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

**2009**

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 2009, or tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>FLORA L. THORNTON FOUNDATION</b>	A Employer identification number <b>95-385595</b>
	<b>C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	B Telephone number <b>213-629-7657</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>ONE WILSHIRE BOULEVARD, SUITE 2000</b>	
	City or town, state, and ZIP code <b>LOS ANGELES, CA 90017-3321</b>	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"/>
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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>27,486,139.</b> (Part I, column (d) must be on cash basis)		

<b>Part I Analysis of Revenue and Expenses</b> <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)
1 Contributions, gifts, grants, etc., received	28,945,426.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	254.	254.		STATEMENT 1
4 Dividends and interest from securities	44,103.	44,103.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	13,672,198.			
b Gross sales price for all assets on line 6a	20,597,896.			
7 Capital gain net income (from Part IV, line 2)		13,672,198.		
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	42,661,981.	13,716,555.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	31,656.	0.		0.
15 Pension plans, employee benefits				
16a Legal fees <b>STMT 3</b>	14,940.	0.		0.
b Accounting fees <b>STMT 4</b>	12,000.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes <b>STMT 5</b>	3,531.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	872.	0.		0.
22 Printing and publications				
23 Other expenses <b>STMT 6</b>	19,184.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	82,183.	0.		0.
25 Contributions, gifts, grants paid	6,309,045.			6,309,045.
26 Total expenses and disbursements. Add lines 24 and 25	6,391,228.	0.		6,309,045.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	36,270,753.			
b Net investment income (if negative, enter -0-)		13,716,555.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED SEP 27 2011 Revenue

Operating and Administrative Expenses

RECEIVED  
SEP 22 2011  
OPERATING EXPENSES

G34

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

Form 990-PF (2009)

95-3855595

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	11,057.	30,072.	30,072.
	2 Savings and temporary cash investments	347,310.	17,476,249.	17,476,249.
	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 <span style="float: right;">STMT 9</span>	2,959,386.	6,547,944.	9,798,628.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <span style="float: right;">STMT 10</span>	237,330.	152,615.	176,190.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <span style="float: right;">STATEMENT 11</span> )	0.	5,000.	5,000.	
<b>16 Total assets (to be completed by all filers)</b>	<b>3,555,083.</b>	<b>24,211,880.</b>	<b>27,486,139.</b>	
<b>Liabilities</b>	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 ▶ _____)			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
	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	<681,756.>	19,975,041.		
<b>30 Total net assets or fund balances</b>	<b>3,555,083.</b>	<b>24,211,880.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>3,555,083.</b>	<b>24,211,880.</b>		

**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	3,555,083.
2 Enter amount from Part I, line 27a	2	36,270,753.
3 Other increases not included in line 2 (itemize) ▶ <span style="float: right;">SEE STATEMENT 7</span>	3	288,231.
4 Add lines 1, 2, and 3	4	40,114,067.
5 Decreases not included in line 2 (itemize) ▶ <span style="float: right;">SEE STATEMENT 8</span>	5	15,902,187.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>24,211,880.</b>

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**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			

(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 19,749,324.		6,022,723.	13,726,601.
b 194,990.		133,007.	61,983.
c 466,698.		545,337.	<78,639.>
d 186,884.		224,631.	<37,747.>
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			13,726,601.
b			61,983.
c			<78,639.>
d			<37,747.>
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	13,672,198.
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))
2008	2,702,610.	4,548,585.	.594165
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

2 Total of line 1, column (d)	2	2.837958
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	.567592
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,030,124.
5 Multiply line 4 by line 3	5	3,422,650.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	137,166.
7 Add lines 5 and 6	7	3,559,816.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	6,309,045.

FLORA L. THORNTON FOUNDATION

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C/O EDWARD A. LANDRY, CO-TRUSTEE

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
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	137,166.
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	137,166.
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	137,166.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	150,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	156,000.
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	18,834.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 18,000. Refunded <input checked="" type="checkbox"/>	11	834.

**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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	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	6,049,715.
b	Average of monthly cash balances	1b	72,238.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	6,121,953.
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	6,121,953.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,829.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,030,124.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	301,506.

**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	301,506.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	137,166.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	137,166.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,340.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	164,340.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	164,340.

**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	6,309,045.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,309,045.
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	137,166.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	6,171,879.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				164,340.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,356,139.			
b From 2005	1,964,053.			
c From 2006	1,782,796.			
d From 2007	2,333,112.			
e From 2008	2,477,965.			
f Total of lines 3a through e	9,914,065.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 6,309,045.				
a Applied to 2008, 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 2009 distributable amount				164,340.
e Remaining amount distributed out of corpus	6,144,705.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,058,770.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	1,356,139.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	14,702,631.			
10 Analysis of line 9:				
a Excess from 2005	1,964,053.			
b Excess from 2006	1,782,796.			
c Excess from 2007	2,333,112.			
d Excess from 2008	2,477,965.			
e Excess from 2009	6,144,705.			

**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 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 BOULEVARD, SUITE 2000, LOS ANGELES, CA 90017**

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, or 990-PF.

OMB No 1545-0047

**2009**

<b>Name of the organization</b> FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	<b>Employer identification number</b> 95-385595
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**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, aggregate contributions 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 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 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.** 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 95-385595
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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 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
8	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
9	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
10	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
11	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
12	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-385595
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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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 900173321	\$ _____	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 <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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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  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
20	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
21	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
22	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
23	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
24	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-385595
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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  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	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 95-385595
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
32	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
33	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
34	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
35	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
36	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	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 95-385595
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	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 95-385595
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
44	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
45	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
46	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
47	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
48	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization <b>FLORA L. THORNTON FOUNDATION</b> <b>C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	FLORA L. THORNTON CHARITABLE REMAINDER TRUST  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ 10,445,426.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
50	ESTATE OF FLORA L THORNTON  ONE WILSHIRE BOULEVARD, SUITE 2000  LOS ANGELES, CA 900173321	\$ 18,500,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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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>1,000 SHARES ABBOTT LABS USA</u> _____ _____	\$ <u>50,470.</u>	<u>08/18/10</u>
<u>2</u>	<u>1,700 SHARES AMAZON.COM INC</u> _____ _____	\$ <u>220,210.</u>	<u>08/18/10</u>
<u>3</u>	<u>5,000 AMERICAN TOWER</u> _____ _____	\$ <u>238,350.</u>	<u>08/18/10</u>
<u>4</u>	<u>500 SHARES APPLE INC</u> _____ _____	\$ <u>126,563.</u>	<u>08/18/10</u>
<u>5</u>	<u>2,000 SHARES ATHEROS COMMS</u> _____ _____	\$ <u>52,110.</u>	<u>08/18/10</u>
<u>6</u>	<u>1,000 SHARES BAIDU COM INC ADR</u> _____ _____	\$ <u>83,800.</u>	<u>08/18/10</u>

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-3855595</b>
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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	15,000 SHARES BANK OF AMERICA CORP	\$ 198,150.	08/18/10
8	1,500 SHARES BECTON DICKINSON & CO	\$ 108,188.	08/18/10
9	1,000 SHARES BERKSHIRE HATHAWAY INC	\$ 78,460.	08/18/10
10	4,220 SHARES CAMERON INTL COPR	\$ 161,072.	08/18/10
11	450 SHARES CATERPILLAR INC	\$ 31,388.	08/18/10
12	1,500 SHARES CELGENE CORP	\$ 83,018.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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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	500 SHARES CISCO SYSTEMS INC	\$ 11,133.	08/18/10
14	2,930 SHARES COCA COLA INC	\$ 163,684.	08/18/10
15	2,000 SHARES CROWN CASTLE INTL CORP	\$ 79,820.	08/18/10
16	3,350 SHARES CSX CORP	\$ 172,358.	08/18/10
17	2,590 SHARES DOLLAR GEN CORP	\$ 75,965.	08/18/10
18	5,400 SHARES DOLLAR TREE	\$ 223,074.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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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	11,790 SHARES EBAY	\$ 265,275.	08/18/10
20	4,606 SHARES EXPRESS SCRIPTS	\$ 213,166.	08/18/10
21	1,500 SHARES FIRST SOLAR INC	\$ 188,333.	08/18/10
22	16,915 SHARES GENWORTH FINANCIAL INC	\$ 202,557.	08/18/10
23	2,000 SHARES GILEAD SCIENCES INC	\$ 67,875.	08/18/10
24	240 SHARES GOOGLE	\$ 116,690.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-3855595</b>
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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
25	400 SHARES ISHARES BARCLAYS TIPS BOND FUND	\$ 42,963.	08/18/10
26	5,500 SHARES JP MORGAN CHASE & CO	\$ 207,845.	08/18/10
27	5,810 SHARES MACY'S INC	\$ 120,877.	08/18/10
28	2,000 SHARES MOSAIC CO BROOKLYN	\$ 114,850.	08/18/10
29	3,500 SHARES NORFOLK SOUTHERN CORP	\$ 194,915.	08/18/10
30	5,000 SHARES ORACLE CORPORATION	\$ 115,125.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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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
31	3,500 SHARES PEABODY ENERGY CORP	\$ 163,170.	08/18/10
32	3,230 SHARES JC PENNEY CO INC	\$ 65,779.	08/18/10
33	1,000 SHARES PEPSICO INC	\$ 65,545.	08/18/10
34	1,800 SHARES POTASH CORP OF SASKATCHEWAN INC	\$ 264,609.	08/18/10
35	1,000 SHARES QUALCOMM INC	\$ 39,140.	08/18/10
36	3.520 SHARES SCHLUMBERGER LTD	\$ 209,246.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-3855595</b>
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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
37	1,000 SHARES SMITH INT'L INC	\$ 42,000.	08/18/10
38	1,650 SHARES SPDR GOLD TRUST	\$ 197,588.	08/18/10
39	1,500 SHARES SPAR S & P BIOTECH ETF	\$ 83,490.	08/18/10
40	5,000 SHARES SUNCOR ENERGY INC	\$ 160,975.	08/18/10
41	3.500 SHARES TARGET INC	\$ 178,833.	08/18/10
42	3,542 SHARES TRANSOCEAN INC	\$ 192,260.	08/18/10

Name of organization <b>FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-3855595</b>
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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
43	2,620 SHARES UNITED STATES STEEL CORP	\$ 127,543.	08/18/10
44	1,000 SHARES UNITED TECHNOLOGIES CORP	\$ 70,370.	08/18/10
45	4,010 SHARES VALE S.A. ADR	\$ 115,308.	08/18/10
46	8,000 SHARES WEATHERFORD INTL LTD BERMUDA	\$ 125,520.	08/18/10
47	3,000 WELLS FARO COMPANY	\$ 76,140.	08/18/10
48	3,660 SHARES YUM BRANDS INC.	\$ 153,848.	08/18/10

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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
49	CASH <hr/> <hr/> <hr/> <hr/>	\$ 4,105,778.	08/18/10
50	REAL PROPERTY-320 NORTH CAROLWOOD DRIVE, LOS ANGELES, CA <hr/> <hr/> <hr/> <hr/>	\$ 18,500,000.	04/01/10
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization <b>FLORA L. THORNTON FOUNDATION</b> <b>C/O EDWARD A. LANDRY, CO-TRUSTEE</b>	Employer identification number <b>95-385595</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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

SOURCE	AMOUNT
STIT LIQUID ASSETS PORTFOLIO	20.
STIT LIQUID ASSETS PORTFOLIO	234.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	254.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	860.	0.	860.
ABBOTT LABS	680.	0.	680.
AT & T INC	596.	0.	596.
AT & T INC	1,302.	0.	1,302.
BANK NEW YORK MELLON CORP	171.	0.	171.
BANK OF AMERICA CORP	106.	0.	106.
BANK OF AMERICA CORP	315.	0.	315.
BAXTER INTERNATIONAL	354.	0.	354.
BAXTER INTERNATIONAL	519.	0.	519.
BECTON DICKINSON & CO	1,277.	0.	1,277.
BECTON DICKINSON & CO	518.	0.	518.
CATERPILLAR INC	387.	0.	387.
CATERPILLAR INC	75.	0.	75.
COCA COLA CO	2,044.	0.	2,044.
COCA COLA CO	592.	0.	592.
CSX CORP	281.	0.	281.
CSX CORP	1,163.	0.	1,163.
FEDEX CORP	184.	0.	184.
FEDEX CORP	133.	0.	133.
INTEL CORP	662.	0.	662.
INTEL CORP	673.	0.	673.
ISHARES BARCLAYS TIPS BOND	168.	0.	168.
ISHARES FTSE CHINA	379.	0.	379.
ISHARES FTSE CHINA	408.	0.	408.
ISHARES MSCI EMERGING MKTS	412.	0.	412.
JC PENNY CO INC	760.	0.	760.
JC PENNY CO INC	1,754.	0.	1,754.
JP MORGAN CHASE & CO	216.	0.	216.
JP MORGAN CHASE & CO	510.	0.	510.
MACYS INC	44.	0.	44.
MACYS INC	330.	0.	330.
MARKET VECTORS AGRIBUSINESS	131.	0.	131.
MARKET VECTORS AGRIBUSINESS	325.	0.	325.
MONSANTO COMPANY	140.	0.	140.
MONSANTO COMPANY	230.	0.	230.



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	12,000.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	12,000.	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	2,829.	0.		0.
FRANCHISE TAX BOARD	10.	0.		0.
FOREIGN TAXES WITHHELD DEPARTMENT OF JUSTICE	542. 150.	0. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 18	3,531.	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	5,207.	0.		0.
MANAGEMENT FEE	13,985.	0.		0.
REFUND OF FEDERAL TAX OVERPAYMENT	<608.>	0.		0.
FOUNDATION WORKSHOP	600.	0.		0.
TO FORM 990-PF, PG 1, LN 23	19,184.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
EXCESS FMV OVER COST BASIS OF SECURITIES CONTRIBUTED TO CHARITIES		288,231.	
TOTAL TO FORM 990-PF, PART III, LINE 3		288,231.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
EXCESS FMV OVER COST BASIS OF ASSETS DONATED TO THE FOUNDATION		15,902,187.	
TOTAL TO FORM 990-PF, PART III, LINE 5		15,902,187.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	5,441,831.	8,268,532.	
MARKETABLE SECURITIES	1,106,113.	1,530,096.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,547,944.	9,798,628.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	93,283.	102,354.
MARKETABLE SECURITIES	COST	59,332.	73,836.
TOTAL TO FORM 990-PF, PART II, LINE 13		152,615.	176,190.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	0.	5,000.	5,000.
TO FORM 990-PF, PART II, LINE 15	0.	5,000.	5,000.

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS                      STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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.
CHARLES THORNTON III 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 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CONSERVATION INTERNATIONAL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	40,000.
EARTH POLICY INSTITUTE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.
GLOBAL HERITAGE FUND	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ALL SAINTS EPISCOPAL CHURCH	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
PEPPERDINE UNIVERSITY	NONE EDUCATION	501(C)(3)	15,000.
MUSIC ACADEMY OF THE WEST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
COPELAND HOUSE INC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
NUMBERS USA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.

RARE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	50,000.
PACIFIC FOREST TRUST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
ENVIRONMENTAL DEFENSE FUNDS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
POPULATION MEDIA CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
SIERRA CLUB FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
WILDAID	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.
POPULATION CONNECTION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
CENTER THEATRE GROUP	NONE COMMUNITY IMPROVEMENT	501(C)(3)	6,000.
KUSC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
RARE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.

SAINT JOHN'S HEALTH CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
LACMA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
L A OPERA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,951.
SHAKESPEAREANS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
READING IS FUNDAMENTAL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ARTS HIGH FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	57,500.
SKIRBALL CULTURAL CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
STUDENTS RUN LA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
UC REGENTS-STROKE NEUROLOGY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	249,169.
THE UCLA FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.

UNITED WAY/TOCQUVILLE SOCIETY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
THE WONDERS OF READING	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
MUSIC CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	11,000.
ARTHRITIS FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	7,500.
LOS ANGELES PHILHARMONIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	21,500.
LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	16,500.
DR SUSAN LOVE RESEARCH FOUNDATION	NONE MEDICAL RESEARCH	501(C)(3)	2,500.

ST. MATTHEWS PARISH SCHOOL	NONE EDUCATION	501(C)(3)	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY LA CHAPTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
PARISH OF ST MATTHEWS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
BOY SCOUTS OF AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
RARE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
ROCKY MOUNTAIN INSTITUTE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
GLOBAL HERITAGE FUND	NONE COMMUNITY IMPROVEMENT	501(C)(3)	50,000.
PACHAMAMA ALLIANCE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	8,000.

OPERA LEAGUE OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
PROJECT ANGEL FOOD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
WILL ROGERS RANCH FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
ECO RESERVE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
POPULATION CONNECTION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
MS SOCIETY OF SOUTHERN CALIFORNIA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	100,000.
WILDLIFE CONSERVATION SOCIETY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
BKS IYENGAR INSTITUTE ANNUAL FUNDRAISER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
THE PACHAMAMA ALLIANCE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	23,100.
AMERICAN YOUTH SYMPHONY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.

USC THORNTON SCHOOL OF MUSIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
CALIFORNIA FOR POPULATION STABILIZATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	6,000.
FEDERATION FOR AMERICAN IMMIGRATION REFORM	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
GREENBELT ALLIANCE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	120,000.
ST. MATTHEWS PARISH SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
BOY SCOUTS OF AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,500.
PEPPERDINE UNIVERSITY SCHOOL OF PUBLIC POLICY	NONE EDUCATION	501(C)(3)	1005825.
LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1000000.
LOS ANGELES PHILHARMONIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2000000.
SANTA FE OPERA ENDOWMENT	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1000000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>6,309,045.</u>

**Flora L. Thornton Foundation (Thornton's Granddaughters)**  
**Schedule B**  
**Gains on Sales or Other Disposition**

Description	Proceeds	Carrying Value	Gain
<b>Exchange</b>			
01/21/2010	Berkshire Hathaway Inc. \$ 6,628.14 \$	6,367.21 \$	260.93
	for Berkshire Hathaway Inc-CI B		
08/27/2010	Smith Int'l Inc. 12,791.49	12,426.74	364.75
	for Schlumberger Ltd. USD		
<b>Total Exchange</b>	<b>\$ 19,419.63</b>	<b>\$ 18,793.95</b>	<b>\$ 625.68</b>
<b>Sale</b>			
12/31/2009	8 Shares \$ 4,951.08 \$	3,387.81 \$	1,563.27
	Google		
12/31/2009	14 Shares 8,664.39	5,370.20	3,294.19
	Google		
02/22/2010	10 Shares 4,976.23	1,053.02	3,923.21
	Baidu Com Inc. Spons ADR Rep A		
03/03/2010	300 Shares 11,574.73	3,485.45	8,089.28
	Atheros Comms		
03/09/2010	90 Shares 5,677.16	3,701.21	1,975.95
	Schlumberger Ltd. USD		
03/10/2010	10 Shares 5,393.15	1,053.01	4,340.14
	Baidu Com Inc. Spons ADR Rep A		
03/19/2010	150 Shares 9,539.88	6,168.67	3,371.21
	Schlumberger Ltd. USD		
03/25/2010	80 Shares 6,500.41	6,375.38	125.03
	Transocean Inc		
04/01/2010	12 Shares 7,166.65	1,179.39	5,987.26
	Baidu Com Inc. Spons ADR Rep A		
04/01/2010	12 Shares 7,166.66	1,263.62	5,903.04
	Baidu Com Inc. Spons ADR Rep A		

**Schedule B (Continued)**

<b>Description</b>		<b>Proceeds</b>	<b>Carrying Value</b>	<b>Gain</b>
<b>Sale</b>				
04/09/2010	6 Shares Baidu Com Inc. Spons ADR Rep A	\$ 3,644.04 \$	589.70 \$	3,054.34
04/21/2010	25 Shares Apple Inc.	6,401.76	3,649.97	2,751.79
04/21/2010	10 Shares Apple Inc.	2,560.70	1,274.07	1,286.63
04/30/2010	500 Shares Baxter International Inc. USDI Com	23,820.87	18,745.98	5,074.89
04/30/2010	110 Shares Baxter International Inc. USDI Com	5,240.59	4,463.56	777.03
06/23/2010	40 Shares Apple Inc.	10,719.57	5,096.30	5,623.27
06/25/2010	90 Shares Mosaic Co. Brooklyn Com	3,774.85	2,811.35	963.50
06/25/2010	230 Shares Mosaic Co. Brooklyn Com	9,646.85	8,906.44	740.41
06/30/2010	0 Shares Dollar Tree Inc.	20.82	0.00	20.82
07/20/2010	50 Shares Wal Mart Stores, Inc.	2,504.24	2,498.44	5.80
07/20/2010	75 Shares Wal Mart Stores, Inc.	3,756.37	3,755.04	1.33
08/03/2010	100 Shares Becton Dickinson & Co.	6,972.64	6,892.04	80.60
08/03/2010	20 Shares Becton Dickinson & Co.	1,394.53	1,354.54	39.99
08/27/2010	0 Shares Schlumberger Ltd. USD Cash in Lieu	18.23	0.00	18.23

**Schedule B (Continued)**

<b>Description</b>	<b>Proceeds</b>	<b>Carrying Value</b>	<b>Gain</b>
<b>Sale</b>			
09/02/2010    80 Shares United Technologies Corp. Com	\$        5,277.00	\$        4,079.07	\$        1,197.93
09/09/2010    130 Shares Becton Dickinson & Co.	9,103.42	8,254.29	849.13
09/09/2010    130 Shares Becton Dickinson & Co.	9,103.42	8,804.51	298.91
<b>Total Sale</b>	<b>\$        175,570.24</b>	<b>\$        114,213.06</b>	<b>\$        61,357.18</b>
<b>Total Schedule B</b>	<b>\$        194,989.87</b>	<b>\$        133,007.01</b>	<b>\$        61,982.86</b>

**Flora L. Thornton Foundation (Thornton's Granddaughters)**

**Schedule E**

**Losses on Sales or Other Disposition**

<b>Description</b>	<b>Proceeds</b>	<b>Carrying Value</b>	<b>Loss</b>
<b>Exchange</b>			
01/21/2010 Berkshire Hathaway Inc. for Berkshire Hathaway Inc-Cl B	\$ 6,106.30	\$ 6,367.21	\$ 260.91
08/27/2010 Smith Int'l Inc. for Schlumberger Ltd. USD	5,996.56	6,361.31	364.75
<b>Total Exchange</b>	<b>\$ 12,102.86</b>	<b>\$ 12,728.52</b>	<b>\$ 625.66</b>
<b>Sale</b>			
12/11/2009 4 Shares Berkshire Hathaway Inc.	\$ 13,046.77	\$ 15,119.92	\$ 2,073.15
12/11/2009 2 Shares Berkshire Hathaway Inc.	6,523.39	8,036.95	1,513.56
03/25/2010 20 Shares Transocean Inc	1,625.10	1,674.08	48.98
03/30/2010 110 Shares Weatherford Intl. Ltd. Bermuda	1,695.15	2,237.18	542.03
04/09/2010 35 Shares Monsanto Company	2,387.72	3,023.05	635.33
04/09/2010 80 Shares Monsanto Company	5,457.63	6,757.62	1,299.99
04/09/2010 150 Shares Monsanto Company	10,233.07	12,540.75	2,307.68
05/13/2010 40 Shares Transocean Inc	2,689.83	2,802.76	112.93
05/20/2010 310 Shares Market Vectors Agribusiness	11,312.74	11,723.90	411.16
05/27/2010 380 Shares Noble Corporation	11,566.65	14,574.09	3,007.44
05/27/2010 370 Shares Noble Corporation	11,262.26	12,885.20	1,622.94

**Schedule E (Continued)**

<b>Description</b>	<b>Proceeds</b>	<b>Carrying Value</b>	<b>Loss</b>
<b>Sale</b>			
06/08/2010 330 Shares AT&T Inc.	\$ 8,105.71	\$ 9,345.03	\$ 1,239.32
06/08/2010 380 Shares AT&T Inc.	9,333.85	10,877.03	1,543.18
06/08/2010 420 Shares Weatherford Intl. Ltd. Bermuda	5,220.93	7,043.74	1,822.81
06/08/2010 240 Shares Weatherford Intl. Ltd. Bermuda	2,983.39	4,530.56	1,547.17
06/25/2010 30 Shares Qualcomm Inc. Com	1,005.48	1,299.59	294.11
07/20/2010 290 Shares Penny (JC) Co. Inc.	6,576.34	8,370.31	1,793.97
07/20/2010 150 Shares Penny (JC) Co. Inc.	3,401.55	4,597.58	1,196.03
07/20/2010 100 Shares Penny (JC) Co. Inc.	2,267.70	3,200.54	932.84
07/20/2010 200 Shares Wal Mart Stores, Inc.	10,016.97	10,416.00	399.03
07/29/2010 4 Shares First Solar Inc	530.79	553.48	22.69
07/29/2010 45 Shares First Solar Inc	5,971.37	7,060.17	1,088.80
07/30/2010 20 Shares Transocean Inc	911.78	1,593.85	682.07
09/08/2010 240 Shares Intel Corp. Com	4,177.94	5,400.19	1,222.25
09/10/2010 240 Shares Genworth Financial Inc	2,836.17	4,286.58	1,450.41
09/10/2010 180 Shares Genworth Financial Inc	2,127.13	3,379.56	1,252.43
10/05/2010 250 Shares Genworth Financial Inc	3,019.19	4,199.98	1,180.79

**Schedule E (Continued)**

<b>Description</b>	<b>Proceeds</b>	<b>Carrying Value</b>	<b>Loss</b>
<b>Sale</b>			
10/05/2010 80 Shares Genworth Financial Inc	\$ 966.14	\$ 1,283.18	\$ 317.04
10/14/2010 230 Shares Genworth Financial Inc	2,922.87	3,247.57	324.70
10/14/2010 190 Shares Genworth Financial Inc	2,414.54	2,576.59	162.05
10/14/2010 400 Shares Genworth Financial Inc	5,083.25	5,659.46	576.21
10/14/2010 30 Shares Genworth Financial Inc	381.24	406.68	25.44
10/15/2010 700 Shares Genworth Financial Inc	9,035.16	9,489.20	454.04
11/02/2010 140 Shares Bank of America Corp Com Stk	1,560.62	2,148.19	587.57
11/02/2010 550 Shares Bank of America Corp Com Stk	6,131.02	9,562.25	3,431.23
<b>Total Sale</b>	<b>\$ 174,781.44</b>	<b>\$ 211,902.81</b>	<b>\$ 37,121.37</b>
<b>Total Schedule E</b>	<b>\$ 186,884.30</b>	<b>\$ 224,631.33</b>	<b>\$ 37,747.03</b>

**Flora L. Thornton Foundation**  
**Schedule B**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Exchange</b>			
01/21/2010 Berkshire Hathaway Inc. for Berkshire Hathaway Inc.	\$ 85,993.21	\$ 85,993.20	\$ 0.01
08/27/2010 Smith Int'l Inc. for Schlumberger LTD USD	19,424.97	19,375.58	49.39
<b>Total Exchange</b>	<b>\$ 105,418.18</b>	<b>\$ 105,368.78</b>	<b>\$ 49.40</b>
<b>Sale</b>			
12/02/2009 250 Shares Atheros Comms	\$ 7,395.59	\$ 2,885.84	\$ 4,509.75
12/02/2009 200 Shares Gilead Sciences Inc.	9,163.97	6,370.15	2,793.82
12/14/2009 25 Shares Amazon.com Inc.	3,248.41	2,107.97	1,140.44
12/24/2009 200 Shares Atheros Comms	6,731.74	2,308.67	4,423.07
12/24/2009 150 Shares iShares MSCI Emerging Mkts. Index ETF	6,098.96	5,406.63	692.33
12/24/2009 500 Shares Oracle Corporation	12,255.58	5,133.49	7,122.09
12/24/2009 250 Shares Pepsico Inc.	15,082.33	14,066.44	1,015.89
12/24/2009 200 Shares Schlumberger LTD USD	12,951.86	7,077.61	5,874.25
12/24/2009 50 Shares SPDR S & P Biotech ETF	2,636.70	2,572.77	63.93
12/24/2009 500 Shares Suncor Energy Inc.	17,636.12	8,099.65	9,536.47

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
12/31/2009    62 Shares Google	\$ 38,507.24	\$ 11,587.92	\$ 26,919.32
01/07/2010    300 Shares American Tower	13,127.89	9,009.01	4,118.88
01/07/2010    300 Shares Atheros Comms	10,871.63	3,463.00	7,408.63
01/07/2010    400 Shares Cisco Systems Inc. Com	9,657.19	491.61	9,165.58
01/07/2010    200 Shares JPMorgan Chase & Co. Com	8,876.09	8,796.39	79.70
01/07/2010    500 Shares Oracle Corporation	11,993.22	5,133.49	6,859.73
01/07/2010    200 Shares United Technologies Corp. Com	13,957.85	3,463.85	10,494.00
01/13/2010    19 Shares Baidu Com Inc. Spons ADR	8,188.31	5,645.16	2,543.15
01/14/2010    40 Shares Baidu Com Inc. Spons ADR	18,339.36	11,884.55	6,454.81
02/02/2010    35 Shares Baidu Com Inc. Spons ADR	17,666.82	10,398.98	7,267.84
02/09/2010    15 Shares Baidu Com Inc. Spons ADR	6,468.67	4,456.71	2,011.96
03/03/2010    100 Shares Amazon.com Inc.	12,529.63	8,431.89	4,097.74
03/03/2010    50 Shares American Tower	2,102.97	1,501.50	601.47

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
03/03/2010 20 Shares Apple Inc.	\$ 4,117.44	\$ 3,208.91	\$ 908.53
03/03/2010 100 Shares AT&T Inc.	2,443.85	2,397.85	46.00
03/03/2010 60 Shares Atheros Comms	2,257.53	692.60	1,564.93
03/03/2010 25 Shares Baidu Com Inc. Spons ADR	12,753.33	7,427.84	5,325.49
03/03/2010 80 Shares Bank New York Mellon Corp.	2,249.87	1,483.41	766.46
03/03/2010 500 Shares Bank of America Corp.	8,120.96	6,788.76	1,332.20
03/03/2010 10 Shares Baxter International Inc.	584.79	334.96	249.83
03/03/2010 90 Shares Becton Dickinson & Co.	7,015.30	5,719.08	1,296.22
03/03/2010 250 Shares Berkshire Hathaway Inc.	20,152.44	15,243.30	4,909.14
03/03/2010 180 Shares Celgene Corp.	11,007.67	1,165.50	9,842.17
03/03/2010 400 Shares Cisco Systems Inc. Com	9,703.30	491.61	9,211.69
03/03/2010 210 Shares Coca Cola Co.	11,045.99	9,379.18	1,666.81
03/03/2010 660 Shares Crown Castle Intl. Corp.	25,273.93	16,096.88	9,177.05
03/03/2010 10 Shares Fedex Corporation	864.96	262.20	602.76

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
03/03/2010 200 Shares Fedex Corporation	\$ 17,299.12 \$	5,243.91 \$	12,055.21
03/03/2010 160 Shares Gilead Sciences Inc.	7,468.54	5,096.12	2,372.42
03/03/2010 24 Shares Google	12,977.67	4,485.64	8,492.03
03/03/2010 200 Shares IShares MSCI Emerging Mkts. Index ETF	7,971.33	7,208.84	762.49
03/03/2010 210 Shares IShres FTSE Chna	8,514.95	7,917.46	597.49
03/03/2010 270 Shares Market Vectors Agribusiness	11,935.27	10,187.24	1,748.03
03/03/2010 300 Shares Mosaic Co. Brooklyn Com Stk.	18,239.34	12,867.96	5,371.38
03/03/2010 130 Shares Noble Corporation	5,687.53	5,074.43	613.10
03/03/2010 370 Shares Oracle Corporation	8,961.39	3,798.78	5,162.61
03/03/2010 270 Shares Peabody Energy Corp.	12,947.19	8,176.45	4,770.74
03/03/2010 20 Shares Penny (JC) Co. Inc.	576.29	566.91	9.38
03/03/2010 150 Shares Pepsico Inc.	9,517.87	8,439.86	1,078.01
03/03/2010 50 Shares Potash Corp. of Saskatchewan Inc.	5,732.42	4,507.26	1,225.16
03/03/2010 170 Shares Schlumberger LTD USD	10,693.18	6,015.97	4,677.21

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
03/03/2010    305 Shares Smith Int'l Inc.	\$ 12,838.34	\$ 8,463.74	\$ 4,374.60
03/03/2010    50 Shares SPDR Gold Trust	5,482.42	4,571.86	910.56
03/03/2010    200 Shares Suncor Energy Inc.	6,030.87	3,239.86	2,791.01
03/03/2010    100 Shares Target Corp.	5,058.94	3,839.21	1,219.73
03/03/2010    100 Shares Transocean Inc	8,107.90	6,927.04	1,180.86
03/03/2010    265 Shares United States Steel Corp.	15,025.09	8,734.61	6,290.48
03/03/2010    5 Shares United States Steel Corp.	283.49	131.25	152.24
03/03/2010    10 Shares United Technologies Corp. Com	695.59	173.19	522.40
03/03/2010    610 Shares Weatherford Intl. Ltd. Bermuda	10,300.02	7,442.23	2,857.79
03/03/2010    20 Shares Wells Fargo Company	557.59	458.26	99.33
03/09/2010    50 Shares Apple Inc.	11,091.98	8,022.26	3,069.72
03/09/2010    120 Shares Schlumberger LTD USD	7,602.89	4,246.56	3,356.33
03/10/2010    10 Shares Baidu Com Inc. Spons ADR	5,393.15	2,971.13	2,422.02

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
03/11/2010 200 Shares Schlumberger LTD USD	\$ 12,594.35	\$ 7,077.61	\$ 5,516.74
03/19/2010 100 Shares Schlumberger LTD USD	6,326.58	3,538.80	2,787.78
03/24/2010 10 Shares Baidu Com Inc. Spons ADR	6,012.50	2,971.14	3,041.36
03/24/2010 5 Shares Baidu Com Inc. Spons ADR	3,006.25	632.25	2,374.00
03/25/2010 110 Shares Transocean Inc	8,948.06	7,619.75	1,328.31
04/01/2010 11 Shares Baidu Com Inc. Spons ADR	6,528.86	1,155.47	5,373.39
04/07/2010 6 Shares Baidu Com Inc. Spons ADR	3,673.56	630.26	3,043.30
04/28/2010 240 Shares Baxter International Inc.	11,404.67	8,084.88	3,319.79
04/28/2010 0 Shares Baxter International Inc.	21,383.76	15,073.12	6,310.64
04/30/2010 190 Shares United Technologies Corp. Com	14,317.41	3,290.66	11,026.75
06/23/2010 5 Shares Apple Inc.	1,339.95	802.23	537.72
06/23/2010 35 Shares Apple Inc.	9,379.62	4,976.61	4,403.01
06/25/2010 530 Shares Mosaic Co. Brooklyn Com Stk.	22,264.35	19,651.12	2,613.23

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
06/30/2010 0 Shares Dollar Tree	\$ 20.82 \$	0.00 \$	20.82
07/14/2010 250 Shares Berkshire Hathaway Inc.	19,725.36	15,243.30	4,482.06
07/14/2010 230 Shares Wells Fargo Company	6,062.07	5,269.98	792.09
07/21/2010 560 Shares Bank New York Mellon Corp.	14,306.46	10,383.91	3,922.55
07/21/2010 100 Shares Becton Dickinson & Co.	6,720.99	6,354.53	366.46
07/21/2010 250 Shares Berkshire Hathaway Inc.	19,372.37	15,103.23	4,269.14
07/21/2010 390 Shares IShres FTSE Chna	14,947.26	14,703.85	243.41
07/21/2010 400 Shares Wells Fargo Company	10,385.94	9,165.17	1,220.77
07/29/2010 1 Share First Solar Inc.	131.97	128.61	3.36
08/03/2010 80 Shares Becton Dickinson & Co.	5,544.78	5,083.63	461.15
08/12/2010 55 Shares Potash Corp. of Saskatchewan Inc.	6,083.49	4,957.99	1,125.50
08/17/2010 100 Shares Potash Corp. of Saskatchewan Inc.	14,094.23	9,014.52	5,079.71
08/27/2010 0 Shares Schlumberger LTD USD	11.76	0.00	11.76
09/14/2010 90 Shares Becton Dickinson & Co.	6,307.04	5,719.08	587.96

**Flora L. Thornton Foundation**  
**Schedule B (Continued)**  
**Gains on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

Description	Proceeds	Carrying Value	Gain
<b>Sale</b>			
09/14/2010 970 Shares Becton Dickinson & Co.	\$ 67,975.82	\$ 65,672.09	\$ 2,303.73
09/21/2010 140 Shares Becton Dickinson & Co.	10,087.55	8,896.35	1,191.20
09/21/2010 530 Shares Becton Dickinson & Co.	38,188.60	33,327.91	4,860.69
09/21/2010 245 Shares First Solar Inc.	35,225.17	32,359.89	2,865.28
09/30/2010 22 Shares Transocean Inc	1,365.76	1,153.70	212.06
10/07/2010 600 Shares Amazon.com Inc.	92,435.89	56,968.07	35,467.82
10/07/2010 70 Shares Amazon.com Inc.	10,784.19	5,902.32	4,881.87
10/26/2010 165 Shares Amazon.com Inc.	26,878.51	13,912.62	12,965.89
11/12/2010 Carolwood Residence - 320 N. Carolwood Dr. L.A.	18,500,000.00	4,000,000.00	14,500,000.00
<b>Total Sale</b>	<b>\$ 19,643,905.80</b>	<b>\$ 4,754,618.04</b>	<b>\$14,889,287.76</b>
<b>Total Schedule B</b>	<b>\$ 19,749,323.98</b>	<b>\$ 4,859,986.82</b>	<b>\$14,889,337.16</b>

**Flora L. Thornton Foundation**  
**Schedule E**  
**Losses on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
<b>Sale</b>			
12/02/2009 400 Shares SPDR S & P Biotech ETF	\$ 20,297.18	\$ 21,729.61	\$ 1,432.43
12/24/2009 200 Shares AT&T Inc.	5,517.99	5,729.01	211.02
12/24/2009 80 Shares First Solar Inc.	10,589.62	12,614.94	2,025.32
12/24/2009 200 Shares JPMorgan Chase & Co. Com	8,221.48	8,796.40	574.92
12/24/2009 200 Shares Norfolk Southern Corp.	10,745.24	11,435.87	690.63
12/24/2009 200 Shares SPDR S & P Biotech ETF	10,613.58	10,864.81	251.23
01/07/2010 90 Shares AT&T Inc.	2,418.05	2,549.67	131.62
01/07/2010 110 Shares AT&T Inc.	2,955.39	3,150.95	195.56
01/08/2010 110 Shares AT&T Inc.	2,922.32	2,951.40	29.08
01/08/2010 180 Shares AT&T Inc.	4,781.97	5,099.33	317.36
03/03/2010 10 Shares AT&T Inc.	244.38	268.31	23.93
03/03/2010 10 Shares CSX Corp. Com	472.59	512.23	39.64
03/03/2010 62 Shares First Solar Inc.	6,651.71	9,165.83	2,514.12
03/03/2010 100 Shares JPMorgan Chase & Co. Com	4,109.64	4,398.20	288.56

**Flora L. Thornton Foundation**  
**Schedule E (Continued)**  
**Losses on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
<b>Sale</b>			
03/03/2010 70 Shares Monsanto Company Com Stk	\$ 5,058.93	\$ 6,034.55	\$ 975.62
03/03/2010 90 Shares Norfolk Southern Corp.	4,643.83	5,146.14	502.31
03/03/2010 230 Shares Penny (JC) Co. Inc.	6,627.34	6,873.86	246.52
03/03/2010 185 Shares Qualcomm Inc.	7,063.12	7,532.76	469.64
04/09/2010 130 Shares Monsanto Company Com Stk	8,858.69	10,934.25	2,075.56
04/09/2010 220 Shares Monsanto Company Com Stk	14,991.62	18,437.58	3,445.96
05/13/2010 50 Shares Transocean Inc	3,364.79	3,463.52	98.73
05/20/2010 500 Shares Market Vectors Agribusiness	18,261.42	18,865.26	603.84
05/27/2010 510 Shares Noble Corporation	15,533.60	19,907.36	4,373.76
05/27/2010 400 Shares Noble Corporation	12,183.22	13,894.53	1,711.31
06/25/2010 70 Shares Mosaic Co. Brooklyn Com Stk.	2,940.57	3,002.52	61.95
07/21/2010 210 Shares SPDR S & P Biotech ETF	10,739.27	11,210.71	471.44
07/23/2010 560 Shares Penny (JC) Co. Inc.	12,700.72	15,873.46	3,172.74

**Flora L. Thornton Foundation**  
**Schedule E (Continued)**  
**Losses on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

<b>Description</b>	<b>Proceeds</b>	<b>Carrying Value</b>	<b>Loss</b>
<b>Sale</b>			
07/29/2010 18 Shares First Solar Inc.	\$ 2,375.55	\$ 2,661.05	\$ 285.50
08/02/2010 160 Shares Transocean Inc	7,952.82	11,083.26	3,130.44
09/09/2010 1,160 Shares Genworth Financial Inc	13,760.37	20,541.95	6,781.58
09/09/2010 1,700 Shares Genworth Financial Inc	20,166.07	31,341.98	11,175.91
09/09/2010 1,035 Shares Genworth Financial Inc	12,277.58	17,210.89	4,933.31
09/15/2010 1,175 Shares Genworth Financial Inc	13,934.04	19,538.93	5,604.89
09/30/2010 100 Shares Transocean Inc	6,207.99	6,852.00	644.01
09/30/2010 20 Shares Transocean Inc	1,241.60	1,385.41	143.81
10/07/2010 730 Shares Genworth Financial Inc	8,703.75	11,782.93	3,079.18
10/13/2010 2,290 Shares Genworth Financial Inc	27,721.57	35,610.55	7,888.98
10/18/2010 580 Shares Genworth Financial Inc	7,501.71	8,092.48	590.77
10/18/2010 2,575 Shares Genworth Financial Inc	33,305.00	35,754.02	2,449.02
10/18/2010 650 Shares Genworth Financial Inc	8,407.09	8,797.49	390.40
10/19/2010 750 Shares Genworth Financial Inc	9,603.74	10,150.95	547.21
10/19/2010 6,250 Shares Genworth Financial Inc	80,031.16	84,090.46	4,059.30
<b>Total Sale</b>	<b>\$ 466,698.30</b>	<b>\$ 545,337.41</b>	<b>\$ 78,639.11</b>

**Flora L. Thornton Foundation**  
**Schedule E (Continued)**  
**Losses on Sales or Other Disposition**  
**From 12/01/2009 to 11/30/2010**

<b>Total Schedule E</b>	<u>\$ 466,698.30</u>	<u>\$ 545,337.41</u>	<u>\$ 78,639.11</u>
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