 110,880.	02/05/09
22	3,000 SHARES CELGENE CORP	\$ 160,530.	02/05/09
23	2,500 SHARES BAXTER INTL INC	\$ 148,650.	02/05/09
24	4,868 SHARES BANK NEW MELLON CORP	\$ 133,821.	02/05/09

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

SOURCE	AMOUNT
STIT LIQUID ASSETS PORTFOLIO	77.
STIT LIQUID ASSETS PORTFOLIO	105.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	182.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	852.	0.	852.
ABBOTT LABS	2,072.	0.	2,072.
AMEX CONSUMER DISCRETIONARY SELT	102.	0.	102.
AT & T INC	1,164.	0.	1,164.
AT & T INC	1,993.	0.	1,993.
BANK NEW YORK MELLON CORP	441.	0.	441.
BANK NEW YORK MELLON CORP	1,050.	0.	1,050.
BANK OF AMERICA CORP	36.	0.	36.
BANK OF AMERICA CORP	235.	0.	235.
BAXTER INTERNATIONAL	634.	0.	634.
BAXTER INTERNATIONAL	1,903.	0.	1,903.
BECTON DICKINSON & CO	218.	0.	218.
BECTON DICKINSON & CO	719.	0.	719.
COCA COLA CO	180.	0.	180.
COCA COLA CO	664.	0.	664.
CONOCOPHILLIPS INC	658.	0.	658.
CONOCOPHILLIPS INC	1,607.	0.	1,607.
CONSUMER STAPLES SEL SECTOR	598.	0.	598.
CONSUMER STAPLES SEL SECTOR	279.	0.	279.
COVIDIEN LTD	456.	0.	456.
COVIDIEN LTD	1,920.	0.	1,920.
CSX CORP	286.	0.	286.
CSX CORP	275.	0.	275.
DIAGEO PLC	328.	0.	328.
DIAGEO PLC	1,393.	0.	1,393.
EXXON MOBIL CORP	254.	0.	254.
EXXON MOBIL CORP	1,237.	0.	1,237.
FEDEX CORP	176.	0.	176.
FEDEX CORP	556.	0.	556.
GENERAL ELECTRIC	884.	0.	884.
GENERAL ELECTRIC	2,108.	0.	2,108.
HONEYWELL INTERNATIONAL INC	565.	0.	565.
HONEYWELL INTERNATIONAL INC	2,227.	0.	2,227.
INTEL CORP	728.	0.	728.
INTEL CORP	805.	0.	805.

ISHARES FTSE CHINA	321.	0.	321.
JC PENNY CO	312.	0.	312.
JC PENNY CO	874.	0.	874.
JOHNSON & JOHNSON	176.	0.	176.
JP MORGAN CHASE & CO	744.	0.	744.
JP MORGAN CHASE & CO	839.	0.	839.
MICROSOFT CORP.	1,365.	0.	1,365.
MONSANTO COMPANY	553.	0.	553.
MONSANTO COMPANY	780.	0.	780.
MOSAIC CO BROOKLYN	156.	0.	156.
MOSAIC CO BROOKLYN	389.	0.	389.
NOBLE CORP	37.	0.	37.
NOBLE CORP	79.	0.	79.
NORFOLK SOUTHERN CORP	651.	0.	651.
NORFOLK SOUTHERN CORP	2,812.	0.	2,812.
NORTHROP GRUMMAM CORP.	3,505.	0.	3,505.
ORACLE CORP	290.	0.	290.
ORACLE CORP	750.	0.	750.
PEABODY ENERGY CORP	131.	0.	131.
PEABODY ENERGY CORP	117.	0.	117.
PEPSICO INC	852.	0.	852.
PEPSICO INC	2,375.	0.	2,375.
PFIZER INC	480.	0.	480.
POTASH CORP	45.	0.	45.
POTASH CORP	119.	0.	119.
PROCTER & GAMBLE CORP	800.	0.	800.
PROCTER & GAMBLE CORP	1,540.	0.	1,540.
QUALCOMM CO	396.	0.	396.
QUALCOMM CO	1,051.	0.	1,051.
SCHLUMBERGER	546.	0.	546.
SCHLUMBERGER	1,754.	0.	1,754.
SPDR S & P BIOTECH ETF	54.	0.	54.
SPDR S & P BIOTECH ETF	79.	0.	79.
SUNCOR ENERGY INC	442.	0.	442.
SUNCOR ENERGY INC	1,127.	0.	1,127.
TARGET CORP	449.	0.	449.
TARGET CORP	266.	0.	266.
UNITED STATES STEEL CORP	47.	0.	47.
UNITED STATES STEEL CORP	150.	0.	150.
UNITED TECHNOLOGIES CORP	2,079.	0.	2,079.
UNTIED TECHNOLOGIES CORP	4,120.	0.	4,120.
VALERO ENERGY CORP	1,590.	0.	1,590.
WAL MART STORES INC	266.	0.	266.
WAL MART STORES INC	907.	0.	907.
WELLS FARGO COMPANY	1,072.	0.	1,072.
WELLS FARGO COMPANY	2,301.	0.	2,301.
WILLAIMS COS	220.	0.	220.
WILLIAMS COS	176.	0.	176.
TOTAL TO FM 990-PF, PART I, LN 4	69,787.	0.	69,787.

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	14,286.	0.		0.
TO FM 990-PF, PG 1, LN 16A	14,286.	0.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	7,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,000.	0.		0.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	2,276.	0.		0.
FRANCHISE TAX BOARD	10.	0.		0.
FOREIGN TAXES WITHHELD	987.	0.		0.
DEPARTMENT OF JUSTICE	150.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,423.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	2,799.	0.		0.
MANAGEMENT FEE	12,861.	12,861.		0.
REFUND OF FEDERAL TAX OVERPAYMENT	<6,408.>	0.		0.
TO FORM 990-PF, PG 1, LN 23	9,252.	12,861.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
EXCESS FMV OVER COST BASIS OF CONTRIBUTED SECURITIES RECEIVED		499,161.
TOTAL TO FORM 990-PF, PART III, LINE 5		499,161.

FORM 990-PF	CORPORATE STOCK		STATEMENT 8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	1,928,711.	2,935,887.	
MARKETABLE SECURITIES	1,030,675.	1,337,832.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,959,386.	4,273,719.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	171,053.	183,052.
MARKETABLE SECURITIES	COST	66,277.	75,553.
TOTAL TO FORM 990-PF, PART II, LINE 13		237,330.	258,605.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FLORA THORNTON ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 15.00	0.	0.	0.
LANEY THORNTON ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
EDWARD A. LANDRY ONE WILSHIRE BLVD., SUTIE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ELIZABETH THORNTON TROY ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ERIC SMALL ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 10.00	0.	0.	0.
JENNIFER THORNTON WIELAND ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
GEORGE FENIMORE ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALL SAINTS PARISH	NONE COMMUNITY IMPROVEMENT	501(C)(3)	17,500.
AMERICAN YOUTH SYMPHONY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	35,000.
BOY SCOUTS OF AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
CALIFORNIA SCIENCE CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	500,000.
CAMARATA PACIFIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
CENTER THEATRE GROUP	NONE COMMUNITY IMPROVEMENT	501(C)(3)	6,000.
CHILDREN'S BUREAU	NONE COMMUNITY IMPROVEMENT	501(C)(3)	11,000.
CONSERVATION INTERNATIONAL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	40,000.
DR. SUSAN LOVE RESEARCH FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
EARTH POLICY INSTITUTE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
FLINTRIDGE PREPARATORY SCHOOL	NONE EDUCATION	501(C)(3)	2,000.

GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,750.
HOBART SHAKESPEAREANS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
KCET	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
LACMA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	12,500.
LOS ANGELES OPERA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	35,000.
LOS ANGELES PHILHARARMONIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
MUSIC CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
NATIONAL DANCE INSTITUTE OF NEW MEXICO	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
NATIONAL MS SOCIETY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	101,000.
PACIFIC FOREST TRUST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
PARISH OF ST. MATTHEW	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
PASADENA HUMANE SOCIETY AND SPCA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	55,000.

PEPPERDINE UNIVERSITY	NONE EDUCATION	501(C)(3)	10,000.
PLANNED PARENTHOOD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
PROJECT ANGEL FOOD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
SAINT JOHN'S HEALTH CENTER FOUNDATION	NONE HEALTH	501(C)(3)	11,000.
SANTA FE OPERA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
SIERRA CLUB FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
SMITHSONIAN INSTITUTION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
ST. MATTHEW'S PARISH SCHOOL	NONE EDUCATION	501(C)(3)	19,500.
ST. MATTHEW'S PARISH SCHOOL	NONE EDUCATION	501(C)(3)	50,000.
TEACH FOR AMERICA	NONE EDUCATION	501(C)(3)	25,000.
UNITED WAY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.
USC THORNTON SCHOOL OF MUSIC	NONE EDUCATION	501(C)(3)	25,000.
VIRGINIA M. WOOLF FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	6,000.

VOLUNTEERS OF AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	3,000.
HARVEST-WESLAKE SCHOOL	NONE EDUCATION	501(C)(3)	10,000.
DIVERSITY ALLIANCE FOR SUSTAINABLE AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	35,000.
GLOBAL HERITAGE FUND	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
GREENBELT ALLIANCE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	110,000.
USC LIBRARY FUND	NONE EDUCATION	501(C)(3)	12,500.
ST. MATTHEW'S MUSIC GUILD	NONE EDUCATION	501(C)(3)	2,500.
ARTHRITIS FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
STUDENT'S RUN	NONE EDUCATION	501(C)(3)	5,000.
ARCS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ARTS HIGH FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	57,500.
METROPOLITAN OPERA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
SKIRBALL CULTURAL CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.

THE WONDER OF READING	NONE EDUCATION	501(C)(3)	5,000.
UCLA REGENTS	NONE EDUCATION	501(C)(3)	10,000.
ROCKY MOUNTAIN INSTITUTE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
BROAD STAGE VOCAL ARTS/OPERA RECITAL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	50,000.
LOS ANGELES REGIONAL FOODBANK	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
FIRST BASE FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
THE BROAD STAGE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	4,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
PHOENIX HOUSE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
FOUNDATION FOR TEACHING ECONOMICS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	8,666.
AMERICAN RED CROSS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
OPERA LEAGUE OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.

SUPPORT THE BROADCASTS CAMPAIGN	NONE	501(C)(3)	10,000.
	COMMUNITY IMPROVEMENT		
PEPPERDINE UNIVERSITY	NONE	501(C)(3)	1003086.
	EDUCATION		

TOTAL TO FORM 990-PF, PART XV, LINE 3A 2,704,002.

Flora L. Thornton Foundation
Schedule B
Gains on Sales or Other Disposition

Description	Proceeds	Carrying Value	Gain	
Sale				
12/08/2008	500 Shares Microsoft Corp.	\$ 9,586.21	\$ 1,380.85	\$ 8,205.36
12/08/2008	300 Shares Wells Fargo Company	7,951.27	6,917.82	1,033.45
12/31/2008	500 Shares Citigroup Inc.	3,181.25	1,648.28	1,532.97
12/31/2008	100 Shares Fedex Corporation	5,916.06	2,621.95	3,294.11
12/31/2008	50 Shares Intel Corp.	689.97	66.02	623.95
12/31/2008	300 Shares Intel Corp.	4,139.85	396.10	3,743.75
12/31/2008	250 Shares Microsoft Corp.	4,717.78	690.43	4,027.35
12/31/2008	750 Shares Pfizer Inc.	12,633.99	6,579.45	6,054.54
12/31/2008	750 Shares Pfizer Inc.	13,042.38	6,579.43	6,462.95
12/31/2008	200 Shares United Technologies Corp. Com	9,991.03	3,463.85	6,527.18
12/31/2008	200 Shares United Technologies Corp. Com	10,258.34	3,463.86	6,794.48
01/13/2009	200 Shares Celgene Corp.	10,047.54	1,295.00	8,752.54
01/13/2009	500 Shares Citigroup Inc.	2,759.13	1,648.28	1,110.85
01/21/2009	200 Shares Celgene Corp.	9,399.92	1,295.00	8,104.92
01/21/2009	150 Shares ConocoPhillips Inc.	6,818.96	3,427.18	3,391.78

Flora L. Thornton Foundation
Schedule B (Continued)

Description		Proceeds	Carrying Value	Gain
Sale				
01/21/2009	250 Shares Exxon Mobil Corp. Com Stk	\$ 18,935.09	\$ 9,795.00	\$ 9,140.09
01/21/2009	250 Shares Microsoft Corp.	4,537.83	690.43	3,847.40
01/21/2009	250 Shares United Technologies Corp. Com	11,672.13	4,329.82	7,342.31
02/10/2009	250 Shares Abbott Labs USD	13,883.30	9,403.86	4,479.44
02/10/2009	75 Shares Gilead Sciences Inc.	3,825.79	2,922.40	903.39
02/10/2009	500 Shares Microsoft Corp.	9,289.20	1,380.85	7,908.35
02/10/2009	350 Shares United Technologies Corp. Com	16,398.17	6,061.74	10,336.43
02/11/2009	400 Shares Abbott Labs USD	22,547.43	21,067.02	1,480.41
02/11/2009	100 Shares Abbott Labs USD	5,630.06	5,439.90	190.16
03/06/2009	475 Shares Gilead Sciences Inc.	21,163.82	15,129.10	6,034.72
03/09/2009	750 Shares Abbott Labs USD	34,264.27	29,901.97	4,362.30
03/09/2009	475 Shares Gilead Sciences Inc.	21,483.13	15,219.16	6,263.97
03/09/2009	275 Shares Gilead Sciences Inc.	12,437.60	8,668.89	3,768.71
03/17/2009	1,000 Shares Abbott Labs USD	46,166.10	39,869.29	6,296.81
03/19/2009	500 Shares Abbott Labs USD	23,713.36	19,934.64	3,778.72

Flora L. Thornton Foundation
Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
03/23/2009 500 Shares Atheros Comms	\$ 7,720.05	\$ 5,771.68	\$ 1,948.37
03/24/2009 400 Shares Suncor Energy Inc.	10,677.55	9,734.43	943.12
03/30/2009 40 Shares Google	13,853.68	7,939.17	5,914.51
03/31/2009 60 Shares Google	20,780.52	11,908.76	8,871.76
03/31/2009 60 Shares Google	21,160.66	11,908.76	9,251.90
04/16/2009 500 Shares Gilead Sciences Inc.	23,614.79	15,925.37	7,689.42
04/24/2009 300 Shares United Technologies Corp. Com	14,082.73	5,195.78	8,886.95
04/27/2009 500 Shares Atheros Comms	8,954.04	5,771.68	3,182.36
04/29/2009 750 Shares Abbott Labs USD	31,980.75	29,901.97	2,078.78
04/29/2009 120 Shares Abbott Labs USD	5,116.92	4,513.85	603.07
04/29/2009 1,000 Shares Microsoft Corp.	20,526.04	2,761.69	17,764.35
05/11/2009 60 Shares Google	24,257.67	11,908.76	12,348.91
05/26/2009 2,628 Shares Bank New York Mellon Corp.	69,319.29	48,730.19	20,589.10
06/05/2009 900 Shares Bank New York Mellon Corp.	24,757.34	16,688.42	8,068.92
06/10/2009 110 Shares Google	48,741.00	20,559.21	28,181.79

Flora L. Thornton Foundation
Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
06/10/2009 20 Shares Google	\$ 8,862.00 \$	3,969.59 \$	4,892.41
07/17/2009 200 Shares Abbott Labs USD	9,068.16	7,523.08	1,545.08
07/17/2009 730 Shares American Tower	22,578.70	21,921.91	656.79
07/17/2009 500 Shares Atheros Comms	9,813.76	5,771.68	4,042.08
07/17/2009 200 Shares Baxter International Inc.	10,574.95	6,699.16	3,875.79
07/17/2009 1,200 Shares Celgene Corp.	55,483.66	7,769.97	47,713.69
07/17/2009 400 Shares Celgene Corp.	18,494.55	2,589.98	15,904.57
07/17/2009 1,400 Shares Cisco Systems Inc. Com	25,653.99	1,720.64	23,933.35
07/17/2009 600 Shares Exxon Mobil Corp. Com Stk	39,241.95	38,181.84	1,060.11
07/17/2009 900 Shares Fedex Corporation	49,392.56	23,597.58	25,794.98
07/17/2009 400 Shares Gilead Sciences Inc.	17,868.76	12,740.29	5,128.47
07/17/2009 125 Shares Johnson & Johnson	7,213.57	531.25	6,682.32
07/17/2009 1,000 Shares Oracle Corporation	20,129.71	10,266.98	9,862.73
07/17/2009 1,000 Shares Qualcomm Inc.	43,785.47	20,443.51	23,341.96
07/17/2009 500 Shares Schlumberger LTD USD	25,768.03	17,694.02	8,074.01
07/17/2009 1,000 Shares Suncor Energy Inc.	27,539.75	16,199.29	11,340.46

Flora L. Thornton Foundation
Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
07/17/2009 500 Shares United Technologies Corp. Com	\$ 25,370.71	\$ 8,659.63	\$ 16,711.08
07/17/2009 500 Shares Wells Fargo Company	11,838.34	11,456.47	381.87
07/24/2009 170 Shares Atheros Comms	3,705.67	1,962.37	1,743.30
07/31/2009 300 Shares Gilead Sciences Inc.	14,684.19	9,555.22	5,128.97
08/17/2009 330 Shares Atheros Comms	7,799.12	3,809.31	3,989.81
08/17/2009 200 Shares Baxter International Inc.	10,895.93	6,699.16	4,196.77
08/17/2009 200 Shares Celgene Corp.	10,767.64	1,295.00	9,472.64
08/17/2009 670 Shares ConocoPhillips Inc.	29,072.04	27,844.47	1,227.57
08/17/2009 50 Shares ConocoPhillips Inc.	2,141.94	1,142.39	999.55
08/17/2009 300 Shares Gilead Sciences Inc.	13,733.79	9,555.22	4,178.57
08/17/2009 30 Shares Google	13,660.54	5,607.06	8,053.48
08/17/2009 400 Shares Intel Corp.	7,441.99	6,700.56	741.43
08/17/2009 500 Shares Suncor Energy Inc.	16,056.91	8,099.65	7,957.26
08/17/2009 200 Shares United Technologies Corp. Com	11,241.92	3,463.85	7,778.07
08/17/2009 200 Shares Wal Mart Stores Inc.	9,982.27	9,619.10	363.17

Flora L. Thornton Foundation
Schedule B (Continued)

Description		Proceeds	Carrying Value	Gain
Sale				
08/17/2009	500 Shares Wells Fargo Company	\$ 13,358.30 \$	11,456.47 \$	1,901.83
08/31/2009	500 Shares Atheros Comms	13,778.75	5,771.68	8,007.07
08/31/2009	37 Shares Google	17,130.82	6,915.37	10,215.45
08/31/2009	250 Shares United Technologies Corp. Com	14,729.91	4,329.82	10,400.09
09/11/2009	35 Shares Apple Inc.	6,007.03	4,976.61	1,030.42
09/11/2009	10 Shares Apple Inc.	1,716.30	1,469.49	246.81
09/11/2009	55 Shares Apple Inc.	9,439.63	7,117.89	2,321.74
09/14/2009	430 Shares Abbott Labs USD	19,640.71	16,174.63	3,466.08
09/21/2009	21 Shares Baidu Com Inc. Spons ADR	8,370.38	6,239.39	2,130.99
09/28/2009	800 Shares Wal Mart Stores Inc.	40,292.86	38,476.42	1,816.44
09/30/2009	200 Shares Abbott Labs USD	9,614.64	7,523.09	2,091.55
09/30/2009	500 Shares Atheros Comms	13,100.59	5,771.68	7,328.91
09/30/2009	200 Shares Celgene Corp.	10,848.19	1,295.00	9,553.19
09/30/2009	300 Shares Cisco Systems Inc. Com	6,926.48	368.71	6,557.77
09/30/2009	600 Shares ConocoPhillips Inc.	26,694.47	13,708.70	12,985.77

Flora L. Thornton Foundation
Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
09/30/2009 175 Shares Exxon Mobil Corp. Com Stk	\$ 11,933.99 \$	11,136.37 \$	797.62
09/30/2009 760 Shares JPMorgan Chase & Co. Com	33,830.03	33,426.30	403.73
09/30/2009 250 Shares Wells Fargo Company	6,904.05	5,728.24	1,175.81
10/07/2009 500 Shares Atheros Comms	12,580.84	5,771.68	6,809.16
10/07/2009 300 Shares Baxter International Inc.	16,745.60	10,048.74	6,696.86
10/07/2009 250 Shares Exxon Mobil Corp. Com Stk	16,473.16	9,795.01	6,678.15
10/07/2009 200 Shares Exxon Mobil Corp. Com Stk	13,178.52	7,836.00	5,342.52
10/07/2009 200 Shares Gilead Sciences Inc.	8,822.63	6,370.15	2,452.48
10/07/2009 250 Shares United Technologies Corp. Com	14,774.84	4,329.82	10,445.02
10/07/2009 500 Shares Wells Fargo Company	13,051.09	11,456.47	1,594.62
10/08/2009 200 Shares Celgene Corp.	10,515.77	1,295.00	9,220.77
10/08/2009 300 Shares Cisco Systems Inc. Com	6,755.38	368.71	6,386.67
10/08/2009 200 Shares Gilead Sciences Inc.	8,880.82	6,370.14	2,510.68
10/08/2009 230 Shares Mosaic Co. Brooklyn Com Stk.	10,476.49	9,865.44	611.05

Flora L. Thornton Foundation
Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
10/08/2009	\$ 10,021.66	\$ 5,133.49	\$ 4,888.17
10/08/2009	16,377.47	8,099.65	8,277.82
10/09/2009	9,932.22	7,523.08	2,409.14
10/09/2009	10,652.17	1,295.00	9,357.17
10/09/2009	11,491.83	614.51	10,877.32
10/09/2009	9,143.46	2,597.89	6,545.57
10/09/2009	6,974.84	5,728.23	1,246.61
10/15/2009	7,408.88	6,006.00	1,402.88
10/15/2009	11,470.70	6,699.16	4,771.54
10/15/2009	12,954.98	12,899.35	55.63
10/15/2009	9,474.77	7,316.77	2,158.00
10/15/2009	14,106.48	14,040.47	66.01
10/15/2009	9,001.61	8,796.40	205.21
10/15/2009	10,171.60	5,133.49	5,038.11
10/15/2009	8,183.86	4,088.70	4,095.16

**Flora L. Thornton Foundation
Schedule B (Continued)**

Description	Proceeds	Carrying Value	Gain
Sale			
10/15/2009 200 Shares Target Corp.	\$ 9,913.63	\$ 7,678.42	\$ 2,235.21
10/15/2009 35 Shares United States Steel Corp.	1,476.78	1,153.63	323.15
10/15/2009 230 Shares United States Steel Corp.	9,704.52	9,210.04	494.48
10/15/2009 500 Shares Wells Fargo Company	14,606.24	11,456.47	3,149.77
10/20/2009 7 Shares Google	3,641.46	1,308.30	2,333.16
10/23/2009 250 Shares Atheros Comms	6,800.06	2,885.84	3,914.22
10/23/2009 250 Shares Wells Fargo Company	7,455.99	5,728.25	1,727.74
11/09/2009 25 Shares Google	13,482.20	4,672.55	8,809.65
11/19/2009 500 Shares Intel Corp.	9,924.10	8,375.72	1,548.38
11/19/2009 250 Shares United Technologies Corp. Com	17,079.78	4,329.82	12,749.96
Total Sale	\$ 1,950,510.12	\$ 1,161,761.77	\$ 788,748.35
Total Schedule B	\$ 1,950,510.12	\$ 1,161,761.77	\$ 788,748.35

Flora L. Thornton Foundation (Thornton's Granddaughters)

Schedule B

Gains on Sales or Other Disposition

Description		Proceeds	Carrying Value	Gain
Sale				
12/19/2008	200 Shares Gilead Sciences Inc.	\$ 9,786.46	\$ 9,339.50	\$ 446.96
12/19/2008	100 Shares Gilead Sciences Inc.	4,893.23	3,837.54	1,055.69
12/19/2008	70 Shares Gilead Sciences Inc.	3,425.26	2,518.72	906.54
03/17/2009	200 Shares Abbott Labs USD Com NPV	9,187.12	8,902.55	284.57
04/16/2009	90 Shares Gilead Sciences Inc.	4,227.29	2,883.63	1,343.66
04/29/2009	11 Shares Baidu Com Inc. Spons ADR Rep A	2,448.82	1,379.89	1,068.93
04/29/2009	9 Shares Baidu Com Inc. Spons ADR Rep A	2,003.58	1,132.19	871.39
05/26/2009	100 Shares Mosaic Co. Brooklyn Com	5,790.38	3,872.36	1,918.02
06/10/2009	29 Shares Baidu Com Inc. Spons ADR Rep A	8,714.21	3,637.89	5,076.32
07/24/2009	80 Shares Atheros Comms	1,723.91	929.45	794.46
08/25/2009	130 Shares Gilead Sciences Inc.	5,910.41	4,677.61	1,232.80
08/25/2009	110 Shares Gilead Sciences Inc.	5,001.12	3,806.07	1,195.05
08/31/2009	220 Shares Atheros Comms	5,949.07	2,555.99	3,393.08
08/31/2009	20 Shares Google	9,232.26	8,765.20	467.06

Schedule B (Continued)

Description		Proceeds	Carrying Value	Gain
Sale				
08/31/2009	2 Shares Google	\$ 923.23	\$ 846.95	\$ 76.28
09/11/2009	30 Shares Apple Inc.	5,126.39	4,858.36	268.03
09/11/2009	20 Shares Apple Inc.	3,417.59	2,919.98	497.61
09/14/2009	12 Shares Baidu Com Inc. Spons ADR Rep A	4,281.72	1,263.62	3,018.10
09/21/2009	28 Shares Baidu Com Inc. Spons ADR Rep A	11,185.51	2,948.45	8,237.06
09/21/2009	200 Shares Oracle Corporation USD Com	4,328.25	2,483.76	1,844.49
09/30/2009	100 Shares JPMorgan Chase & Co. Com	4,436.39	4,265.04	171.35
09/30/2009	20 Shares JPMorgan Chase & Co. Com	887.28	794.54	92.74
11/30/2009	350 Shares United Technologies Corp. Com	23,649.06	17,845.96	5,803.10
Total Sale		\$ 136,528.54	\$ 96,465.25	\$ 40,063.29
Total Schedule B		\$ 136,528.54	\$ 96,465.25	\$ 40,063.29

Flora L. Thornton Foundation
Schedule E
Losses on Sales or Other Disposition

Description	Proceeds	Carrying Value	Loss
Sale			
12/05/2008 200 Shares Crown Castle Intl. Corp.	\$ 2,718.01	\$ 7,566.17	\$ 4,848.16
12/05/2008 500 Shares Crown Castle Intl. Corp.	6,795.03	18,407.54	11,612.51
12/05/2008 250 Shares Crown Castle Intl. Corp.	3,397.51	9,038.11	5,640.60
12/08/2008 300 Shares Abbott Labs USD	15,596.28	17,475.13	1,878.85
12/08/2008 730 Shares Atheros Comms	9,861.36	23,815.32	13,953.96
12/08/2008 270 Shares Atheros Comms	3,647.35	8,348.90	4,701.55
12/08/2008 400 Shares Honeywell International Inc.	10,420.11	14,068.60	3,648.49
12/12/2008 125 Shares Schlumberger LTD USD	5,295.96	12,455.15	7,159.19
12/12/2008 100 Shares Schlumberger LTD USD	4,236.77	10,071.73	5,834.96
12/12/2008 125 Shares Schlumberger LTD USD	5,295.96	6,870.62	1,574.66
12/12/2008 105 Shares Transocean Inc	5,591.38	13,985.30	8,393.92
12/12/2008 95 Shares Transocean Inc	5,058.87	8,294.39	3,235.52
12/24/2008 330 Shares Gilead Sciences Inc.	16,154.28	17,549.21	1,394.93
12/24/2008 150 Shares Gilead Sciences Inc.	7,342.85	8,099.53	756.68
12/31/2008 35 Shares Apple Inc.	2,939.57	6,118.35	3,178.78
12/31/2008 100 Shares Apple Inc.	8,484.05	17,015.90	8,531.85

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
12/31/2008 60 Shares Baidu Com Inc. Spons ADR	\$ 7,162.85	\$ 13,006.22	\$ 5,843.37
12/31/2008 330 Shares Bank New York Mellon Corp.	8,558.50	12,508.42	3,949.92
12/31/2008 450 Shares Bank of America Corp.	5,632.90	12,923.36	7,290.46
12/31/2008 300 Shares Cisco Systems Inc. Com	4,654.56	7,337.10	2,682.54
12/31/2008 500 Shares Covidien Ltd.	16,997.57	27,365.84	10,368.27
12/31/2008 150 Shares CSX Corp. Com	4,467.07	9,106.40	4,639.33
12/31/2008 400 Shares CSX Corp. Com	11,936.84	26,148.69	14,211.85
12/31/2008 250 Shares Fedex Corporation	14,827.61	20,842.30	6,014.69
12/31/2008 800 Shares General Electric Co.	12,185.14	14,108.09	1,922.95
12/31/2008 250 Shares Norfolk Southern Corp.	10,638.09	17,027.30	6,389.21
12/31/2008 110 Shares Norfolk Southern Corp.	4,671.57	7,623.10	2,951.53
12/31/2008 150 Shares Qualcomm Inc.	5,009.38	8,216.90	3,207.52
12/31/2008 100 Shares Suncor Energy Inc.	1,842.48	5,763.00	3,920.52
01/07/2009 175 Shares Gilead Sciences Inc.	8,526.20	9,306.40	780.20
01/21/2009 300 Shares Bank New York Mellon Corp.	6,335.04	10,333.48	3,998.44

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
01/21/2009 145 Shares Gilead Sciences Inc.	\$ 6,890.82	\$ 7,711.01	\$ 820.19
01/21/2009 25 Shares Google	7,237.95	12,218.71	4,980.76
01/21/2009 10 Shares Monsanto Company Com Stk	750.19	1,232.47	482.28
01/21/2009 60 Shares Monsanto Company Com Stk	4,501.17	6,072.31	1,571.14
01/21/2009 30 Shares Monsanto Company Com Stk	2,250.59	3,290.98	1,040.39
01/21/2009 140 Shares Norfolk Southern Corp.	4,836.38	8,031.80	3,195.42
01/21/2009 250 Shares Pepsico Inc.	12,310.13	17,596.30	5,286.17
01/21/2009 200 Shares SPDR S & P Biotech ETF	10,045.44	13,127.16	3,081.72
01/22/2009 35 Shares Google	10,427.14	17,106.19	6,679.05
02/10/2009 50 Shares Gilead Sciences Inc.	2,550.53	2,658.97	108.44
02/10/2009 775 Shares JPMorgan Chase & Co. Com	18,160.67	34,086.03	15,925.36
02/11/2009 3,000 Shares General Electric Co.	32,958.11	52,905.38	19,947.27
02/11/2009 25 Shares Google	9,215.28	11,763.38	2,548.10
02/11/2009 400 Shares JPMorgan Chase & Co. Com	10,844.63	13,730.98	2,886.35

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
02/11/2009 75 Shares JPMorgan Chase & Co. Com	\$ 2,011.63	\$ 3,157.87	\$ 1,146.24
02/11/2009 300 Shares JPMorgan Chase & Co. Com	8,127.10	13,194.59	5,067.49
02/19/2009 229 Shares New Oriental Education & Technology Group	9,646.79	16,898.86	7,252.07
02/19/2009 71 Shares New Oriental Education & Technology Group	2,990.92	4,567.05	1,576.13
02/27/2009 1,000 Shares JPMorgan Chase & Co. Com	20,280.71	44,244.18	23,963.47
02/27/2009 250 Shares Wells Fargo Company	3,136.71	5,728.24	2,591.53
03/05/2009 1,500 Shares General Electric Co.	11,811.61	26,452.69	14,641.08
03/06/2009 768 Shares Bank New York Mellon Corp.	17,193.42	26,453.72	9,260.30
03/09/2009 500 Shares Procter & Gamble Co	23,288.17	36,672.23	13,384.06
03/13/2009 750 Shares General Electric Co.	6,435.06	23,723.16	17,288.10
03/13/2009 825 Shares JPMorgan Chase & Co. Com	14,894.97	36,481.26	21,586.29
03/16/2009 325 Shares JPMorgan Chase & Co. Com	6,513.12	14,362.93	7,849.81
03/16/2009 175 Shares JPMorgan Chase & Co. Com	3,507.07	7,746.27	4,239.20

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
03/17/2009 250 Shares General Electric Co.	\$ 2,326.54	\$ 7,907.72	\$ 5,581.18
03/17/2009 500 Shares General Electric Co.	4,653.08	8,817.56	4,164.48
03/17/2009 275 Shares JPMorgan Chase & Co. Com	6,034.17	12,153.24	6,119.07
03/17/2009 225 Shares JPMorgan Chase & Co. Com	4,937.04	9,943.57	5,006.53
03/19/2009 300 Shares Williams Cos The Com	3,333.93	9,812.21	6,478.28
03/19/2009 500 Shares Williams Cos The Com	5,556.54	10,893.12	5,336.58
03/20/2009 4,410 Shares Amex Consumer Discretionary Selt	80,609.60	136,944.52	56,334.92
03/23/2009 910 Shares Amex Consumer Discretionary Selt	17,257.91	27,631.91	10,374.00
03/23/2009 1,090 Shares Amex Consumer Discretionary Selt	20,671.56	33,847.97	13,176.41
03/24/2009 1,000 Shares Amex Consumer Discretionary Selt	18,910.80	30,364.73	11,453.93
03/26/2009 410 Shares Amex Consumer Discretionary Selt	7,792.03	12,229.47	4,437.44
03/26/2009 590 Shares Amex Consumer Discretionary Selt	11,212.92	17,915.19	6,702.27
03/27/2009 1,000 Shares Covidien Ltd.	31,902.48	42,829.87	10,927.39

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
03/31/2009 2,000 Shares Honeywell International Inc.	\$ 59,942.31	\$ 70,343.03	\$ 10,400.72
04/06/2009 200 Shares CSX Corp. Com	5,162.15	10,345.86	5,183.71
04/06/2009 150 Shares CSX Corp. Com	3,871.61	7,275.20	3,403.59
04/07/2009 800 Shares Diageo PLC Spons ADR New	37,377.06	54,012.94	16,635.88
04/07/2009 200 Shares Diageo PLC Spons ADR New	9,344.27	12,120.96	2,776.69
04/07/2009 3,000 Shares General Electric Co.	32,229.22	52,905.37	20,676.15
04/08/2009 700 Shares Diageo PLC Spons ADR New	32,551.52	47,261.32	14,709.80
04/09/2009 300 Shares Covidien Ltd.	9,335.33	12,848.96	3,513.63
04/13/2009 500 Shares Covidien Ltd.	15,569.43	21,414.93	5,845.50
04/16/2009 2,450 Shares Covidien Ltd.	77,661.93	104,933.18	27,271.25
04/23/2009 250 Shares Pepsico Inc.	12,426.35	17,596.30	5,169.95
04/23/2009 1,060 Shares Pepsico Inc.	52,687.74	54,454.07	1,766.33
04/30/2009 400 Shares Covidien Ltd.	13,442.31	17,131.95	3,689.64
05/13/2009 325 Shares Consumer Staples Select Sector Spdr US ETFS	7,255.47	7,702.19	446.72

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
05/13/2009 540 Shares Consumer Staples Select Sector Spdr US ETFS	\$ 12,055.25	\$ 14,069.13	\$ 2,013.88
05/18/2009 890 Shares Pepsico Inc.	43,607.94	45,720.87	2,112.93
05/19/2009 1,000 Shares Honeywell International Inc.	31,489.61	35,171.52	3,681.91
05/22/2009 1,000 Shares Honeywell International Inc.	32,918.97	35,171.52	2,252.55
05/26/2009 132 Shares Bank New York Mellon Corp.	3,481.79	4,546.73	1,064.94
07/07/2009 4,800 Shares Citigroup Inc.	13,876.03	14,509.23	633.20
07/17/2009 75 Shares JPMorgan Chase & Co. Com	2,522.94	3,314.52	791.58
07/17/2009 75 Shares JPMorgan Chase & Co. Com	2,522.94	3,298.65	775.71
07/17/2009 1,000 Shares Northrop Grumman Corp.	43,835.26	46,151.43	2,316.17
07/21/2009 850 Shares Covidien Ltd.	30,946.79	34,894.93	3,948.14
07/21/2009 90 Shares Covidien Ltd.	3,276.72	3,854.69	577.97
07/22/2009 50 Shares Covidien Ltd.	1,804.27	2,105.81	301.54
07/22/2009 400 Shares Covidien Ltd.	14,434.12	16,361.62	1,927.50
07/22/2009 50 Shares Covidien Ltd.	1,804.27	2,090.76	286.49
07/22/2009 410 Shares Covidien Ltd.	14,794.99	16,831.67	2,036.68

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
07/30/2009 180 Shares Monsanto Company Com Stk	\$ 14,937.16	\$ 21,432.10	\$ 6,494.94
07/30/2009 20 Shares Monsanto Company Com Stk	1,659.68	2,464.94	805.26
07/31/2009 200 Shares JPMorgan Chase & Co. Com	7,482.16	8,796.40	1,314.24
07/31/2009 300 Shares SPDR S & P Biotech ETF	16,332.53	17,417.56	1,085.03
08/06/2009 300 Shares JPMorgan Chase & Co. Com	11,684.46	13,194.59	1,510.13
08/06/2009 150 Shares Norfolk Southern Corp.	6,558.52	9,384.26	2,825.74
08/06/2009 50 Shares Norfolk Southern Corp.	2,158.64	3,313.78	1,155.14
08/17/2009 200 Shares Target Corp.	8,352.96	10,638.44	2,285.48
08/17/2009 110 Shares Wal Mart Stores Inc.	5,490.25	5,725.52	235.27
08/18/2009 300 Shares Norfolk Southern Corp.	14,198.27	18,768.52	4,570.25
09/30/2009 785 Shares Bank New York Mellon Corp.	22,430.78	22,625.46	194.68
09/30/2009 2 Shares Berkshire Hathaway Inc.	6,575.04	8,037.05	1,462.01
09/30/2009 270 Shares Monsanto Company Com Stk	20,752.36	22,551.02	1,798.66
10/07/2009 240 Shares JPMorgan Chase & Co. Com	10,002.21	10,555.67	553.46

Flora L. Thornton Foundation
Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
10/09/2009 265 Shares IShres FTSE Chna	\$ 10,818.26	\$ 11,106.64	\$ 288.38
10/09/2009 265 Shares IShres FTSE Chna	10,855.39	11,106.64	251.25
10/09/2009 200 Shares JPMorgan Chase & Co. Com	8,705.80	8,796.40	90.60
10/09/2009 150 Shares Norfolk Southern Corp.	6,532.33	8,576.90	2,044.57
10/09/2009 50 Shares Norfolk Southern Corp.	2,177.45	3,128.09	950.64
10/15/2009 200 Shares Monsanto Company Com Stk	15,031.80	16,704.46	1,672.66
10/31/2009 300 Shares Monsanto Company Com Stk	20,734.74	25,056.68	4,321.94
11/12/2009 170 Shares Monsanto Company Com Stk	11,692.48	13,822.80	2,130.32
11/12/2009 300 Shares Monsanto Company Com Stk	20,633.79	24,603.63	3,969.84
11/12/2009 30 Shares Monsanto Company Com Stk	2,063.38	2,505.67	442.29
11/19/2009 200 Shares JPMorgan Chase & Co. Com	8,503.85	8,796.39	292.54
Total Sale	\$ 1,602,888.93	\$ 2,300,851.30	\$ 697,962.37
Total Schedule E	\$ 1,602,888.93	\$ 2,300,851.30	\$ 697,962.37

Flora L. Thornton Foundation (Thornton's Granddaughters)

Schedule E

Losses on Sales or Other Disposition

Description	Proceeds	Carrying Value	Loss
Sale			
12/02/2008 1,000 Shares Crown Castle Intl. Corp Com	\$ 13,589.59	\$ 24,756.48	\$ 11,166.89
12/09/2008 285 Shares Transocean Inc	15,237.06	26,463.15	11,226.09
12/16/2008 100 Shares Penny (JC) Co. Inc.	1,981.29	3,553.03	1,571.74
12/16/2008 230 Shares Penny (JC) Co. Inc.	4,556.96	9,922.25	5,365.29
12/16/2008 330 Shares Penny (JC) Co. Inc.	6,538.26	12,973.57	6,435.31
12/23/2008 39 Shares First Solar Inc.	5,371.57	9,692.55	4,320.98
12/23/2008 25 Shares First Solar Inc.	3,443.31	6,741.76	3,298.45
12/23/2008 25 Shares First Solar Inc.	3,443.32	4,575.63	1,132.31
12/23/2008 39 Shares First Solar Inc.	5,371.57	9,778.27	4,406.70
12/30/2008 20 Shares Honeywell International Inc. Com Stk	636.87	755.35	118.48
12/30/2008 530 Shares Honeywell International Inc. Com Stk	16,876.97	19,731.42	2,854.45
12/31/2008 200 Shares Bank New York Mellon Corp	5,535.86	8,070.86	2,535.00
12/31/2008 259 Shares Bank New York Mellon Corp	7,168.93	11,914.75	4,745.82
01/13/2009 45 Shares Apple Inc.	4,041.08	7,782.63	3,741.55

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
01/27/2009 750 Shares General Electric Co. Com Stk USD	\$ 9,699.99	\$ 24,902.53	\$ 15,202.54
01/30/2009 130 Shares Norfolk Southern Corp. Com	4,840.38	8,631.85	3,791.47
01/30/2009 30 Shares Norfolk Southern Corp. Com	1,117.01	1,726.74	609.73
02/26/2009 50 Shares New Oriental Education & Technology Group	2,161.58	3,032.06	870.48
02/26/2009 181 Shares New Oriental Education & Technology Group	7,824.94	11,532.12	3,707.18
02/27/2009 200 Shares Wells Fargo Company	2,494.36	5,840.84	3,346.48
03/13/2009 250 Shares General Electric Co. Com Stk USD	2,117.86	8,300.84	6,182.98
03/13/2009 150 Shares JPMorgan Chase & Co. Com	2,692.99	6,641.14	3,948.15
03/16/2009 150 Shares JPMorgan Chase & Co. Com	2,979.99	6,641.14	3,661.15
03/17/2009 800 Shares General Electric Co. Com Stk USD	7,444.79	26,562.69	19,117.90
03/23/2009 260 Shares Amex Consumer Discretionary Selt	4,912.81	7,762.76	2,849.95
03/23/2009 502 Shares Amex Consumer Discretionary Selt	9,485.50	15,696.50	6,211.00

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
03/23/2009 100 Shares Williams Cos., The Com	\$ 1,117.60	\$ 3,368.41	\$ 2,250.81
03/23/2009 900 Shares Williams Cos., The Com	10,058.40	19,614.63	9,556.23
03/31/2009 20 Shares Baidu Com Inc. Spons ADR Rep A	3,740.85	4,325.41	584.56
04/06/2009 150 Shares CSX Corp	3,876.31	7,938.20	4,061.89
04/06/2009 250 Shares CSX Corp	6,460.53	11,287.50	4,826.97
04/06/2009 250 Shares CSX Corp	6,460.52	10,999.93	4,539.41
04/06/2009 10 Shares Monsanto Company	818.97	1,050.79	231.82
04/06/2009 90 Shares Monsanto Company	7,370.78	9,953.70	2,582.92
04/07/2009 150 Shares Diageo PLC Spons ADR New	6,982.71	10,257.00	3,274.29
04/07/2009 250 Shares Diageo PLC Spons ADR New	11,637.85	16,538.13	4,900.28
04/15/2009 200 Shares Covidien LTD	6,354.29	9,059.17	2,704.88
04/15/2009 20 Shares Google	7,349.61	10,353.67	3,004.06
04/16/2009 225 Shares Covidien LTD	7,093.65	10,116.31	3,022.66
04/16/2009 50 Shares Covidien LTD	1,576.37	2,137.09	560.72
04/16/2009 150 Shares Covidien LTD	4,729.09	6,268.63	1,539.54
04/16/2009 175 Shares Covidien LTD	5,517.28	7,236.79	1,719.51

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
04/23/2009 220 Shares Pepsico Inc. Com Stk	\$ 10,874.42	\$ 12,624.24	\$ 1,749.82
04/24/2009 300 Shares United Technologies Corp. Com	14,082.73	17,653.89	3,571.16
04/27/2009 100 Shares Conoco Phillips	3,782.62	6,403.40	2,620.78
04/28/2009 200 Shares Conoco Phillips	7,827.48	12,806.80	4,979.32
04/28/2009 400 Shares Conoco Phillips	15,654.95	24,682.98	9,028.03
04/29/2009 60 Shares Covidien LTD	2,008.53	2,468.15	459.62
04/29/2009 50 Shares Covidien LTD	1,673.77	2,067.65	393.88
05/26/2009 390 Shares Bank New York Mellon Corp	10,223.05	14,770.46	4,547.41
05/28/2009 150 Shares Consumer Staples Select Sector SPDR US ETFS	3,376.56	3,891.56	515.00
05/28/2009 620 Shares Consumer Staples Select Sector SPDR US ETFS	13,956.47	16,150.56	2,194.09
05/29/2009 400 Shares Consumer Staples Select Sector SPDR US ETFS	9,034.83	9,623.49	588.66
05/29/2009 250 Shares Consumer Staples Select Sector SPDR US ETFS	5,646.77	5,929.59	282.82
05/29/2009 50 Shares Consumer Staples Select Sector SPDR US ETFS	1,129.35	1,297.18	167.83
06/29/2009 470 Shares Honeywell International Inc. Com Stk	14,904.24	17,497.67	2,593.43

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
07/07/2009 1,400 Shares Citigroup Inc. Com Stk	\$ 4,011.59	\$ 4,267.43	\$ 255.84
07/21/2009 5 Shares Google	2,159.24	2,191.30	32.06
07/24/2009 175 Shares Covidien LTD	6,225.33	6,776.18	550.85
07/24/2009 300 Shares Covidien LTD	10,671.99	12,277.58	1,605.59
07/24/2009 40 Shares Covidien LTD	1,422.93	1,645.43	222.50
07/31/2009 90 Shares Monsanto Company	7,379.93	9,457.14	2,077.21
07/31/2009 50 Shares Monsanto Company	4,099.96	5,084.46	984.50
07/31/2009 110 Shares Monsanto Company	9,019.92	11,070.06	2,050.14
07/31/2009 50 Shares Procter & Gamble Corp	2,772.34	3,768.24	995.90
07/31/2009 100 Shares Procter & Gamble Corp	5,544.68	7,499.00	1,954.32
07/31/2009 175 Shares Procter & Gamble Corp	9,703.18	12,832.50	3,129.32
07/31/2009 300 Shares Procter & Gamble Corp	16,634.04	21,881.37	5,247.33
09/18/2009 220 Shares Intel Corp. Com	4,219.19	4,950.18	730.99
09/23/2009 205 Shares Exxon Mobil Corp.	14,202.60	16,206.26	2,003.66
10/28/2009 118 Shares Bank New York Mellon Corp	3,440.45	4,410.63	970.18
10/28/2009 176 Shares Bank New York Mellon Corp	5,131.51	6,665.65	1,534.14

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
11/13/2009 300 Shares Monsanto Company	\$ 20,738.70	\$ 22,678.47	\$ 1,939.77
11/16/2009 370 Shares Bank New York Mellon Corp	10,025.16	12,790.76	2,765.60
Total Sale	\$ 494,288.16	\$ 738,808.53	\$ 244,520.37
Total Schedule E	\$ 494,288.16	\$ 738,808.53	\$ 244,520.37