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

2010

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 2010, or tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

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

Name of foundation FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE		A Employer identification number 95-3855595
Number and street (or P O box number if mail is not delivered to street address) ONE WILSHIRE BOULEVARD, SUITE 2000	Room/suite	B Telephone number 213-629-7657
City or town, state, and ZIP code LOS ANGELES, CA 90017-3321		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,450,537. (Part I, column (d) must be on cash basis)	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"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	13,030,131.		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	509.	509.		STATEMENT 1
	4 Dividends and interest from securities	298,758.	298,758.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,796,726.			
	b Gross sales price for all assets on line 6a	21,606,978.			
	7 Capital gain net income (from Part IV, line 2)		10,796,726.		
	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	24,126,124.	11,095,993.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	36,978.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	44,566.	0.		0.
	b Accounting fees STMT 4	15,500.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	157,685.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,664.	0.		0.
	22 Printing and publications				
	23 Other expenses STMT 6	196,664.	0.		0.
	24 Total operating and administrative expenses Add lines 13 through 23	453,057.	0.		0.
	25 Contributions, gifts, grants paid	1,599,098.			1,599,098.
26 Total expenses and disbursements Add lines 24 and 25	2,052,155.	0.		1,599,098.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	22,073,969.				
b Net investment income (if negative, enter -0-)		11,095,993.			
c Adjusted net income (if negative, enter -0-)			N/A		

13

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FLORA L. THORNTON FOUNDATION

Form 990-PF (2010)

C/O EDWARD A. LANDRY, CO-TRUSTEE

95-3855595

Page 2

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	30,072.	296,084.	296,084.
	2 Savings and temporary cash investments	17,476,249.	2,232,554.	2,232,554.
	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 STMT 8	0.	1,935,265.	2,019,848.
	b Investments - corporate stock STMT 9	6,547,944.	10,463,283.	12,476,731.
	c Investments - corporate bonds STMT 10	0.	920,122.	930,192.
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	152,615.	21,298,238.	21,495,128.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)	5,000.	0.	0.	
16 Total assets (to be completed by all filers)	24,211,880.	37,145,546.	39,450,537.	
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	19,975,041.	32,908,707.		
30 Total net assets or fund balances	24,211,880.	37,145,546.		
31 Total liabilities and net assets/fund balances	24,211,880.	37,145,546.		

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 24,211,880.
2 Enter amount from Part I, line 27a	2 22,073,969.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 46,285,849.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 9,140,303.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 37,145,546.

FLORA L. THORNTON FOUNDATION

Form 990-PF (2010)

C/O EDWARD A. LANDRY, CO-TRUSTEE

95-3855595

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE B	P		
b SEE ATTACHED SCHEDULE E	P		
c SEE ATTACHED SCHEDULE B	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 19,600,658.		8,730,411.	10,870,247.
b 1,381,018.		1,487,678.	<106,660.>
c 328,441.		223,070.	105,371.
d 296,861.		369,093.	<72,232.>
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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			10,870,247.
b			<106,660.>
c			105,371.
d			<72,232.>
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	10,796,726.
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))
2009	6,171,879.	6,030,124.	1.023508
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

2 Total of line 1, column (d)	2	3.406425
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	.681285
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,047,568.
5 Multiply line 4 by line 3	5	18,427,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	110,960.
7 Add lines 5 and 6	7	18,538,062.
8 Enter qualifying distributions from Part XII, line 4	8	1,599,098.

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 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	221,920.
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	221,920.
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	221,920.
6 Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	18,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	300,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	318,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	2,799.
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	93,281.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 90,000. Refunded <input type="checkbox"/>	11	3,281.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2		X
3 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		
3		X
4a		X
4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		
5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
6	X	
7	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
8b	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 ► N/A	13	X	
14	The books are in care of ► EDWARD A. LANDRY, CO-TRUSTEE Telephone no. ► 213-629-7600 Located at ► ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA ZIP+4 ► 90017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 12		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	22,218,083.
b	Average of monthly cash balances	1b	5,241,377.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	27,459,460.
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	27,459,460.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	411,892.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,047,568.
6	Minimum investment return. Enter 5% of line 5	6	1,352,378.

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	1,352,378.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	221,920.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	221,920.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,130,458.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,130,458.
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	1,130,458.

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	1,599,098.
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	1,599,098.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,599,098.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,130,458.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	1,964,053.			
b From 2006	1,782,796.			
c From 2007	2,333,112.			
d From 2008	2,477,965.			
e From 2009	6,144,705.			
f Total of lines 3a through e	14,702,631.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,599,098.				
a Applied to 2009, 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 2010 distributable amount				1,130,458.
e Remaining amount distributed out of corpus	468,640.			
5 Excess distributions carryover applied to 2010 (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	15,171,271.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	1,964,053.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	13,207,218.			
10 Analysis of line 9:				
a Excess from 2006	1,782,796.			
b Excess from 2007	2,333,112.			
c Excess from 2008	2,477,965.			
d Excess from 2009	6,144,705.			
e Excess from 2010	468,640.			

FLORA L. THORNTON FOUNDATION

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
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:
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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 13				
Total			▶ 3a	1599098.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

2010**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 foundationCheck 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).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

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
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

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"/> (Complete Part II if there is a noncash contribution)
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"/> (Complete Part II if there is a noncash contribution)
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution)
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"/> (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
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 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
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (Complete Part II if there is a noncash contribution.)
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"/> (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 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
1	2,728 SHARES APPLE INC	\$ 971,250.	08/22/11
2	1,781 SHARES APPLE INC	\$ 634,089.	08/22/11
3	891 SHARES APPLE INC	\$ 371,223.	08/22/11
4	9,458 SHARES BAIDU COM INC	\$ 1,200,977.	08/22/11
5	142 SHARES BAIDU COM INC	\$ 18,031.	08/22/11
6	12,000 SHARES BAKER HUGHES INC	\$ 657,840.	08/22/11

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-385595
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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	17,120 CELGENE CORP	\$ 936,122.	08/22/11
8	2,800 SHARES CELGENE CORP	\$ 153,104.	08/22/11
9	30,000 SHARES CISCO SYSTEMS INC. COM	\$ 452,400.	08/22/11
10	5,254 SHARES CONOCOPHILLIPS INC	\$ 334,102.	08/22/11
11	3,746 SHARES CONOCOPHILLIPS INC	\$ 238,208.	08/22/11
12	12,048 SHARES FEDEX	\$ 881,432.	08/22/11

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-385595
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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	1,752 SHARES FEDEX	\$ 128,176.	08/22/11
14	24,000 SHARES INTEL CORP	\$ 460,560.	08/22/11
15	2,539 SHARES INTL BUSINESS MARCH CORP	\$ 399,994.	08/22/11
16	1,781 SHARES INTL BUSINESS MARCH CORP	\$ 280,579.	08/22/11
17	19,800 SHARES MICROSOFT CORP	\$ 476,190.	08/22/11
18	5,343 SHARES MOLYCROP INC	\$ 259,937.	08/22/11

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	4,257 SHARES MOLYCORP INC	\$ 207,103.	08/22/11
20	48,000 SHARES ORACLE CORPORATION	\$ 1,189,440.	08/22/11
21	12,407 SHARES SCHLUMBERGER LTD USD	\$ 907,200.	08/22/11
22	3,856 SHARES SHLUMBERGER LTD USD	\$ 281,951.	08/22/11
23	18,000 SHARES UNITED TECHNOLOGIES CORP.COM	\$ 1,214,100.	08/22/11
		\$	

Name of organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE	Employer identification number 95-385595
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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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Flora L. Thornton Foundation
Schedule B
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Exchange			
2/17/2011 Schlumberger LTD USD for Schlumberger LTD (MS 279-423)	\$ 95,577.02	\$ 93,093.12	\$ 2,483.90
Total Exchange	\$ 95,577.02	\$ 93,093.12	\$ 2,483.90
Sale			
1/14/2011 290 Shares Dollar Gen Corp New	\$ 8,429.93	\$ 8,162.13	\$ 267.80
1/14/2011 2,590 Shares Dollar Gen Corp New	75,288.04	72,416.40	2,871.64
1/27/2011 1,040 Shares Atheros Comms	46,040.53	12,005.09	34,035.44
1/27/2011 2,000 Shares Atheros Comms	88,539.47	23,079.97	65,459.50
1/27/2011 1,500 Shares SPDR S & P Biotech ETF	94,697.99	82,470.00	12,227.99
2/16/2011 1,860 Shares American Tower	103,419.22	52,507.80	50,911.42
2/16/2011 750 Shares American Tower	41,701.30	21,172.50	20,528.80
2/16/2011 3,140 Shares American Tower	174,589.44	88,642.21	85,947.23
2/16/2011 400 Shares IShares Barclays Tips Bond Fund	42,200.98	39,120.00	3,080.98
2/17/2011 750 Shares Potash Corp. of Saskatchewan Inc.	138,063.34	67,226.80	70,836.54
2/17/2011 1,900 Shares Schlumberger LTD (MS PWM 275-423)	178,359.64	67,237.25	111,122.39

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/17/2011 2,200 Shares Suncor Energy Inc (MS PWM 275-423)	\$ 97,254.63	\$ 35,580.11	\$ 61,674.52
2/17/2011 1,150 Shares Transocean Inc	92,617.27	57,506.42	35,110.85
2/17/2011 8,700 Shares Weatherford Intl. Ltd. Bermuda	222,329.45	93,391.24	128,938.21
2/23/2011 1,000 Shares Abbott Labs USD	46,571.10	39,870.00	6,701.10
2/23/2011 465 Shares Amazon.Com Inc (MS PWM 279-423)	82,279.98	36,245.34	46,034.64
2/23/2011 310 Shares Apple Inc (MS PWM 279-423)	106,451.95	28,856.87	77,595.08
2/23/2011 400 Shares AT&T Inc.	11,248.98	9,591.41	1,657.57
2/23/2011 1,000 Shares Baidu Com Inc. Spons ADR	113,764.02	9,689.03	104,074.99
2/23/2011 330 Shares Baidu Com Inc. Spons ADR	37,542.12	3,197.38	34,344.74
2/23/2011 300 Shares Bank of America Corp.	4,202.92	3,926.16	276.76
2/23/2011 1,350 Shares Bank of America Corp.	18,913.14	17,667.70	1,245.44
2/23/2011 985 Shares Bank of America Corp.	13,799.58	12,890.88	908.70
2/23/2011 50 Shares Bank of America Corp.	700.49	654.36	46.13

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 2,375 Shares Bank of America Corp.	\$ 33,273.11	\$ 31,082.07	\$ 2,191.04
2/23/2011 1,925 Shares Bank of America Corp.	26,968.73	25,192.84	1,775.89
2/23/2011 2,165 Shares Bank of America Corp.	30,331.07	28,333.76	1,997.31
2/23/2011 9,350 Shares Bank of America Corp.	130,990.98	122,365.21	8,625.77
2/23/2011 1,000 Shares Berkshire Hathaway Inc.	82,390.92	65,186.59	17,204.33
2/23/2011 250 Shares Berkshire Hathaway Inc.	20,597.73	16,296.65	4,301.08
2/23/2011 1,440 Shares Cameron Intl Corp Com	84,034.33	56,526.04	27,508.29
2/23/2011 160 Shares Cameron Intl Corp Com	9,337.15	6,280.67	3,056.48
2/23/2011 150 Shares Cameron Intl Corp Com	8,753.58	5,888.13	2,865.45
2/23/2011 1,310 Shares Cameron Intl Corp Com	76,447.91	51,422.99	25,024.92
2/23/2011 165 Shares Cameron Intl Corp Com	9,628.93	6,476.94	3,151.99
2/23/2011 1,470 Shares Cameron Intl Corp Com	85,785.05	57,703.66	28,081.39
2/23/2011 1,070 Shares Caterpillar Inc Com	105,702.96	88,970.43	16,732.53
2/23/2011 350 Shares Caterpillar Inc Com	34,575.73	29,102.48	5,473.25
2/23/2011 80 Shares Caterpillar Inc Com	7,903.02	6,651.99	1,251.03

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 450 Shares Caterpillar Inc Com	\$ 44,454.51	\$ 37,417.47	\$ 7,037.04
2/23/2011 1,500 Shares Celgene Corp.	79,754.96	14,240.32	65,514.64
2/23/2011 520 Shares Celgene Corp.	27,648.39	4,936.65	22,711.74
2/23/2011 2,700 Shares Cisco Systems Inc. Com	49,572.67	34,894.07	14,678.60
2/23/2011 500 Shares Cisco Systems Inc. Com	9,180.12	6,461.86	2,718.26
2/23/2011 1,300 Shares Cisco Systems Inc. Com	23,868.32	16,800.85	7,067.47
2/23/2011 30 Shares Coca Cola Co.	1,923.11	1,400.90	522.21
2/23/2011 930 Shares Coca Cola Co.	59,616.51	43,427.75	16,188.76
2/23/2011 2,000 Shares Coca Cola Co.	128,207.53	93,393.02	34,814.51
2/23/2011 300 Shares Coca Cola Co.	19,231.13	14,008.95	5,222.18
2/23/2011 300 Shares Crown Castle Intl. Corp.	12,558.06	5,606.97	6,951.09
2/23/2011 540 Shares Crown Castle Intl. Corp.	22,604.50	10,092.55	12,511.95
2/23/2011 2,000 Shares Crown Castle Intl. Corp.	83,720.39	37,379.83	46,340.56
2/23/2011 380 Shares CSX Corp. Com	26,967.17	18,616.68	8,350.49
2/23/2011 1,850 Shares CSX Corp. Com	131,287.53	90,633.83	40,653.70

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 115 Shares CSX Corp. Com	\$ 8,161.12	\$ 5,634.00	\$ 2,527.12
2/23/2011 1,500 Shares CSX Corp. Com	106,449.36	73,486.89	32,962.47
2/23/2011 52 Shares Dollar Tree	2,575.10	2,049.02	526.08
2/23/2011 540 Shares Dollar Tree	26,741.48	21,278.30	5,463.18
2/23/2011 705 Shares Dollar Tree	34,912.48	27,780.00	7,132.48
2/23/2011 75 Shares Dollar Tree	3,714.09	2,955.32	758.77
2/23/2011 120 Shares Dollar Tree	5,942.55	4,728.51	1,214.04
2/23/2011 1,125 Shares Dollar Tree	55,711.41	44,329.78	11,381.63
2/23/2011 360 Shares Dollar Tree	17,827.65	14,185.53	3,642.12
2/23/2011 3,030 Shares Dollar Tree	150,049.38	119,394.88	30,654.50
2/23/2011 4,230 Shares EBay	140,278.91	109,112.94	31,165.97
2/23/2011 380 Shares EBay	12,601.89	9,802.11	2,799.78
2/23/2011 4,340 Shares EBay	143,926.83	111,950.40	31,976.43
2/23/2011 1,550 Shares EBay	51,402.44	39,982.28	11,420.16
2/23/2011 160 Shares EBay	5,306.06	4,127.21	1,178.85

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 190 Shares EBay	\$ 6,300.94	\$ 4,901.05	\$ 1,399.89
2/23/2011 1,670 Shares EBay	55,381.98	43,077.69	12,304.29
2/23/2011 490 Shares EBay	16,249.80	12,639.56	3,610.24
2/23/2011 77 Shares Express Scripts	4,146.69	3,772.05	374.64
2/23/2011 1,000 Shares Express Scripts	53,853.17	48,987.70	4,865.47
2/23/2011 100 Shares Express Scripts	5,385.32	4,898.77	486.55
2/23/2011 1,000 Shares Express Scripts	53,853.16	48,987.70	4,865.46
2/23/2011 120 Shares Express Scripts	6,462.38	5,878.52	583.86
2/23/2011 1,000 Shares Express Scripts	53,853.17	48,987.70	4,865.47
2/23/2011 182 Shares Express Scripts	9,801.28	8,915.76	885.52
2/23/2011 1,606 Shares Express Scripts	86,488.18	78,674.24	7,813.94
2/23/2011 190 Shares Fedex Corporation	16,878.23	4,981.70	11,896.53
2/23/2011 60 Shares First Solar Inc.	9,727.04	6,806.65	2,920.39
2/23/2011 510 Shares First Solar Inc.	82,679.87	57,856.53	24,823.34
2/23/2011 8 Shares First Solar Inc.	1,296.94	907.55	389.39

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 310 Shares First Solar Inc.	\$ 50,256.39	\$ 35,167.70	\$ 15,088.69
2/23/2011 42 Shares First Solar Inc.	6,808.93	4,764.66	2,044.27
2/23/2011 85 Shares First Solar Inc.	13,779.98	9,642.76	4,137.22
2/23/2011 350 Shares First Solar Inc.	56,741.08	39,705.47	17,035.61
2/23/2011 140 Shares First Solar Inc.	22,696.43	15,882.17	6,814.26
2/23/2011 500 Shares Gilead Sciences Inc.	19,130.08	15,958.57	3,171.51
2/23/2011 475 Shares Gilead Sciences Inc.	18,173.58	15,160.64	3,012.94
2/23/2011 1,500 Shares Gilead Sciences Inc.	57,390.25	47,875.71	9,514.54
2/23/2011 365 Shares Gilead Sciences Inc.	13,964.96	11,649.75	2,315.21
2/23/2011 40 Shares Google	24,276.86	10,020.16	14,256.70
2/23/2011 105 Shares Google	63,726.76	26,302.93	37,423.83
2/23/2011 200 Shares Google	121,384.30	50,100.81	71,283.49
2/23/2011 500 Shares Intel Corp.	10,585.79	8,375.71	2,210.08
2/23/2011 850 Shares JPMorgan Chase & Co. Com	38,913.10	30,079.20	8,833.90

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 5,500 Shares JPMorgan Chase & Co. Com	\$ 251,790.66	\$ 194,630.11	\$ 57,160.55
2/23/2011 150 Shares JPMorgan Chase & Co. Com	6,867.02	5,308.09	1,558.93
2/23/2011 150 Shares Macy's Inc.	3,393.09	2,744.09	649.00
2/23/2011 640 Shares Macy's Inc.	14,477.16	11,708.14	2,769.02
2/23/2011 5,810 Shares Macy's Inc.	131,425.48	106,287.95	25,137.53
2/23/2011 690 Shares Molycorp Inc.	31,114.46	15,915.42	15,199.04
2/23/2011 720 Shares Molycorp Inc.	32,467.27	16,607.39	15,859.88
2/23/2011 400 Shares Mosaic Co. Brooklyn Com Stk.	30,540.13	14,518.51	16,021.62
2/23/2011 450 Shares Mosaic Co. Brooklyn Com Stk.	34,357.65	16,333.32	18,024.33
2/23/2011 1,550 Shares Mosaic Co. Brooklyn Com Stk.	118,343.02	56,259.21	62,083.81
2/23/2011 3,500 Shares Norfolk Southern Corp.	221,196.45	132,084.03	89,112.42
2/23/2011 610 Shares Norfolk Southern Corp.	38,551.38	23,020.36	15,531.02
2/23/2011 630 Shares Oracle Corporation	20,251.59	6,361.60	13,889.99

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 1,000 Shares Oracle Corporation	\$ 32,145.38	\$ 10,097.78	\$ 22,047.60
2/23/2011 5,000 Shares Oracle Corporation	160,726.91	50,488.88	110,238.03
2/23/2011 330 Shares Peabody Energy Corp.	20,962.85	6,985.87	13,976.98
2/23/2011 3,500 Shares Peabody Energy Corp.	222,333.22	74,092.57	148,240.65
2/23/2011 240 Shares Penny (JC) Co. Inc.	8,463.41	5,591.12	2,872.29
2/23/2011 450 Shares Penny (JC) Co. Inc.	15,868.90	10,483.36	5,385.54
2/23/2011 3,230 Shares Penny (JC) Co. Inc.	113,903.44	75,247.22	38,656.22
2/23/2011 100 Shares Pepsico Inc.	6,346.07	4,647.46	1,698.61
2/23/2011 150 Shares Pepsico Inc.	9,519.10	6,971.19	2,547.91
2/23/2011 1,000 Shares Pepsico Inc.	63,460.68	46,474.58	16,986.10
2/23/2011 1,053 Shares Potash Corp. of Saskatchewan Inc.	173,750.93	95,236.24	78,514.69
2/23/2011 1,565 Shares Schlumberger LTD (MS 279-423)	145,643.30	56,211.02	89,432.28
2/23/2011 400 Shares Target Corp.	20,201.97	14,799.68	5,402.29
2/23/2011 3,500 Shares Target Corp.	176,767.25	129,497.17	47,270.08

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 1,885 Shares Transocean Inc	\$ 156,328.90	\$ 91,327.55	\$ 65,001.35
2/23/2011 730 Shares United States Steel Corp.	40,215.59	22,765.15	17,450.44
2/23/2011 500 Shares United States Steel Corp.	27,544.92	15,592.57	11,952.35
2/23/2011 2,000 Shares United States Steel Corp.	110,179.68	62,370.27	47,809.41
2/23/2011 120 Shares United States Steel Corp.	6,610.78	3,742.22	2,868.56
2/23/2011 500 Shares United Technologies Corp. Com	41,299.41	8,659.88	32,639.53
2/23/2011 1,000 Shares United Technologies Corp. Com	82,598.81	17,319.76	65,279.05
2/23/2011 450 Shares VALE S.A ADR	14,964.42	11,500.81	3,463.61
2/23/2011 4,010 Shares VALE S.A ADR	133,349.58	102,484.98	30,864.60
2/23/2011 725 Shares Wells Fargo Company	22,533.66	11,241.68	11,291.98
2/23/2011 1,000 Shares Wells Fargo Company	31,080.90	15,505.77	15,575.13
2/23/2011 1,000 Shares Wells Fargo Company	31,080.90	15,505.77	15,575.13
2/23/2011 1,000 Shares Wells Fargo Company	31,080.90	15,505.77	15,575.13

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
2/23/2011 375 Shares Wells Fargo Company	\$ 11,655.34	\$ 5,814.67	\$ 5,840.67
2/23/2011 130 Shares Yum! Brands Inc	6,325.80	5,367.56	958.24
2/23/2011 1,180 Shares Yum! Brands Inc	57,418.75	48,720.98	8,697.77
2/23/2011 280 Shares Yum! Brands Inc	13,624.79	11,560.91	2,063.88
2/23/2011 2,480 Shares Yum! Brands Inc	120,676.71	102,396.62	18,280.09
2/24/2011 3,500 Shares Suncor Energy Inc (MS PWM 275-423)	159,462.88	60,198.09	99,264.79
2/25/2011 215 Shares Philip Morris Intl (MS PWM 272-423)	13,381.10	13,003.89	377.21
2/25/2011 1,299 Shares True Religion Apparel Inc (MS PWM 272-423)	29,247.49	27,319.92	1,927.57
2/28/2011 0 Shares Weatherford Intl Ltd. Berm. (MS PWM 275-423) To adjust cost basis	0.00	(974.59)	974.59
3/3/2011 192 Shares Aetna Inc (MS PWM 278-423)	7,470.05	7,349.76	120.29
3/3/2011 424 Shares Statoil ASA (MS PWM 278-423)	11,392.71	10,420.82	971.89
3/3/2011 339 Shares Suncor Energy (MS PWM 278-423)	15,878.86	15,270.90	607.96

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
3/4/2011 311 Shares Kroger CO (MS PWM 278-423)	\$ 7,230.36	\$ 7,152.03	\$ 78.33
3/4/2011 129 Shares Nippon Teleg & Tel Corp (MS PWM 278-423)	3,215.35	3,112.20	103.15
3/8/2011 297 Shares Silver Standard Resources Inc (MS PWM 278-423)	8,767.04	7,619.59	1,147.45
3/14/2011 1,165 Shares Pfizer Inc (MS PWM 278-423)	22,921.97	22,517.82	404.15
3/15/2011 299 Shares Chesapeake Energy Corp (MS PWM 278-423)	9,888.40	9,162.44	725.96
3/15/2011 872 Shares Gazprom OAO (MS PWM 278-423)	25,932.52	23,360.88	2,571.64
3/21/2011 358 Shares Deutsche Telekom AG Bonn (MS PWM 278-423)	5,415.54	4,858.06	557.48
3/24/2011 926 Shares Telecom Ital A (MS PWM 278-423)	12,176.70	11,126.26	1,050.44
3/30/2011 131 Shares Cephalon Inc (MS PWM 278-423)	9,857.72	7,471.69	2,386.03
3/30/2011 332 Shares Valeant Pharmaceuticals (MS PWM 272-423)	16,371.53	13,767.18	2,604.35

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
3/31/2011 149 Shares Conoco Phillips (MS PWM 278-423)	\$ 11,979.40	\$ 11,286.75	\$ 692.65
4/1/2011 200 Shares Kroger CO (MS PWM 278-423)	4,733.64	4,599.38	134.26
4/1/2011 234 Shares Valeant Pharmaceuticals (MS PWM 272-423)	12,314.10	9,703.37	2,610.73
4/5/2011 97 Shares Valeant Pharmaceuticals (MS PWM 272-423)	5,248.32	4,022.34	1,225.98
4/6/2011 147 Shares Centrias Eletricas B Rasileiras SA (MS PWM 278-423)	2,362.24	2,058.93	303.31
4/6/2011 136 Shares Eli Lilly & Co (MS PWM 278-423)	4,853.26	4,746.40	106.86
4/6/2011 220 Shares FMC Technologies (MS PWM 279-423)	10,698.72	10,033.01	665.71
4/12/2011 184 Shares Philip Morris Intl (MS PWM 272-423)	12,168.53	11,128.91	1,039.62
4/14/2011 207 Shares Shaw Group Inc (MS PWM 278-423)	7,363.75	7,341.38	22.37
4/25/2011 160 Shares Motorola Solutions Inc (MS PWM 272-423)	7,067.62	6,202.35	865.27
4/26/2011 617 Shares Kroger CO (MS PWM 278-423)	14,990.59	14,189.09	801.50

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
4/26/2011 100 Shares Motorola Solutions Inc (MS PWM 272-423)	\$ 4,429.38	\$ 3,876.47	\$ 552.91
5/1/2011 37 Shares Barrick Gold Corp (MS PWM 272-423)	1,888.47	1,832.48	55.99
5/1/2011 90 Shares Motorola Solutions Inc (MS PWM 272-423)	4,147.51	3,488.82	658.69
5/1/2011 139 Shares Newcrest Mining (MS PWM 278-423)	6,384.58	5,439.07	945.51
5/2/2011 72 Shares CIA Saneamento Basico Do Estado De Sao Paulo (MS PWM 278-423)	4,230.47	3,703.51	526.96
5/2/2011 466 Shares Deutsche Telekom AG Bonn (MS PWM 278-423)	7,502.45	6,323.62	1,178.83
5/2/2011 37 Shares Valeant Pharmaceuticals (MS PWM 272-423)	1,817.13	1,534.29	282.84
5/3/2011 236 Shares Aetna Inc (MS PWM 278-423)	9,794.97	9,034.08	760.89
5/3/2011 808 Shares Tyson Foods Inc Cl A (MS PWM 278-423)	15,987.26	15,109.60	877.66
5/5/2011 374 Shares Valeant Pharmaceuticals (MS PWM 272-423)	18,324.89	15,508.81	2,816.08

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
5/9/2011 168 Shares Amgen Inc (MS PWM 278-423)	\$ 9,656.42	\$ 8,845.20	\$ 811.22
5/10/2011 314 Shares Dean Foods Co (MS PWM 278-423)	3,880.71	3,261.93	618.78
5/12/2011 90 Shares Amazon.Com Inc (MS PWM 279-423)	18,328.45	7,015.23	11,313.22
5/12/2011 180 Shares Varian Med Systems Inc (MS PWM 279-423)	12,503.58	12,107.05	396.53
5/17/2011 160 Shares Allergan Inc (MS PWM 279-423)	12,918.21	11,758.74	1,159.47
5/20/2011 216 Shares Eli Lilly & Co (MS PWM 278-423)	8,312.62	7,538.40	774.22
5/20/2011 271 Shares Forest Labs Inc (MS PWM 278-423)	9,566.11	9,286.74	279.37
5/23/2011 688 Shares NRG Energy Inc (MS PWM 272-423)	17,047.42	14,254.67	2,792.75
5/24/2011 188 Shares NRG Energy Inc (MS PWM 272-423)	4,670.49	3,895.17	775.32
5/25/2011 128 Shares NRG Energy Inc (MS PWM 272-423)	3,158.38	2,652.03	506.35
6/15/2011 56 Shares Forest Labs Inc (MS PWM 278-423)	2,165.09	1,919.03	246.06

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
6/15/2011 72 Shares Forest Labs Inc (MS PWM 278-423)	\$ 2,783.69	\$ 2,302.27	\$ 481.42
6/17/2011 254 Shares Singapore Telecommunications (MS PWM 278-423)	6,159.89	5,908.04	251.85
6/20/2011 274 Shares Singapore Telecommunications (MS PWM 278-423)	6,664.51	6,373.24	291.27
6/24/2011 433 Shares Singapore Telecommunications (MS PWM 278-423)	10,894.72	10,071.58	823.14
7/1/2011 46 Shares Reinsurance Group Amer Inc (MS PWM 272-423)	2,840.48	2,826.96	13.52
7/5/2011 134 Shares Nestle (MS PWM 278-423)	8,283.71	7,469.16	814.55
7/8/2011 239 Shares Exelon Corp (MS PWM 278-423)	10,331.77	9,869.87	461.90
7/15/2011 1,620 Shares Petrohawk Energy Corp (MS PWM 272-423)	61,980.00	33,326.64	28,653.36
7/21/2011 262 Shares Eli Lilly & Co (MS PWM 278-423)	10,144.62	9,143.80	1,000.82

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
7/21/2011 390 Shares Nippon Teleg & Tel Corp (MS PWM 278-423)	\$ 9,710.93	\$ 9,408.98	\$ 301.95
7/25/2011 161 Shares Exelon Corp (MS PWM 278-423)	7,129.39	6,648.74	480.65
7/26/2011 171 Shares Exelon Corp (MS PWM 278-423)	7,529.84	7,061.70	468.14
7/26/2011 509 Shares OJSC Polyus (MS PWM 278-423)	15,133.93	14,811.90	322.03
8/2/2011 433 Shares Chesapeake Energy Corp (MS PWM 278-423)	15,001.82	13,268.68	1,733.14
8/4/2011 2,595 Shares Sumitomo Mitsui TR Hldgs Inc (MS PWM 278-423)	9,329.36	9,082.50	246.86
8/11/2011 158 Shares Philippine Long Distance Tel (MS PWM 278-423)	8,226.41	7,364.29	862.12
8/15/2011 2,015 Shares Motorola Mobility Holdings (MS PWM 272-423)	77,180.26	54,832.03	22,348.23
8/19/2011 10 Shares Apple Inc (MS PWM 279-423)	3,621.63	930.87	2,690.76
8/22/2011 609 Shares Gold Fields LTD	10,575.44	10,242.41	333.03

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
8/23/2011 217 Shares Eli Lilly & Co (MS PWM 278-423)	\$ 7,754.80	\$ 7,573.30	\$ 181.50
8/23/2011 45 Shares West Japan RY CO (MS PWM 278-423)	1,897.50	1,784.20	113.30
8/26/2011 200 Shares Apple Inc.	72,949.01	25,483.11	47,465.90
8/26/2011 200 Shares Apple Inc.	74,491.64	25,483.11	49,008.53
8/26/2011 10,000 Shares Cisco Systems Inc. Com	151,752.63	20,808.50	130,944.13
8/26/2011 48 Shares Fedex Corporation	3,557.20	1,329.72	2,227.48
8/26/2011 1,752 Shares Fedex Corporation	129,837.95	48,534.65	81,303.30
8/26/2011 14,000 Shares Intel Corp.	270,240.48	29,093.75	241,146.73
8/26/2011 1,320 Shares Intl Business Machs Corp	214,224.40	24,926.02	189,298.38
8/26/2011 1,800 Shares Microsoft Corp.	43,804.55	4,971.09	38,833.46
8/26/2011 8,000 Shares Oracle Corporation	203,664.70	80,513.78	123,150.92
8/26/2011 2,000 Shares United Technologies Corp. Com	136,418.79	35,191.49	101,227.30
8/29/2011 500 Shares Apple Inc.	186,624.00	63,707.78	122,916.22

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
8/29/2011 142 Shares Baidu Com Inc. Spons ADR	\$ 18,712.51	\$ 1,764.61	\$ 16,947.90
8/29/2011 958 Shares Baidu Com Inc. Spons ADR	126,243.57	11,904.90	114,338.67
8/29/2011 8,000 Shares Baker Hughes Inc.	440,479.39	26,580.48	413,898.91
8/29/2011 10,000 Shares Cisco Systems Inc. Com	151,621.19	20,808.50	130,812.69
8/29/2011 2,000 Shares Fedex Corporation	151,000.55	55,404.84	95,595.71
8/29/2011 1,000 Shares Intl Business Machs Corp	164,215.63	18,883.35	145,332.28
8/29/2011 8,000 Shares Microsoft Corp.	196,285.90	22,093.75	174,192.15
8/29/2011 600 Shares Molycorp Inc.	30,600.27	13,926.76	16,673.51
8/29/2011 10,000 Shares Oracle Corporation	262,237.50	100,642.23	161,595.27
8/29/2011 1,000 Shares United Technologies Corp. Com	70,159.32	17,595.74	52,563.58
8/31/2011 750 Shares Apple Inc.	286,966.78	95,561.67	191,405.11
8/31/2011 1,000 Shares Baidu Com Inc. Spons ADR	138,890.31	12,426.82	126,463.49
8/31/2011 1,000 Shares Baker Hughes Inc.	58,736.14	3,322.56	55,413.58

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
8/31/2011 1,920 Shares Celgene Corp.	\$ 109,038.83	\$ 13,480.23	\$ 95,558.60
8/31/2011 500 Shares Cisco Systems Inc. Com	7,507.05	1,040.42	6,466.63
8/31/2011 1,500 Shares Cisco Systems Inc. Com	23,075.85	3,121.28	19,954.57
8/31/2011 3,000 Shares Cisco Systems Inc. Com	46,352.59	6,242.55	40,110.04
8/31/2011 500 Shares ConocoPhillips Inc.	32,348.68	12,891.75	19,456.93
8/31/2011 500 Shares Fedex Corporation	37,406.96	13,851.21	23,555.75
8/31/2011 500 Shares Fedex Corporation	38,552.06	13,851.21	24,700.85
8/31/2011 1,000 Shares Intel Corp.	19,470.39	2,078.12	17,392.27
8/31/2011 1,000 Shares Intel Corp.	19,801.96	2,078.13	17,723.83
8/31/2011 3,000 Shares Intel Corp.	60,009.80	6,234.37	53,775.43
8/31/2011 281 Shares Intl Business Machs Corp	47,402.91	4,809.13	42,593.78
8/31/2011 219 Shares Intl Business Machs Corp	36,910.85	4,135.45	32,775.40
8/31/2011 500 Shares Intl Business Machs Corp	85,773.34	8,557.17	77,216.17
8/31/2011 500 Shares Microsoft Corp.	12,429.00	1,380.86	11,048.14

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
8/31/2011 1,500 Shares Microsoft Corp.	\$ 38,041.27	\$ 4,142.58	\$ 33,898.69
8/31/2011 3,000 Shares Microsoft Corp.	79,008.45	8,285.16	70,723.29
8/31/2011 500 Shares Molycorp Inc.	26,077.81	11,605.63	14,472.18
8/31/2011 500 Shares Molycorp Inc.	28,222.02	11,605.63	16,616.39
8/31/2011 1,000 Shares Oracle Corporation	26,282.70	10,064.22	16,218.48
8/31/2011 1,263 Shares Schlumberger LTD USD	93,773.10	58,381.28	35,391.82
8/31/2011 1,000 Shares United Technologies Corp. Com	70,901.34	17,595.75	53,305.59
9/1/2011 320 Shares Northgate Minerals (MS PWM 272-423)	1,332.03	931.20	400.83
9/1/2011 2,470 Shares Northgate Minerals (MS PWM 272-423)	10,105.56	7,187.70	2,917.86
9/7/2011 250 Shares Apple Inc.	95,966.30	31,853.89	64,112.41
9/7/2011 500 Shares Baidu Com Inc. Spons ADR	72,084.90	6,213.41	65,871.49
9/7/2011 500 Shares Baker Hughes Inc.	30,490.48	1,661.28	28,829.20
9/7/2011 120 Shares Celgene Corp.	7,074.78	828.36	6,246.42
9/7/2011 880 Shares Celgene Corp.	51,983.99	6,178.44	45,805.55

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
9/7/2011 500 Shares Molycorp Inc.	\$ 27,726.56	\$ 11,605.63	\$ 16,120.93
9/7/2011 4,000 Shares Oracle Corporation	111,499.33	40,256.89	71,242.44
9/7/2011 1,000 Shares Schlumberger LTD USD	77,603.83	46,224.29	31,379.54
9/7/2011 1,000 Shares United Technologies Corp. Com	73,408.90	17,595.74	55,813.16
9/8/2011 163 Shares Barrick Gold Corp (MS PWM 278-423)	9,003.26	8,277.07	726.19
9/8/2011 342 Shares Microsoft Corp (MS PWM 278-423)	9,051.94	9,024.51	27.43
9/12/2011 500 Shares Apple Inc.	191,425.61	63,707.78	127,717.83
9/12/2011 2,000 Shares Celgene Corp.	118,918.73	13,805.94	105,112.79
9/12/2011 5,000 Shares Cisco Systems Inc. Com	77,231.19	10,404.25	66,826.94
9/12/2011 500 Shares ConocoPhillips Inc.	33,233.04	12,891.75	20,341.29
9/12/2011 5,000 Shares Intel Corp.	99,440.08	10,390.63	89,049.45
9/12/2011 250 Shares Intl Business Machs Corp	41,573.79	4,278.58	37,295.21
9/12/2011 500 Shares Molycorp Inc.	27,399.85	11,605.63	15,794.22

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
9/12/2011 500 Shares Schlumberger LTD USD	\$ 37,864.50	\$ 23,112.15	\$ 14,752.35
9/14/2011 241 Shares Aetna Inc (MS PWM 278-423)	9,784.96	9,225.48	559.48
9/14/2011 399 Shares Microsoft Corp (MS PWM 278-423)	10,533.55	10,180.45	353.10
9/16/2011 225 Shares Allergan Inc (MS PWM 279-423)	18,645.46	16,535.72	2,109.74
9/16/2011 250 Shares Apple Inc.	95,485.89	31,853.89	63,632.00
9/16/2011 500 Shares Baidu Com Inc. Spons ADR	71,677.31	6,213.41	65,463.90
9/16/2011 1,000 Shares Celgene Corp.	59,909.81	6,902.97	53,006.84
9/16/2011 1,000 Shares ConocoPhillips Inc.	63,780.03	25,783.49	37,996.54
9/16/2011 250 Shares Intl Business Machs Corp	40,378.22	4,278.58	36,099.64
9/16/2011 25 Shares Intuitive Surgical Inc (MS PWM 279-423)	9,885.00	8,168.23	1,716.77
9/16/2011 1,000 Shares United Technologies Corp. Com	71,535.62	17,595.75	53,939.87
9/19/2011 78 Shares Apple Inc.	30,471.52	9,938.41	20,533.11

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
9/19/2011 172 Shares Apple Inc.	\$ 67,193.60	\$ 18,487.63	\$ 48,705.97
9/19/2011 250 Shares Intl Business Machs Corp	41,838.39	4,278.58	37,559.81
9/19/2011 2,000 Shares Microsoft Corp.	52,715.23	5,523.44	47,191.79
9/19/2011 2,000 Shares Oracle Corporation	56,120.65	20,128.45	35,992.20
9/19/2011 383 Shares Schlumberger LTD USD	28,005.85	15,178.06	12,827.79
9/19/2011 1,117 Shares Schlumberger LTD USD	81,677.62	51,632.54	30,045.08
9/19/2011 1,000 Shares United Technologies Corp. Com	73,722.06	17,595.74	56,126.32
9/21/2011 500 Shares Baidu Com Inc. Spons ADR	73,350.58	6,213.41	67,137.17
9/21/2011 250 Shares Intl Business Machs Corp	42,758.47	4,278.59	38,479.88
9/21/2011 1,000 Shares Microsoft Corp.	26,887.33	2,761.72	24,125.61
9/21/2011 500 Shares Molycorp Inc.	26,408.43	11,605.63	14,802.80
9/21/2011 3,000 Shares Oracle Corporation	86,655.40	30,192.67	56,462.73
9/23/2011 250 Shares Apple Inc.	105,293.80	26,871.56	78,422.24

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
9/23/2011 500 Shares Baidu Com Inc. Spons ADR	\$ 71,809.11	\$ 6,213.41	\$ 65,595.70
9/23/2011 1,000 Shares Baker Hughes Inc.	58,350.19	3,322.56	55,027.63
9/23/2011 1,000 Shares Celgene Corp.	64,372.10	6,902.97	57,469.13
10/4/2011 144 Shares West Japan RY CO (MS PWM 278-423)	6,337.64	5,709.42	628.22
10/4/2011 104 Shares West Japan RY CO (MS PWM 278-423)	4,577.18	4,298.47	278.71
10/7/2011 220,000 Face FNMA POOL 888129 5.5% DUE: 02/01/37	74,990.43	74,600.18	390.25
10/11/2011 250 Shares Celgene Corp.	15,613.09	1,725.74	13,887.35
10/11/2011 88 Shares Devon Energy (MS PWM 278-423)	5,201.00	4,712.17	488.83
10/11/2011 129 Shares Eli Lilly & Co (MS PWM 278-423)	4,885.72	4,502.10	383.62
10/11/2011 100 Shares Hess Corporation (MS PWM 278-423)	5,553.00	4,998.74	554.26
10/11/2011 196 Shares Nippon Teleg & Tel Corp (MS PWM 278-423)	4,816.05	4,728.62	87.43

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
10/12/2011 14 Shares Microsoft Corp (MS PWM 278-423)	\$ 380.35	\$ 357.21	\$ 23.14
10/12/2011 402 Shares Microsoft Corp (MS PWM 278-423)	10,921.57	10,247.70	673.87
10/13/2011 150 Shares Amazon.Com Inc (MS PWM 279-423)	35,659.29	11,692.05	23,967.24
10/13/2011 309 Shares Amgen (MS PWM 272-423)	17,631.32	16,249.72	1,381.60
10/13/2011 480,000 Face FNMA POOL 725027 5.0% DUE: 11/01/33	149,782.23	147,307.17	2,475.06
10/13/2011 425 Shares Qualcomm Inc (MS PWM 279-423)	22,114.36	8,688.49	13,425.87
10/17/2011 386 Shares St. Barbara LTD (MS PWM 278-423)	4,366.88	3,682.63	684.25
10/18/2011 250 Shares Apple Inc.	101,543.07	26,871.56	74,671.51
10/18/2011 500 Shares Baidu Com Inc. Spons ADR	64,948.14	6,213.41	58,734.73
10/18/2011 2,750 Shares Celgene Corp.	181,149.53	18,983.17	162,166.36
10/18/2011 254 Shares ConocoPhillips Inc.	16,835.41	6,140.96	10,694.45
10/18/2011 1,746 Shares ConocoPhillips Inc.	115,987.73	45,017.97	70,969.76

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
10/18/2011 1,000 Shares Fedex Corporation	\$ 73,258.85	\$ 27,702.42	\$ 45,556.43
10/18/2011 2,000 Shares Microsoft Corp.	53,501.27	5,523.43	47,977.84
10/18/2011 1,157 Shares Molycorp Inc.	41,855.37	26,855.42	14,999.95
10/18/2011 1,843 Shares Molycorp Inc.	66,780.94	41,700.40	25,080.54
10/18/2011 2,500 Shares Oracle Corporation	76,800.25	25,160.56	51,639.69
10/18/2011 2,000 Shares Schlumberger LTD USD	132,745.92	79,258.81	53,487.11
10/18/2011 1,000 Shares United Technologies Corp. Com	72,747.04	17,595.75	55,151.29
10/24/2011 125 Shares Apple Inc.	50,292.51	13,435.78	36,856.73
10/24/2011 250 Shares Baidu Com Inc. Spons ADR	33,100.16	3,106.71	29,993.45
10/24/2011 250 Shares Baker Hughes Inc.	14,005.92	830.64	13,175.28
10/24/2011 500 Shares Celgene Corp.	32,454.87	3,451.49	29,003.38
10/24/2011 500 Shares Fedex Corporation	37,462.82	13,851.21	23,611.61
10/24/2011 250 Shares Molycorp Inc.	9,663.90	5,656.59	4,007.31
10/24/2011 157 Shares Motorola Solutions Inc (MS PWM 272-423)	7,299.60	6,086.06	1,213.54

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
10/24/2011 500 Shares Schlumberger LTD USD	\$ 34,986.43	\$ 19,814.70	\$ 15,171.73
10/24/2011 500 Shares United Technologies Corp. Com	36,651.09	8,797.87	27,853.22
10/25/2011 27 Shares Motorola Solutions Inc (MS PWM 272-423)	1,238.60	1,046.65	191.95
10/26/2011 200 Shares Apple Inc.	78,618.42	21,497.24	57,121.18
10/26/2011 500 Shares Baidu Com Inc. Spons ADR	60,071.98	6,213.41	53,858.57
10/26/2011 100 Shares Baker Hughes Inc.	5,319.37	332.26	4,987.11
10/26/2011 950 Shares Celgene Corp.	62,967.61	6,557.82	56,409.79
10/26/2011 500 Shares ConocoPhillips Inc.	35,320.40	12,088.51	23,231.89
10/26/2011 750 Shares Fedex Corporation	58,323.67	20,776.82	37,546.85
10/26/2011 300 Shares Molycorp Inc.	11,125.43	6,787.91	4,337.52
10/26/2011 60 Shares Motorola Solutions Inc (MS PWM 272-423)	2,750.82	2,325.88	424.94
10/26/2011 1,750 Shares Oracle Corporation	55,529.97	17,612.39	37,917.58
10/26/2011 900 Shares Schlumberger LTD USD	60,229.74	35,666.47	24,563.27

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
10/26/2011 1,000 Shares United Technologies Corp. Com	\$ 74,821.55	\$ 17,595.75	\$ 57,225.80
10/27/2011 275 Shares Apple Inc.	111,357.20	29,558.71	81,798.49
10/27/2011 0.27 Shares Aurico Gold Inc (MS PWM 272-423)	2.73	2.68	0.05
10/27/2011 250 Shares Baidu Com Inc. Spons ADR	32,635.40	3,106.71	29,528.69
10/27/2011 1,150 Shares Baker Hughes Inc.	64,432.67	3,820.94	60,611.73
10/27/2011 1,000 Shares Celgene Corp.	67,191.42	6,902.97	60,288.45
10/27/2011 250 Shares Fedex Corporation	20,312.38	6,925.61	13,386.77
10/27/2011 14,798 Shares Northgate Minerals (MS PWM 272-423)	53,715.63	44,898.92	8,816.71
10/27/2011 1,600 Shares Schlumberger LTD USD	110,999.51	63,407.05	47,592.46
10/27/2011 1,500 Shares United Technologies Corp. Com	114,209.09	26,393.62	87,815.47
10/28/2011 133 Shares Credit Susie Group (MS PWM 278-423)	4,132.88	2,974.50	1,158.38
10/31/2011 200 Shares Apple Inc.	80,718.64	21,497.25	59,221.39

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Gain
Sale			
10/31/2011 500 Shares Baidu Com Inc. Spons ADR	\$ 67,472.59	\$ 6,213.41	\$ 61,259.18
10/31/2011 550 Shares Celgene Corp.	35,425.87	3,796.63	31,629.24
10/31/2011 1,500 Shares ConocoPhillips Inc.	109,165.49	36,265.53	72,899.96
10/31/2011 950 Shares Molycorp Inc.	37,175.64	21,495.05	15,680.59
10/31/2011 2,750 Shares Oracle Corporation	90,483.08	27,676.61	62,806.47
10/31/2011 1,000 Shares United Technologies Corp. Com	77,627.93	17,595.74	60,032.19
11/1/2011 613 Shares Gold Fields LTD	10,386.66	10,309.68	76.98
11/2/2011 157 Shares Hess Corporation (MS PWM 278-423)	9,417.46	7,848.02	1,569.44
11/3/2011 150 Shares Devon Energy (MS PWM 278-423)	9,794.47	8,032.11	1,762.36
11/7/2011 152 Shares Amgen (MS PWM 272-423)	8,858.47	7,993.39	865.08
11/11/2011 250 Shares Barrick Gold Corp (MS PWM 272-423)	13,186.84	12,381.60	805.24
11/16/2011 35 Shares Motorola Solutions Inc (MS PWM 272-423)	1,618.47	1,356.76	261.71

**Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2010 to 11/30/2011**

Description	Proceeds	Carrying Value	Gain
Sale			
11/17/2011 161 Shares Cisco Sys Inc (MS PWM 272-423)	\$ 3,002.96	\$ 2,607.48	\$ 395.48
11/18/2011 56 Shares Motorola Solutions Inc (MS PWM 272-423)	2,584.93	2,170.82	414.11
11/18/2011 334 Shares Philip Morris Intl (MS PWM 272-423)	24,229.83	20,201.39	4,028.44
11/28/2011 65 Shares Intuitive Surgical Inc (MS PWM 279-423)	27,546.69	21,237.39	6,309.30
11/28/2011 40 Shares Motorola Solutions Inc (MS PWM 272-423)	1,807.69	1,550.59	257.10
11/28/2011 153 Shares Wal Mart Stores Inc (MS PWM 278-423)	8,776.28	8,374.88	401.40
Total Sale	\$ 19,505,080.88	\$ 8,637,318.28	\$10,867,762.60
Total Schedule B	\$ 19,600,657.90	\$ 8,730,411.40	\$10,870,246.50

Flora L. Thornton Foundation (Thornton's Granddaughters)

Schedule B

Gains on Sales or Other Disposition

Description		Proceeds	Carrying Value	Gain
Sale				
1/3/2011	50 Shares Potash Corp. of Saskatchewan Inc.	\$ 7,885.35	\$ 5,519.94	\$ 2,365.41
1/14/2011	220 Shares Dollar Gen Corp New	6,366.77	6,297.17	69.60
1/14/2011	300 Shares Dollar Gen Corp New	8,681.96	8,445.89	236.07
1/20/2011	10 Shares Google	6,169.07	5,599.20	569.87
1/27/2011	40 Shares Amazon Com Inc. Com	7,255.73	3,839.85	3,415.88
1/27/2011	500 Shares Atheros Comms	22,009.17	5,809.07	16,200.10
2/1/2011	700 Shares Atheros Comms	30,862.42	8,132.71	22,729.71
2/9/2011	600 Shares iShares FTSE China	24,557.03	19,034.60	5,522.43
2/28/2011	57 Shares First Solar Inc	8,327.50	7,887.12	440.38
3/3/2011	60 Shares Potash Corp. of Saskatchewan Inc.	3,677.35	2,207.97	1,469.38
3/3/2011	105 Shares Potash Corp. of Saskatchewan Inc.	6,435.35	3,581.03	2,854.32
3/3/2011	110 Shares Potash Corp. of Saskatchewan Inc.	6,741.80	3,529.96	3,211.84
5/26/2011	22 Shares First Solar Inc	2,561.63	2,514.02	47.61
7/19/2011	15 Shares Apple Inc.	5,540.60	1,911.11	3,629.49

Schedule B (Continued)

Description		Proceeds	Carrying Value	Gain
Sale				
7/21/2011	175 Shares Penny (JC) Co. Inc.	\$ 5,483.93	\$ 4,854.15	\$ 629.78
7/21/2011	370 Shares Penny (JC) Co. Inc.	11,594.60	8,588.28	3,006.32
8/11/2011	340 Shares United States Steel Corp.	10,141.88	9,560.74	581.14
8/12/2011	25 Shares SPDR Gold Trust	4,165.43	2,986.82	1,178.61
8/12/2011	100 Shares SPDR S&P Biotech ETF	5,928.23	5,197.56	730.67
8/12/2011	250 Shares SPDR S&P Biotech ETF	14,820.59	13,321.30	1,499.29
8/15/2011	7 Shares SPDR Gold Trust	1,191.80	836.31	355.49
8/31/2011	300 Shares American Tower	16,001.89	9,059.61	6,942.28
8/31/2011	160 Shares Crown Castle Intl. Corp Com	6,830.93	6,250.87	580.06
9/8/2011	460 Shares Vale S.A ADR	12,526.88	11,826.63	700.25
9/14/2011	170 Shares Pepsico Inc. Com Stk	10,369.16	9,755.09	614.07
10/19/2011	50 Shares Dollar Tree Inc.	3,987.35	3,294.59	692.76
10/19/2011	70 Shares Dollar Tree Inc.	5,582.28	2,865.55	2,716.73
10/19/2011	210 Shares Pepsico Inc. Com Stk	12,942.83	12,050.41	892.42
10/24/2011	790 Shares Oracle Corporation USD Com	25,546.87	9,810.84	15,736.03

Schedule B (Continued)

Description	Proceeds	Carrying Value	Gain
Sale			
10/24/2011 100 Shares YUM! Brands Inc	\$ 5,277.98	\$ 5,028.62	\$ 249.36
10/24/2011 60 Shares YUM! Brands Inc	3,166.78	2,900.53	266.25
10/26/2011 120 Shares Cameron Intl Corp	6,048.53	4,808.40	1,240.13
10/27/2011 100 Shares Celgene Corporation Com	6,456.29	5,107.77	1,348.52
10/27/2011 90 Shares Gilead Sciences Inc.	3,742.19	3,114.05	628.14
10/27/2011 200 Shares Gilead Sciences Inc.	8,315.97	6,580.99	1,734.98
10/27/2011 30 Shares Gilead Sciences Inc.	1,247.40	961.21	286.19
Total Sale	\$ 328,441.52	\$ 223,069.96	\$ 105,371.56
Total Schedule B	\$ 328,441.52	\$ 223,069.96	\$ 105,371.56

Flora L. Thornton Foundation
Schedule E
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
2/28/2011 Bank of NY Mello Mtn 4.3% Due 05/15/14	\$ 0.00	\$ 0.00	\$ 0.00
2/28/2011 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
2/28/2011 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
2/28/2011 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
2/28/2011 Cred Suis Fb Global 5.125% DUE: 08/15/15	0.00	0.00	0.00
2/28/2011 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
2/28/2011 FHLMC 15G G13652 4.5% DUE: 09/01/24	0.00	0.00	0.00
2/28/2011 FHLMC 30G A97040 4.0% DUE: 02/01/41	0.00	0.00	0.00
2/28/2011 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
2/28/2011 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
2/28/2011 FNMA POOL 725027 5.0% DUE: 11/01/33	0.00	0.00	0.00
2/28/2011 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
2/28/2011 FNMA POOL 888129 5.5% DUE: 02/01/37	0.00	0.00	0.00
2/28/2011 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Amortization of Premium			
2/28/2011 FNMA POOL 995431 5.5% \$ DUE: 02/01/23	0.00 \$	0.00 \$	0.00
2/28/2011 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
2/28/2011 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
2/28/2011 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
2/28/2011 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
2/28/2011 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
2/28/2011 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00
2/28/2011 Metlife Inc Sr Uns Global	0.00	0.00	0.00
2/28/2011 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
2/28/2011 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
2/28/2011 Target Corp 5.875% DUE: 03/01/12	0.00	0.00	0.00
2/28/2011 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
2/28/2011 US Treasury Note 1.25% DUE: 09/30/15	0.00	0.00	0.00
2/28/2011 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
2/28/2011 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Amortization of Premium			
2/28/2011 US Treasury Note 1.875% DUE: 09/30/17	\$ 0.00	\$ 0.00	\$ 0.00
2/28/2011 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00
2/28/2011 US Treasury Note 2.625% DUE: 08/15/20	0.00	0.00	0.00
2/28/2011 US Treasury Note 2.75% DUE: 02/15/19	0.00	0.00	0.00
2/28/2011 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
2/28/2011 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
2/28/2011 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
5/31/2011 Bank of NY Mello Mtn 4.3% Due 05/15/14	0.00	0.00	0.00
5/31/2011 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
5/31/2011 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
5/31/2011 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
5/31/2011 Cred Suis Fb Global 5.125% DUE: 08/15/15	0.00	0.00	0.00
5/31/2011 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
5/31/2011 FHLMC 15G G13652 4.5% DUE: 09/01/24	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
5/31/2011 FHLMC 30G A97040 4.0% DUE: 02/01/41	\$ 0.00	\$ 0.00	\$ 0.00
5/31/2011 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
5/31/2011 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
5/31/2011 FNMA POOL 725027 5.0% DUE: 11/01/33	0.00	0.00	0.00
5/31/2011 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
5/31/2011 FNMA POOL 888129 5.5% DUE: 02/01/37	0.00	0.00	0.00
5/31/2011 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
5/31/2011 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00
5/31/2011 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
5/31/2011 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
5/31/2011 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
5/31/2011 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
5/31/2011 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
5/31/2011 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
5/31/2011 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
5/31/2011 JP Morgan Chase & Co 6.0% DUE: 01/15/18	\$ 0.00	\$ 0.00	\$ 0.00
5/31/2011 Metlife Inc Sr Uns Global	0.00	0.00	0.00
5/31/2011 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
5/31/2011 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
5/31/2011 Target Corp 5.875% DUE: 03/01/12	0.00	0.00	0.00
5/31/2011 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
5/31/2011 US Treasury Note 1.25% DUE: 09/30/15	0.00	0.00	0.00
5/31/2011 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
5/31/2011 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00
5/31/2011 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00
5/31/2011 US Treasury Note 2.625% DUE: 08/15/20	0.00	0.00	0.00
5/31/2011 US Treasury Note 2.75% DUE: 02/15/19	0.00	0.00	0.00
5/31/2011 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
5/31/2011 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
5/31/2011 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
8/31/2011 Bank of NY Mello Mtn 4.3% Due 05/15/14	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2011 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	\$ 0.00	\$ 0.00	\$ 0.00
8/31/2011 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
8/31/2011 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
8/31/2011 Cred Suis Fb Global 5.125% DUE: 08/15/15	0.00	0.00	0.00
8/31/2011 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
8/31/2011 FHLMC 15G G13652 4.5% DUE: 09/01/24	0.00	0.00	0.00
8/31/2011 FHLMC 30G A97040 4.0% DUE: 02/01/41	0.00	0.00	0.00
8/31/2011 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
8/31/2011 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
8/31/2011 FNMA POOL 725027 5.0% DUE: 11/01/33	0.00	0.00	0.00
8/31/2011 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
8/31/2011 FNMA POOL 888129 5.5% DUE: 02/01/37	0.00	0.00	0.00
8/31/2011 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
8/31/2011 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2011 FNMA POOL AE3049 4.5% DUE: 09/01/40	\$ 0.00	\$ 0.00	\$ 0.00
8/31/2011 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
8/31/2011 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
8/31/2011 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
8/31/2011 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
8/31/2011 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
8/31/2011 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00
8/31/2011 Metlife Inc Sr Uns Global	0.00	0.00	0.00
8/31/2011 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
8/31/2011 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
8/31/2011 Target Corp 5.875% DUE: 03/01/12	0.00	0.00	0.00
8/31/2011 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
8/31/2011 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
8/31/2011 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00
8/31/2011 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2011 US Treasury Note 3.125% DUE: 05/15/19	\$ 0.00	\$ 0.00	\$ 0.00
8/31/2011 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
8/31/2011 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
10/31/2011 FHLMC 30G G05409 5.5 % DUE:03/01/39	0.00	0.00	0.00
10/31/2011 FNMA POOL 725027 5.0% DUE: 11/01/33	0.00	0.00	0.00
10/31/2011 FNMA POOL 888129 5.5% DUE: 02/01/37	0.00	0.00	0.00
11/30/2011 Abbott Labs 4.125% DUE: 05/27/20	0.00	0.00	0.00
11/30/2011 American Express 5.875% DUE:05/02/13	0.00	0.00	0.00
11/30/2011 Bank of NY Mello Mtn 4.3% Due 05/15/14	0.00	0.00	0.00
11/30/2011 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
11/30/2011 Cisco Systems Inc 5.50% DUE: 02/22/16	0.00	0.00	0.00
11/30/2011 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
11/30/2011 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
11/30/2011 Cred Suis Fb Global 5.125% DUE: 08/15/15	0.00	0.00	0.00
11/30/2011 DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Amortization of Premium			
11/30/2011 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	\$ 0.00	\$ 0.00	\$ 0.00
11/30/2011 FHLMC 15G G13652 4.5% DUE: 09/01/24	0.00	0.00	0.00
11/30/2011 FHLMC 30G A97040 4.0% DUE: 02/01/41	0.00	0.00	0.00
11/30/2011 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
11/30/2011 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
11/30/2011 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
11/30/2011 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
11/30/2011 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00
11/30/2011 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
11/30/2011 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
11/30/2011 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
11/30/2011 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
11/30/2011 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
11/30/2011 IBM Corp 2.0% DUE:01/05/16	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Amortization of Premium			
11/30/2011 IBM Corp 7.625% DUE: 10/15/18	\$ 0.00	\$ 0.00	\$ 0.00
11/30/2011 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00
11/30/2011 Kraft Foods Inc 4.125% DUE: 02/09/16	0.00	0.00	0.00
11/30/2011 Merck & Co Inc 2.250% DUE: 01/15/16	0.00	0.00	0.00
11/30/2011 Metlife Inc Sr Uns Global	0.00	0.00	0.00
11/30/2011 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
11/30/2011 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
11/30/2011 Target Corp 5.875% DUE: 03/01/12	0.00	0.00	0.00
11/30/2011 Time Warner Cable 4.125% DUE: 02/15/21	0.00	0.00	0.00
11/30/2011 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
11/30/2011 United Tech Corp 6.125% DUE: 02/01/19	0.00	0.00	0.00
11/30/2011 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
11/30/2011 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00
11/30/2011 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00
11/30/2011 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
11/30/2011 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
11/30/2011 Verizon Comm Inc 5.25% DUE: 04/15/13	\$ 0.00	\$ 0.00	\$ 0.00
11/30/2011 Verizon Communications 4.6% DUE: 04/01/21	0.00	0.00	0.00
11/30/2011 Wells Fargo Co 5.625% DUE:12/11/17	0.00	0.00	0.00
Total Amortization of Premium	\$ 0.00	\$ 0.00	\$ 0.00
Exchange			
2/16/2011 Amazon.com Inc. for Amazon.Com Inc (MS PWM 279-423)	\$ 101,546.64	\$ 106,617.90	\$ 5,071.26
2/17/2011 Schlumberger LTD USD for Schlumberger LTD (MS PWM 275-423)	90,609.23	93,093.12	2,483.89
2/28/2011 Apple Inc. for Apple Inc (MS PWM 279-423)	72,137.33	78,759.00	6,621.67
Total Exchange	\$ 264,293.20	\$ 278,470.02	\$ 14,176.82
Sale			
12/2/2010 0 Shares Genworth Financial Inc	\$ 0.00	\$ 52.24	\$ 52.24
1/14/2011 610 Shares Dollar Gen Corp New	17,731.93	17,969.77	237.84
2/2/2011 0 Shares Suncor Energy Inc (MS PWM 275-423)	0.00	4,887.69	4,887.69
2/23/2011 1,110 Shares Anheuser Busch Inbev SA Spon	61,267.60	68,721.50	7,453.90

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Sale			
2/23/2011 520 Shares E-Commerce China DangDang	\$ 12,073.02	\$ 14,894.93	\$ 2,821.91
2/23/2011 1,320 Shares E-Commerce China DangDang	30,646.91	37,810.20	7,163.29
2/23/2011 450 Shares E-Commerce China DangDang	10,447.81	12,889.84	2,442.03
2/23/2011 850 Shares E-Commerce China DangDang	19,734.75	24,347.48	4,612.73
2/28/2011 0 Shares Schlumberger LTD (MS PWM 275-423)	0.00	122.04	122.04
3/2/2011 683 Shares Amgen (MS PWM 272-423)	35,225.32	35,917.67	692.35
3/10/2011 75,000 Face US Treasury Note 1.875% DUE: 09/30/17	71,150.25	71,491.78	341.53
3/21/2011 612 Shares Tesoro Corp Com (MS PWM 278-423)	15,675.09	15,720.69	45.60
4/1/2011 85 Shares Intercontinental Exchange (MS PWM 279-423)	10,157.73	10,423.04	265.31
4/1/2011 0.27 Shares Sumitomo Mitsui TR Hldgs Inc (MS PWM 278-423)	0.92	0.95	0.03
4/1/2011 4,623 Shares Sumitomo Trust & Bank	24,109.87	29,555.76	5,445.89

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Sale			
4/6/2011 280 Shares Cree Inc (MS PWM 279-423)	\$ 12,849.37	\$ 14,438.26	\$ 1,588.89
4/6/2011 125 Shares Newmont Mining Corp (MS PWM 278-423)	7,036.11	7,359.54	323.43
4/21/2011 267 Shares AGCO Corp (MS PWM 278-423)	14,376.34	15,122.35	746.01
4/25/2011 48 Shares Lockheed Martin Corp (MS PWM 272-423)	3,732.16	3,876.12	143.96
4/26/2011 217 Shares Embraer S A (MS PWM 278-423)	7,042.66	7,409.01	366.35
4/26/2011 39 Shares Lockheed Martin Corp (MS PWM 272-423)	3,070.81	3,149.35	78.54
5/1/2011 38 Shares Pitney Bowes Inc (MS PWM 272-423)	941.94	976.22	34.28
5/6/2011 0.2 Shares Citigroup Inc New (MS PWM 272-423)	8.99	9.79	0.80
5/13/2011 523 Shares Nippon Teleg & Tel Corp (MS PWM 278-423)	12,447.16	12,617.69	170.53
6/6/2011 522 Shares Kirin Holdings Company (MS PWM 278-423)	7,214.79	7,401.96	187.17
6/13/2011 8,389.262 Shares JP Morgan Strategic Inc Opp Cl Sel	100,000.00	100,922.82	922.82

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
6/17/2011 58 Shares Lockheed Martin Corp	\$ 4,631.71	\$ 4,749.73	\$ 118.02
6/20/2011 526 Shares Kirin Holdings Company (MS PWM 278-423)	6,901.45	7,458.68	557.23
6/22/2011 121 Shares Lockheed Martin Corp (MS PWM 272-423)	9,722.70	9,771.06	48.36
6/23/2011 65 Shares Lockheed Martin Corp (MS PWM 272-423)	5,160.30	5,248.92	88.62
6/28/2011 575 Shares Cree Inc (MS PWM 279-423)	19,366.31	29,673.73	10,307.42
7/1/2011 117 Shares Lockheed Martin Corp (MS PWM 272-423)	9,299.02	9,448.05	149.03
7/1/2011 149 Shares Lockheed Martin Corp (MS PWM 272-423)	11,919.38	12,032.15	112.77
7/1/2011 134 Shares Reinsurance Group Amer Inc (MS PWM 272-423)	8,138.85	8,235.06	96.21
7/1/2011 103 Shares Reinsurance Group Amer Inc (MS PWM 272-423)	6,279.55	6,329.94	50.39
7/5/2011 106 Shares Microsoft Corp (MS PWM 278-423)	2,723.16	2,889.56	166.40
7/7/2011 16,750.419 Shares JP Morgan Strategic Inc Opp Cl Sel	200,000.00	201,507.54	1,507.54

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
7/20/2011 36 Shares Pitney Bowes Inc (MS PWM 272-423)	\$ 805.86	\$ 924.84	\$ 118.98
7/21/2011 130 Shares Pitney Bowes Inc (MS PWM 272-423)	2,919.26	3,339.70	420.44
7/22/2011 100 Shares Pitney Bowes Inc (MS PWM 272-423)	2,240.10	2,569.00	328.90
7/26/2011 75 Shares OJSC Polyus (MS PWM 278-423)	2,229.95	2,324.90	94.95
8/8/2011 216 Shares Newmont Mining Corp (MS PWM 278-423)	12,141.23	12,717.28	576.05
8/10/2011 156 Shares Wal Mart Stores Inc (MS PWM 278-423)	7,697.34	8,539.10	841.76
8/11/2011 1,375 Shares Aurizon Mines LTD (MS PWM 272-423)	9,054.82	10,395.54	1,340.72
8/16/2011 295 Shares Seven & I Holdings (MS PWM 278-423)	15,458.70	15,959.50	500.80
8/17/2011 109 Shares Barrick Gold Corp (MS PWM 278-423)	5,501.05	5,534.98	33.93
8/19/2011 5 Shares Google (MS PWM 279-423)	2,516.85	3,059.17	542.32
8/19/2011 290 Shares National-Oilwell Varco Inc (MS PWM 279-423)	18,158.03	23,109.52	4,951.49

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Sale			
8/22/2011 449 Shares NTT Docomo Inc (MS PWM 278-423)	\$ 8,141.42	\$ 8,565.53	\$ 424.11
8/24/2011 578 Shares East Japan Ry Co (MS PWM 278-423)	5,636.95	6,686.82	1,049.87
8/24/2011 21 Shares East Japan Ry Co (MS PWM 278-423)	204.80	241.66	36.86
9/1/2011 675 Shares Varian Med Systems Inc (MS PWM 279-423)	37,324.22	45,425.88	8,101.66
9/13/2011 354 Shares Aurizon Mines LTD (MS PWM 272-423)	2,430.16	2,676.38	246.22
9/14/2011 746 Shares Aurizon Mines LTD (MS PWM 272-423)	5,133.50	5,640.06	506.56
9/15/2011 497 Shares Aurizon Mines LTD (MS PWM 272-423)	3,364.32	3,757.53	393.21
9/19/2011 79 Shares Lockheed Martin Corp	6,067.26	6,469.46	402.20
9/22/2011 528 Shares Merck & Co (MS PWM 272-423)	16,384.89	17,413.44	1,028.55
9/23/2011 477 Shares Merck & Co (MS PWM 272-423)	14,801.74	15,731.46	929.72
10/3/2011 856 Shares Exelon Corp (MS PWM 278-423)	35,500.45	35,940.65	440.20

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

Description	Proceeds	Carrying Value	Loss
Sale			
10/7/2011 175,000 Face FHLMC 30G G05409 5.5 % DUE:03/01/39	\$ 74,566.66	\$ 76,341.88	\$ 1,775.22
10/10/2011 167 Shares Best Buy (MS PWM 278-423)	4,183.43	4,800.70	617.27
10/10/2011 1,723 Shares Cemex S.A.B De C.V (MS PWM 278-423)	5,128.77	12,352.61	7,223.84
10/14/2011 129 Shares Lockheed Martin Corp	9,807.41	10,564.05	756.64
10/20/2011 321 Shares Best Buy (MS PWM 278-423)	8,182.39	9,227.69	1,045.30
10/25/2011 221 Shares Aetna Inc (MS PWM 278-423)	8,525.68	8,590.42	64.74
11/7/2011 213 Shares Axis Capital Hldgs (MS PWM 278-423)	6,694.61	7,062.74	368.13
11/15/2011 250 Shares Trinity Inds Inc (MS PWM 272-423)	7,436.00	7,875.95	439.95
11/16/2011 75 Shares Trinity Inds Inc (MS PWM 272-423)	2,239.24	2,362.79	123.55
11/17/2011 64 Shares CA Inc (MS PWM 272-423)	1,343.66	1,594.71	251.05
11/17/2011 175 Shares Convergys Corp (MS PWM 272-423)	2,139.38	2,502.68	363.30

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2010 to 11/30/2011

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
11/17/2011 21 Shares Loews Corp (MS PWM 272-423)	\$ 808.90	\$ 905.39	\$ 96.49
11/17/2011 130 Shares Redwood Trust Inc (MS PWM 272-423)	1,344.17	2,223.01	878.84
11/25/2011 183 Shares Endurance Spclty Hldgs (MS PWM 278-423)	6,599.67	7,288.89	689.22
11/28/2011 5 Shares Google (MS PWM 279-423)	2,928.14	3,059.17	131.03
Total Sale	\$ 1,116,724.97	\$ 1,209,208.19	\$ 92,483.22
Total Schedule E	\$ 1,381,018.17	\$ 1,487,678.21	\$ 106,660.04

Flora L. Thornton Foundation (Thornton's Granddaughters)

Schedule E

Losses on Sales or Other Disposition

Description	Proceeds	Carrying Value	Loss
Sale			
1/14/2011 160 Shares Dollar Gen Corp New	\$ 4,630.38	\$ 5,050.30	\$ 419.92
1/14/2011 160 Shares Dollar Gen Corp New	4,630.38	5,396.14	765.76
1/14/2011 150 Shares Dollar Gen Corp New	4,340.98	4,432.77	91.79
2/1/2011 40 Shares Amazon Com Inc. Com	6,861.63	6,933.89	72.26
4/27/2011 690 Shares Target Corp Com Stk	34,514.87	36,371.49	1,856.62
4/29/2011 60 Shares E-Commerce China DangDang	1,396.76	2,000.36	603.60
5/4/2011 100 Shares E-Commerce China DangDang	2,081.42	2,978.44	897.02
5/5/2011 70 Shares E-Commerce China DangDang	1,456.99	2,069.32	612.33
5/11/2011 70 Shares E-Commerce China DangDang	1,511.43	2,069.33	557.90
5/17/2011 1,600 Shares Cisco Systems Inc. Com	26,240.75	28,702.15	2,461.40
5/26/2011 12 Shares First Solar Inc	1,397.25	1,542.99	145.74
5/26/2011 15 Shares First Solar Inc	1,746.56	1,802.59	56.03
5/26/2011 7 Shares First Solar Inc	815.06	865.41	50.35
5/26/2011 10 Shares First Solar Inc	1,164.37	1,267.38	103.01

Schedule E (Continued)

Description		Proceeds	Carrying Value	Loss
Sale				
5/26/2011	14 Shares First Solar Inc	\$ 1,630.13	\$ 1,937.19	\$ 307.06
5/27/2011	190 Shares E-Commerce China DangDang	3,673.77	5,147.50	1,473.73
6/23/2011	360 Shares RenRen Inc	2,287.12	4,791.09	2,503.97
6/23/2011	230 Shares RenRen Inc	1,461.22	2,931.68	1,470.46
6/23/2011	250 Shares RenRen Inc	1,588.28	3,348.33	1,760.05
6/23/2011	380 Shares RenRen Inc	2,414.18	7,298.13	4,883.95
6/24/2011	50 Shares E-Commerce China DangDang	515.07	1,009.66	494.59
6/24/2011	270 Shares E-Commerce China DangDang	2,781.35	5,275.09	2,493.74
6/24/2011	170 Shares E-Commerce China DangDang	1,751.23	3,753.02	2,001.79
6/24/2011	310 Shares E-Commerce China DangDang	3,193.41	7,120.45	3,927.04
7/21/2011	100 Shares Penny (JC) Co. Inc.	3,133.68	3,355.82	222.14
8/11/2011	25 Shares First Solar Inc	2,552.09	2,820.13	268.04
8/11/2011	60 Shares First Solar Inc	6,125.03	6,752.30	627.27
8/11/2011	20 Shares First Solar Inc	2,041.67	2,222.13	180.46
8/11/2011	8 Shares First Solar Inc	816.67	914.53	97.86

Schedule E (Continued)

Description		Proceeds	Carrying Value	Loss
Sale				
8/11/2011	80 Shares United States Steel Corp.	\$ 2,386.32	\$ 2,832.70	\$ 446.38
8/11/2011	120 Shares United States Steel Corp.	3,579.48	4,133.62	554.14
8/11/2011	145 Shares United States Steel Corp.	4,325.21	4,782.86	457.65
8/17/2011	370 Shares Bank of America Corp Com Stk	2,691.96	4,659.91	1,967.95
8/17/2011	375 Shares Bank of America Corp Com Stk	2,728.33	5,098.28	2,369.95
8/17/2011	170 Shares Bank of America Corp Com Stk	1,236.84	2,142.38	905.54
8/19/2011	210 Shares Anheuser Busch Inbev Sa Spon	11,196.78	13,050.75	1,853.97
8/24/2011	700 Shares Bank of America Corp Com Stk	4,703.43	7,325.69	2,622.26
8/24/2011	1,080 Shares Bank of America Corp Com Stk	7,256.72	12,523.49	5,266.77
9/1/2011	500 Shares Intel Corp. Com	9,889.31	10,142.94	253.63
9/1/2011	340 Shares Intel Corp. Com	6,724.73	7,650.28	925.55
9/8/2011	140 Shares Vale S.A ADR	3,812.53	4,214.43	401.90
9/14/2011	50 Shares Pepsico Inc. Com Stk	3,049.75	3,237.51	187.76
9/29/2011	180 Shares Valeant Pharmaceuticals	6,714.87	7,715.41	1,000.54
9/29/2011	160 Shares Valeant Pharmaceuticals	5,968.77	7,650.90	1,682.13

Schedule E (Continued)

Description	Proceeds	Carrying Value	Loss
Sale			
9/29/2011 60 Shares Valeant Pharmaceuticals	\$ 2,238.29	\$ 3,046.46	\$ 808.17
9/29/2011 90 Shares Valeant Pharmaceuticals	3,357.44	4,628.38	1,270.94
9/29/2011 110 Shares Valeant Pharmaceuticals	4,103.53	5,876.47	1,772.94
9/29/2011 130 Shares Valeant Pharmaceuticals	4,849.63	6,889.48	2,039.85
9/29/2011 150 Shares Valeant Pharmaceuticals	5,595.73	7,550.68	1,954.95
10/7/2011 150 Shares Anheuser Busch Inbev Sa Spon	7,689.40	8,366.86	677.46
10/7/2011 90 Shares Anheuser Busch Inbev Sa Spon	4,613.64	5,234.37	620.73
10/7/2011 140 Shares Anheuser Busch Inbev Sa Spon	7,176.78	7,939.92	763.14
10/24/2011 100 Shares Cameron Intl Corp	5,040.44	5,281.22	240.78
10/27/2011 1,200 Shares Wells Fargo Company	30,439.17	35,045.05	4,605.88
11/4/2011 50 Shares Express Scripts Inc	2,201.36	2,886.38	685.02
11/4/2011 190 Shares Express Scripts Inc	8,365.16	10,882.99	2,517.83
11/18/2011 205 Shares JPMorgan Chase & Co. Com	6,171.33	8,144.08	1,972.75
Total Sale	\$ 296,860.66	\$ 369,093.10	\$ 72,232.44
Total Schedule E	\$ 296,860.66	\$ 369,093.10	\$ 72,232.44

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

SOURCE	AMOUNT
STIT LIQUID ASSETS PORTFOLIO	495.
STIT LIQUID ASSETS PORTFOLIO	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	509.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	94.	0.	94.
ABBOTT LABS	440.	0.	440.
ABBOTT LABS	940.	0.	940.
AETNA INC	177.	0.	177.
ALERGAN INC	100.	0.	100.
ALLIANZ SE ADR	501.	0.	501.
AMERICAN EXPRESS 5.875% DUE 05.02.13	<71.>	0.	<71.>
AMGEN	405.	0.	405.
AMGEN	72.	0.	72.
ANGLOGOLD ASHANTI	310.	0.	310.
ANGLOGOLD ASHANTI	231.	0.	231.
ANHEUSER BUSCH INBEV SA SPON	523.	0.	523.
AON CORP	497.	0.	497.
APACHE CORP	351.	0.	351.
ARCHER DANIELS MIDLAND	160.	0.	160.
ASML HOLDING NY	646.	0.	646.
AT & T INC	172.	0.	172.
AT & T INC	632.	0.	632.
AXA ADR REPR	482.	0.	482.
AXIS CAPITAL HLDGS	147.	0.	147.
BAIDU COM INC SPONS	<76.>	0.	<76.>
BANK NEW YORK MELLON CORP	483.	0.	483.
BANK OF AMERICA CORP	185.	0.	185.
BANK OF AMERICA CORP	60.	0.	60.
BARRICK GOLD CORP	526.	0.	526.
BARRICK GOLD CORP	399.	0.	399.
BASF SE ADR	770.	0.	770.
BEST BUY	458.	0.	458.
BHP BILLITON LTD	1,071.	0.	1,071.
BLACKROCK HI YLD BD INS MF	1,069.	0.	1,069.
BRISTOL MYERS SQUIBBCO	373.	0.	373.
BRITISH AMERN TOB PLC ADR	1,117.	0.	1,117.
BROOKFIELD ASSET MNGMT	142.	0.	142.
CA INC	433.	0.	433.

CAMEO CORP	630.	0.	630.
CANADIAN NATIONAL RAILWAY	361.	0.	361.
CANADIAN NATURAL RESOURCES	237.	0.	237.
CARREFOUR SA PARIS ADR	1,806.	0.	1,806.
CATERPILLAR INC	858.	0.	858.
CATERPILLAR INC	563.	0.	563.
CDN PAC RELWAY	570.	0.	570.
CEMEX SAB DE CV	2.	0.	2.
CENTRIAS BRASILEIRAS ADR	974.	0.	974.
CENTRIAS ELECTRICAL B RASILEIRAS	532.	0.	532.
CH ROBINSON	461.	0.	461.
CHARLES SCWAB CORP	667.	0.	667.
CHESAPEAKE ENERGY CORP	70.	0.	70.
CHEVRON CORP SR UNS GLOBAL 4.95%	577.	0.	577.
CISCO SYSTEMS INC	124.	0.	124.
CISCO SYSTEMS INC	96.	0.	96.
CISCO SYSTEMS INC 5.5%	<322.>	0.	<322.>
CITIGROUP INC NEW	57.	0.	57.
COCA COLA CO	1,434.	0.	1,434.
COCA COLA CO	851.	0.	851.
COMCAST CORP 5.3%	7.	0.	7.
COMPUTER SCIENCES CP	42.	0.	42.
CONOCO PHILLIPS SR UNS GLOBAL 4.6%	78.	0.	78.
COOPER INDUSTRIES	405.	0.	405.
CORE LABORATORIES	81.	0.	81.
CRED SUIS FB GLOBAL 5.125%	306.	0.	306.
CSX CORP	1,000.	0.	1,000.
CSX CORP	508.	0.	508.
DAIWA SECS GROUP INC	172.	0.	172.
DIAGEO SPONS	843.	0.	843.
DIRECT TV HLDG/FIN INC 3.5%	<150.>	0.	<150.>
EAST JAPAN RY CO	376.	0.	376.
ELECTRICITY DE FRANCE FRF	1,246.	0.	1,246.
ELI LILLY & CO	1,749.	0.	1,749.
EMBRAER S A	33.	0.	33.
ENDURANCE SPELY HLDGS	110.	0.	110.
ENSIGN ENERGY SVCS INC	85.	0.	85.
EXELON CORP	1,019.	0.	1,019.
FEDEX CORP	1,193.	0.	1,193.
FEDEX CORP	200.	0.	200.
FHLMC 1.375 %	190.	0.	190.
FHLMC 15G G13652 4.5%	840.	0.	840.
FHLMC 30G A97040	4,321.	0.	4,321.
FHLMC 30G G05409 5.5%	233.	0.	233.
FHLMC 5.0%	2,020.	0.	2,020.
FINNING INTL LTD	26.	0.	26.
FNMA POOL 190379 5.5%	1,484.	0.	1,484.
FNMA POOL 725027 5.0%	4,096.	0.	4,096.
FNMA POOL 745418 5.5%	4,243.	0.	4,243.
FNMA POOL 888129 5.5%	1,877.	0.	1,877.
FNMA POOL 889579 6.0%	2,585.	0.	2,585.
FNMA POOL 995431 5.5%	1,176.	0.	1,176.
FNMA POOL AE3049 4.5%	6,083.	0.	6,083.

FNMA POOL AH0969 3.5%	1,526.	0.	1,526.
FNMA POOL MA0583 4.0%	1,890.	0.	1,890.
FREDDIE MAC 1.375 %	<16.>	0.	<16.>
FREDDIE MAC 5.0%	<2,458.>	0.	<2,458.>
FRESH DEL MONTE PRODUCE INC	113.	0.	113.
GAZPROM OAO	266.	0.	266.
GENERAL ELECTRIC CO 5.0%	<116.>	0.	<116.>
GOLD FIELDS LTD	345.	0.	345.
GOLDMAN SACHS GP SR 5.45%	532.	0.	532.
GRAINGER W INC	488.	0.	488.
GUOCO GROUP LTD	187.	0.	187.
HARTFORD FINCS SVCS	509.	0.	509.
HESS CORP	138.	0.	138.
IBM CORP 2.0%	<179.>	0.	<179.>
IBM CORP 7.625%	<212.>	0.	<212.>
IMPALA PLATINUM HLDGS	201.	0.	201.
INGERSOLL- RAND COMPANY	335.	0.	335.
INGERSOLL- RAND COMPANY	166.	0.	166.
INTEL CORP	613.	0.	613.
INTEL CORP	169.	0.	169.
INTERPUBLIC GROUP	320.	0.	320.
INTERPUBLIC GROUP OF COS INC	313.	0.	313.
ISHARES BARCLAYS TIPS BOND	242.	0.	242.
ISHARES FTSE CHINA	102.	0.	102.
ISHARES MSCI EMERGING MKTS	254.	0.	254.
JP MORGAN CHASE & CO	864.	0.	864.
JP MORGAN CHASE & CO	756.	0.	756.
JP MORGAN CHASE & CO	15,612.	0.	15,612.
JP MORGAN CHASE & CO	325.	0.	325.
JP MORGAN CHASE & CO 5.15%	1,091.	0.	1,091.
JP MORGAN CHASE & CO 6.0%	442.	0.	442.
JSC RUSHYDRO	157.	0.	157.
KINROSS GOLD CORP	158.	0.	158.
KRAFT FOODS INC 4.125%	<280.>	0.	<280.>
LOCKHEED MARTIN CORP	739.	0.	739.
LOCKHEED MARTIN CORP	743.	0.	743.
LOEWS CORP	239.	0.	239.
MACYS INC	330.	0.	330.
MACYS INC	321.	0.	321.
MANULIFE FINICIAL CORP	196.	0.	196.
MERCK & CO INC	1,146.	0.	1,146.
MERCK & CO INC 2.250%	<201.>	0.	<201.>
METLIFE INC SR UNS GLOBAL	119.	0.	119.
MICROSOFT CORP	644.	0.	644.
MISC INTEREST	<13.>	0.	<13.>
mitsui & CO	260.	0.	260.
MKS INSTRUMENTS	197.	0.	197.
MORGAN STANLEY 14-AE 549	108.	0.	108.
MORGAN STANLEY 14-AE 562	21.	0.	21.
MORGAN STANLEY 14-AE 758	96.	0.	96.
MORGAN STANLEY 14-AE 759	114.	0.	114.
MORGAN STANLEY 14-AE 761	5.	0.	5.
MORGAN STANLEY 14-AE 762	16.	0.	16.
MORGAN STANLEY 14-AE 766	13.	0.	13.

MORGAN STANLEY 14-AE 772	444.	0.	444.
MORGAN STANLEY PWM 150-423	301.	0.	301.
MORGAN STANLEY PWM 272-423	177.	0.	177.
MORGAN STANLEY PWM 275-423	68.	0.	68.
MORGAN STANLEY PWM 278-423	161.	0.	161.
MORGAN STANLEY PWM 279-423	58.	0.	58.
MOSAIC CO BROOKLYN	120.	0.	120.
MOSAIC CO BROOKLYN	41.	0.	41.
MOSAIC COMPANY	41.	0.	41.
MOTOROLA SOLUTIONS	344.	0.	344.
MS&AD INS	273.	0.	273.
MTN GROUP	578.	0.	578.
NATIONAL OILWELL VARCO INC	382.	0.	382.
NESTLE	279.	0.	279.
NESTLE SA	1,531.	0.	1,531.
NEWCREST MINING	326.	0.	326.
NEWMONT MINING CORP	794.	0.	794.
NEXEN INC	59.	0.	59.
NIKE INC	725.	0.	725.
NINTENDO LTD	281.	0.	281.
NIPPON TELEG & TEL CORP	837.	0.	837.
NOBLE CORP	664.	0.	664.
NOBLE CORP	314.	0.	314.
NORFOLK SOUTHERN CORP	3,124.	0.	3,124.
NORFOLK SOUTHERN CORP	986.	0.	986.
NOVARTIS AG USD SPON ADR	851.	0.	851.
NTT DOMOCO INC	445.	0.	445.
OJSC POLYUS	117.	0.	117.
OLD REP INTL CORP	409.	0.	409.
ORACLE CORP	1,532.	0.	1,532.
ORACLE CORP SR GLOBAL 4.95 %	111.	0.	111.
ORACLE CORPORATION USD COM	414.	0.	414.
PARTNERRE LIMITED	150.	0.	150.
PEABODY ENERGY CORP	326.	0.	326.
PEABODY ENERGY CORP	187.	0.	187.
PENNY CO INC	784.	0.	784.
PENNY CO INC	347.	0.	347.
PEPSICO INC	600.	0.	600.
PEPSICO INC	782.	0.	782.
PETROBRAS ARGENTINA	148.	0.	148.
PETROLEO BRASILEIRO PETROBRAS	476.	0.	476.
PFIZER INC	1,960.	0.	1,960.
PHILIP MORRIS INTL	802.	0.	802.
PIMCO FDS PAC INVT MANAGMENT	49,341.	0.	49,341.
PITNEY BOWES INC	823.	0.	823.
POTASH CORP	76.	0.	76.
POTASH CORP	303.	0.	303.
POTASH CORP OF SASKATCHEWAN	138.	0.	138.
PRAXAIR INC	690.	0.	690.
PRIVATEBAN CORP	121.	0.	121.
PRUDENTIAL FIN SERV 5.1 %	412.	0.	412.
PT TELEKOMUNIKASI INDONESIA	927.	0.	927.
QUALCOMM CO	1,395.	0.	1,395.
QUALCOMM CO	342.	0.	342.

QUALCOMM CO	487.	0.	487.
REDWOOD TRUST	2,758.	0.	2,758.
REINSURANCE GROUP	487.	0.	487.
RIO TINTO PLC SPONS ADR	771.	0.	771.
SANOFI - AVENTIS	3,931.	0.	3,931.
SCHLUMBERGER	1,180.	0.	1,180.
SCHLUMBERGER	164.	0.	164.
SCHLUMBERGER	5,627.	0.	5,627.
SCHLUMBERGER	818.	0.	818.
SEVEN & HOLDINGS	582.	0.	582.
SHIN-ETSU CHEMICAL CO LTD	158.	0.	158.
SK TELECOM CO LTD	133.	0.	133.
STARBUCKS CORP	472.	0.	472.
STATOIL ASA	919.	0.	919.
SUMITOMO MITUSI TR HLDGS	458.	0.	458.
SUNCOR ENERGY INC	30.	0.	30.
SUNCOR ENERGY INC	138.	0.	138.
SUNCOR ENERGY INC	848.	0.	848.
SUNCOR ENERGY INC	727.	0.	727.
TALISMAN ENERGY	194.	0.	194.
TALISMAN ENERGY	59.	0.	59.
TARGET CORP	<207.>	0.	<207.>
TARGET CORP	1,950.	0.	1,950.
TARGET CORP	345.	0.	345.
TEMPLETON GLOBAL BD FD	75,583.	0.	75,583.
TEMPLETON GLOBAL BD FD	3,772.	0.	3,772.
TENARIS	374.	0.	374.
TEVA PHARM	210.	0.	210.
TEVA PHARMACEUTICALS	165.	0.	165.
TIFFANY AND CO NEW COM	162.	0.	162.
TIME WARNER CABLE 4.125%	<200.>	0.	<200.>
TRANSOCEAN INC	525.	0.	525.
TRANSOCEAN INC	743.	0.	743.
TRANSOCEAN LTD	525.	0.	525.
TRINITY INDS INC	287.	0.	287.
TYSON FOODS INC CI A	32.	0.	32.
UNILEVER N V COM	499.	0.	499.
UNITED PARCEL SR UNS GLOBAL	<515.>	0.	<515.>
UNITED STATES STEEL CORP	335.	0.	335.
UNITED STATES STEEL CORP	137.	0.	137.
UNITED TECHNOLOGIES CORP	<413.>	0.	<413.>
UNITED TECHNOLOGIES CORP	851.	0.	851.
UNTIED TECHNOLOGIES CORP	1,275.	0.	1,275.
UNUM GROUP	192.	0.	192.
UNUMPROVIDENT CORP	436.	0.	436.
US TREASURY NOTE 1.25%	893.	0.	893.
US TREASURY NOTE 1.375%	402.	0.	402.
US TREASURY NOTE 1.375%	263.	0.	263.
US TREASURY NOTE 1.875 %	308.	0.	308.
US TREASURY NOTE 2.375 %	703.	0.	703.
US TREASURY NOTE 2.625%	1,477.	0.	1,477.
US TREASURY NOTE 2.75%	815.	0.	815.
US TREASURY NOTE 3.125%	3,562.	0.	3,562.
US TREASURY NOTE 3.375%	3,205.	0.	3,205.

VALE S.A. ADT	722.	0.	722.
VALE S.A. ADT	2,291.	0.	2,291.
VALE S.A. ADT	573.	0.	573.
VERIZON COMM INC 4.6%	<84.>	0.	<84.>
VERIZON COMM INC 5.25%	121.	0.	121.
VIACOM CI B	1,256.	0.	1,256.
VISA INC CLASS A	513.	0.	513.
WAL MART STORES INC	751.	0.	751.
WELLS FARGO CO	492.	0.	492.
WELLS FARGO CO 5.625 %	<557.>	0.	<557.>
WELLS FARGO COMPANY	410.	0.	410.
WEST JAPAN RY CO	205.	0.	205.
YARA INTL - ADR	35.	0.	35.
YUM BRAND INC	1,018.	0.	1,018.
YUM BRAND INC	673.	0.	673.
TOTAL TO FM 990-PF, PART I, LN 4	298,758.	0.	298,758.

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	44,566.	0.		0.
TO FM 990-PF, PG 1, LN 16A	44,566.	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	15,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	15,500.	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	1,964.	0.		0.
FOREIGN TAXES WITHHELD	5,721.	0.		0.
FEDERAL EXCISE TAX PAID	150,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	157,685.	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	2,363.	0.		0.
ADVISORY FEE	105,920.	0.		0.
MANAGEMENT FEE	81,248.	0.		0.
SERVICE FEE	1,923.	0.		0.
MISCELLANEOUS	5,210.	0.		0.
TO FORM 990-PF, PG 1, LN 23	196,664.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION		AMOUNT
EXCESS FMV OVER COST BASIS OF ASSETS DONATED TO THE FOUNDATION		9,140,303.
TOTAL TO FORM 990-PF, PART III, LINE 5		9,140,303.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	X		1,935,265.	2,019,848.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,935,265.	2,019,848.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,935,265.	2,019,848.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	10,463,283.	12,476,731.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,463,283.	12,476,731.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	920,122.	930,192.
TOTAL TO FORM 990-PF, PART II, LINE 10C	920,122.	930,192.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	12,766,470.	12,963,360.
ACL ALT FUND SAC LTD	COST	1,000,000.	1,000,000.
D.E. SHAW OCULUS INTERNATIONAL FUND	COST	1,000,000.	1,000,000.
DISCOVERY GLOBAL OPPT FUND LTD	COST	1,000,000.	1,000,000.
MILLENNIUM INTERNATIONAL LTD	COST	2,000,000.	2,000,000.
MORGAN STANLEY GLOBAL DISTRESSED OPPT FUND (GAYMAN) LP	COST	37,323.	37,323.

PINEHURST INSTITUTIONAL LTD	COST	2,000,000.	2,000,000.
WIEL BRIEN FUND IV, LP	COST	1,494,445.	1,494,445.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,298,238.	21,495,128.

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.
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
ALLIANCE FOR SUSTAINABLE USA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ALL SAINTS MUSIC GUILD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
AMERICAN YOUTH SYMPHONY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
ARTHRITIS FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
ARTHRITIS FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ARTS HIGH FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	57,500.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
CHILDREN'S HOSPITAL LOS ANGELES	NONE MEDICAL RESEARCH	501(C)(3)	15,000.

CHILDREN'S BUREAU	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
FRIENDS OF MUSIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,000.
FIRST BASE FOUNDATION	NONE COMMUNITY IMPROVEMENT	501(C)(3)	11,000.
FLINTRIGDE PREPARATORY SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,000.
GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
GLAZA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
HARVARD WESTLAKE SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	6,000.
HARVARD WESTLAKE SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
KUSC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
L A OPERA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	70,000.

LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
LIBRARY FOUNDATION OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
LOS ANGELES REGIONAL FOODBANK	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
LOS ANGELES COUNTY MUSEUM OF ARTS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
MUSIC CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
NATURAL HISTORY MUSEUM OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
NATURAL HISTORY MUSEUM OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	15,000.
NATURAL HISTORY MUSEUM OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.
NATIONAL CENTER FOR FAMILY PHILANTROPY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	500.
NEIGHBORHOOD MUSIC SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.

OPERA LEAGUE OF LOS ANGELES	NONE COMMUNITY IMPROVEMENT	501(C)(3)	30,000.
PASADENA HUMANE SOCIETY	NONE COMMUNITY IMPROVEMENT	501(C)(3)	20,000.
PEPPERDINE UNIVERSITY	NONE EDUCATION	501(C)(3)	991,098.
PEPPERDINE UNIVERSITY SCHOOL OF PUBLIC POLICY	NONE EDUCATION	501(C)(3)	5,000.
PLANNED PARENTHOOD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
PROJECT ANGEL FOOD	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
READING IS FUNDAMENTAL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
SANTA FE INDIAN SCHOOL	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
SOUTHERN CALIFORNIA GRANTMAKERS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	1,500.
SONGFEST	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.

ORGANIZATION	ACTIVITY	SECTION	AMOUNT
SHAKESPEAREANS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
SKIRBALL CULTURAL CENTER	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
ST. MATTHEWS PARISH SCHOOL	NONE EDUCATION	501(C)(3)	1,000.
ST. MATTHEWS PARISH SCHOOL	NONE EDUCATION	501(C)(3)	5,000.
ST. MATTHEWS PARENTS COUNCIL	NONE EDUCATION	501(C)(3)	5,000.
ST. MATTHEWS PARENTS COUNCIL	NONE EDUCATION	501(C)(3)	5,000.
STUDENTS RUN LA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.
TAKING THE REINS	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
TEACH FOR AMERICA	NONE EDUCATION	501(C)(3)	25,000.
THE BROAD STAGE	NONE COMMUNITY IMPROVEMENT	501(C)(3)	5,000.

THE WONDERS OF READING	NONE COMMUNITY IMPROVEMENT	501(C)(3)	10,000.
THE JOHN DOUGLAS ALZHEIMER'S FOUNDATION	NONE MEDICAL RESEARCH	501(C)(3)	10,000.
USC THORNTON SCHOOL OF MUSIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
USC THORNTON SCHOOL OF MUSIC	NONE COMMUNITY IMPROVEMENT	501(C)(3)	25,000.
VOLUNTEERS OF AMERICA	NONE COMMUNITY IMPROVEMENT	501(C)(3)	2,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>1,599,098.</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization FLORA L. THORNTON FOUNDATION C/O EDWARD A. LANDRY, CO-TRUSTEE		Employer identification number 95-3855595
	Number, street, and room or suite no. If a P O box, see instructions. C/O STEVE COLDWELL, CPA - 3239 N. VERDUGO ROAD		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GLENDALE, CA 91208		

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

EDWARD A. LANDRY, CO-TRUSTEE

• The books are in the care of **▶ ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA - 90017**

Telephone No **▶ 213-629-7600**

FAX No. **▶**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **OCTOBER 15, 2012.**

5 For calendar year _____, or other tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS NEEDED TO ASSEMBLE AND VERIFY ALL THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	318,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	318,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ Steve Coldwell** Title **▶ CPA**

Date **▶ 4-10-12**