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

OMB No 1545-0052

2011

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

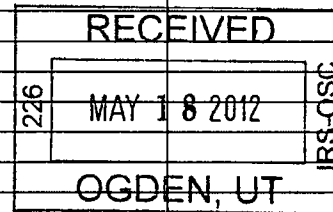
For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation T/U/W FLOWERS CHRTBL FNDTN TTEE		A Employer identification number 22-6318172						
Number and street (or P O box number if mail is not delivered to street address) 1525 W W.T. HARRIS BLVD. D1114-044	Room/suite	B Telephone number (see instructions) (336) 747-8203						
City or town, state, and ZIP code CHARLOTTE, NC 28288		C If exemption application is pending, check here ☐ D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
G Check all that apply. <table style="width:100%; border: none;"> <tr> <td style="border: 1px solid black; width: 33%;">☐ Initial return</td> <td style="border: 1px solid black; width: 33%;">☐ Initial return of a former public charity</td> </tr> <tr> <td style="border: 1px solid black;">☐ Final return</td> <td style="border: 1px solid black;">☐ Amended return</td> </tr> <tr> <td style="border: 1px solid black;">☐ Address change</td> <td style="border: 1px solid black;">☐ Name change</td> </tr> </table>			☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,124,148. J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)								

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	69.	69.		STMT 1
4 Dividends and interest from securities	96,621.	94,745.		STMT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-20,514.			
b Gross sales price for all assets on line 6a 2,405,487.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	76,176.	94,814.		
13 Compensation of officers, directors, trustees, etc.	39,381.	29,536.		9,845.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	433.	NONE	NONE	433.
b Accounting fees (attach schedule) STMT 4	2,253.	NONE	NONE	2,253.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	9,342.	1,009.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	51,409.	30,545.	NONE	12,531.
25 Contributions, gifts, grants paid	149,030.			149,030.
26 Total expenses and disbursements. Add lines 24 and 25	200,439.	30,545.	NONE	161,561.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-124,263.			
b Net investment income (if negative, enter -0-)		64,269.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	130,296.	126,925.	126,925.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6		1,933,003.	1,877,729.	
	c	Investments - corporate bonds (attach schedule) . STMT 7	2,588,873.	1,102,518.	1,119,494.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) STMT 8	554,130.				
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,273,299.	3,162,446.	3,124,148.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	3,273,299.	3,162,446.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	3,273,299.	3,162,446.		
	31	Total liabilities and net assets/fund balances (see instructions)	3,273,299.	3,162,446.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,273,299.
2	Enter amount from Part I, line 27a	2	-124,263.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	18,043.
4	Add lines 1, 2, and 3	4	3,167,079.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	4,633.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,162,446.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,391,531.		2,426,001.	-34,470.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			-34,470.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-20,514.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	135,056.	3,138,315.	0.043035
2009	121,906.	2,729,728.	0.044659
2008	187,653.	3,321,192.	0.056502
2007	206,330.	3,922,717.	0.052599
2006	173,777.	3,748,925.	0.046354
2 Total of line 1, column (d)			2 0.243149
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 0.048630
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,293,307.
5 Multiply line 4 by line 3			5 160,154.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 643.
7 Add lines 5 and 6			7 160,797.
8 Enter qualifying distributions from Part XII, line 4			8 161,561.

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	643.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	643.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	643.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,748.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,748.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,105.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 644. Refunded ☐	11	3,461.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14 The books are in care of ▶ WELL FARGO BANK NA Telephone no ▶ (336) 747-8203				
Located at ▶ 1 W 4TH ST 2ND FLOOR, WINSTON SALEM, NC ZIP + 4 ▶ 27101-3818				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☒ 15 and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ 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) 2b		X
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 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 2011) 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 2011? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		39,381.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,229,680.
b	Average of monthly cash balances	1b	113,779.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,343,459.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,343,459.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,152.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,293,307.
6	Minimum investment return. Enter 5% of line 5	6	164,665.

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	164,665.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	643.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	643.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,022.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	164,022.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	164,022.

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	161,561.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	161,561.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	643.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	160,918.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				164,022.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			5,772.	
b Total for prior years 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>161,561.</u>				
a Applied to 2010, but not more than line 2a . . .			5,772.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				155,789.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				8,233.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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).)

N/A

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.

N/A

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:

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 20				
Total			▶ 3a	149,030.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	69.	
4 Dividends and interest from securities			14	96,621.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-20,514.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				76,176.	
13 Total. Add line 12, columns (b), (d), and (e)				76,176.	

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

[illegible]

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

- | | | |
|--|---------------------|------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> | <p>Yes</p> | <p>No</p> |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | |
| <p>(1) Cash</p> | <p>1a(1)</p> | <p>X</p> |
| <p>(2) Other assets</p> | <p>1a(2)</p> | <p>X</p> |
| <p>b Other transactions:</p> | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | <p>1b(1)</p> | <p>X</p> |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | <p>1b(2)</p> | <p>X</p> |
| <p>(3) Rental of facilities, equipment, or other assets</p> | <p>1b(3)</p> | <p>X</p> |
| <p>(4) Reimbursement arrangements</p> | <p>1b(4)</p> | <p>X</p> |
| <p>(5) Loans or loan guarantees</p> | <p>1b(5)</p> | <p>X</p> |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | <p>1b(6)</p> | <p>X</p> |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | <p>1c</p> | <p>X</p> |
| <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

RAH

05/03/2012

► Trustee

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

WELLS FARGO BANK, N.A.

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check ☐ if self-employed	PTIN
---	------

Firm's name ▶

Firm's address ►

Firm's EIN ▶

Phone no

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO - SECURED MARKET DEPOSIT ACC	69.	69.
	-----	-----
TOTAL	69.	69.
	=====	=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ARTISAN FDS INC INTL FD INVESTOR CLASS	2,175.	2,175.
ARTIO TOTAL RETURN BD FD CL I #1524	5,002.	5,002.
DIAMOND HILL LONG-SHORT FD CL I #11	117.	117.
DODGE & COX INT'L STOCK FD # 1048	4,289.	4,289.
DODGE & COX INCOME FD COM	12,850.	12,850.
DREYFUS EMG MKT DEBT LOC C-I #6083	3,948.	3,948.
FLEMING CAP MUTUAL FUND GROUP J P MORGAN	965.	965.
HARBOR FD CAP APPRECIATION	208.	208.
HUSSMAN STRATEGIC GROWTH FD	612.	612.
ISHARES S&P 500 INDEX FUND	1,061.	1,061.
LAUDUS MONDRIAN INTL FI-INST #2940	2,646.	2,646.
MFS VALUE FUND-CLASS I #893	1,833.	1,833.
MAINSTAY EP US EQUITY-INS #1204	603.	603.
MERGER FD SH BEN INT	327.	327.
OPPENHEIMER DEVELOPING MKT-Y #788	2,040.	2,040.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	12,030.	12,030.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	4,744.	4,744.
PIMCO FOREIGN BOND FUND-INST	3,450.	3,450.
PIMCO EMERG MKTS BD-INST #137	2,366.	2,366.
PIMCO COMMODITY REAL RET STRAT-I#45	13,936.	13,936.
PIONEER HIGH YIELD FD-Y	3,408.	3,408.
RIDGEWORTH SEIX HY BD-I #5855	4,148.	4,148.
ROWE T PRICE SHORT TERM BD FD INC	1,277.	1,277.
SPDR DJ WILSHIRE INTERNATIONAL REAL	2,891.	2,891.
VANGUARD MSCI EMERGING MARKETS EFT	2,170.	2,170.
VANGUARD REIT VIPER	5,698.	3,822.
WELLS FARGO ADV INTL BOND-IS #4705	1,827.	1,827.
TOTAL	96,621.	94,745.

=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - INCOME (ALLOCABLE)	433.			433.
	-----	-----	-----	-----
TOTALS	433.	NONE	NONE	433.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	2,253.			2,253.
TOTALS	2,253.	NONE	NONE	2,253.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL TAX PAYMENT - PRIOR YE	3,585.	
FEDERAL ESTIMATES - PRINCIPAL	4,748.	
FOREIGN TAXES ON QUALIFIED FOR	730.	730.
FOREIGN TAXES ON NONQUALIFIED	279.	279.
	-----	-----
TOTALS	9,342.	1,009.
	=====	=====

T/U/W FLOWERS CHRTBL FNDTN TTEE

22-6318172

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
04314H204 ARTISAN INTERNATIONAL	157,482.	152,743.
22544R305 CREDIT SUISSE COMM R	162,877.	151,294.
25264S833 DIAMOND HILL LONG-SH	62,402.	64,498.
256206103 DODGE & COX INT'L ST	165,707.	147,387.
339128100 JP MORGAN MID CAP VA	80,509.	81,296.
38142Y401 GOLDMAN SACHS GRTH	43,272.	76,742.
411511504 HARBOR CAPITAL APRCT	182,835.	179,626.
448108100 HUSSMAN STRATEGIC GR	124,792.	122,816.
464287200 ISHARES S & P 500 IN	111,232.	117,521.
487300808 KEELEY SMALL CAP VAL	87,460.	81,997.
552983694 MFS VALUE FUND-CLASS	92,803.	94,684.
56063J302 MAINSTAY EP US EQUIT	91,728.	89,802.
589509108 MERGER FD SH BEN INT	62,394.	61,448.
683974505 OPPENHEIMER DEVELOPI	96,057.	81,035.
78463X863 SPDR DJ WILSHIRE INT	117,782.	100,583.
87234N849 TCW SMALL CAP GROWTH	84,855.	76,283.
922042858 VANGUARD MSCI EMERGI	97,405.	80,814.
922908553 VANGUARD REIT VIPER	111,411.	117,160.
	-----	-----
TOTALS	1,933,003.	1,877,729.
	=====	=====

T/U/W FLOWERS CHRTBL FNDTN TTEE

22-6318172

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
04315J209 ARTIO TOTAL RTN BD		
256210105 DODGE & COX INC FD		
261980494 DREYFUS EMERGING MKT	294,126.	310,507.
693390841 PIMCO HIGH YIELD FD	97,400.	88,768.
693390700 PIMCO TOTAL RTN FD		
94985D582 WELLS FARGO ADVTG IN	300,516.	312,321.
72369B406 PIONEER HIGH YIELD F		
693391559 PIMCO EMERGING MKT		
693390882 PIMCO FOREIGN BD FD		
34984T881 GOLDEN LARGE CAP COR	96,341.	99,195.
38142Y401 GOLDMAN SACHS GRWTH		
38142Y773 GOLDMAN SACHS LARGE		
339128100 JP MORGAN MID CAP		
487300808 KEELEY SMALL CAP VAL		
784924425 SSGA EMERGING MKT		
87234N849 TCW SMALL CAP GRWTH		
949915565 WELLS FARGO ADVTG EN		
04315J837 ARTIO INTERNATIONAL		
256206103 DODGE & COX INTERNAT		
922042858 VANGUARD EMERGING MK		
51855Q655 LAUDUS MONDRIAN INTL	99,841.	93,921.
76628T645 RIDGEWORTH SEIX HY B	173,400.	174,225.
77957P105 T ROWE PRICE SHORT T	40,894.	40,557.
	-----	-----
TOTALS	1,102,518.	1,119,494.
	=====	=====

T/U/W FLOWERS CHRTBL FNDTN TTEE

22-6318172

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV	C OR F
-----	-----	-----

61744J317 MORGAN STANLEY INSTI	C	
722005667 PIMCO COMMODITY RTN	C	
922908553 VANGUARD REIT VIPER	C	

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE ROUNDING	18,042. 1.

TOTAL	18,043. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION	AMOUNT
-----	-----

MUTUAL FUND POSTING DATE AFTER TYE	4,633.
------------------------------------	--------

TOTAL	----- 4,633.
-------	-----------------

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WELLS FARGO BANK NA

ADDRESS:

1525 WEST WT HARRIS BLVD

CHARLOTTE, NC 28288 1114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 39,381.

TOTAL COMPENSATION:

39,381.

=====

T/U/W FLOWERS CHRTBL FNDTN TTEE
FORM 990PF, PART XV - LINES 2a - 2d

22-6318172

=====

RECIPIENT NAME:

Andrea Duggins

ADDRESS:

One West fourth St 2nd Floor

Winston Salem, NC 27101

FORM, INFORMATION AND MATERIALS:

E Mail grantadministration@wellsfargo.com

SUBMISSION DEADLINES:

March 15th for May Meeting

RESTRICTIONS OR LIMITATIONS ON AWARDS:

to the Geographic region as noted in the Application
and Instructions

STATEMENT 12

=====

RECIPIENT NAME:

WILLIAMGSTOWN HIGH SCHOOL

ADDRESS:

700 NORTH TUCKAHOE ROAD

WILLIAMSTOWN, NJ 08094

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

MASONIC CHARITY FOUNDATION

ADDRESS:

902 JACKSONVILLE ROAD

BURLINGTON, NJ 08016

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

HOLY TRINITY EPISCOPAL CHURCH

ADDRESS:

11 NORTH MONROE AVENUE

WENONAH, NJ 08090

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,700.

=====

RECIPIENT NAME:

ST JAMES EPISCOPAL CHURCH

ADDRESS:

300 BROADWAY

LONG BRANCH, NJ 07740

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,430.

RECIPIENT NAME:

THE ARC GLOUCESTER

ADDRESS:

1555 GATEWAY BLVD

WOODBURY, NJ 08096-1018

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 11,400.

RECIPIENT NAME:

MEMORIAL PRESBYTERIAN CHURCH

ADDRESS:

202 EAST MANTUA AVENUE

WENONA, NJ 08090

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

GATEWAY REGIONAL HIGH SCHOOL

ADDRESS:

775 TANYARD ROAD

WOODBURY HEIGHTS, NJ 08096

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CLAYTON HIGH SCHOOL

ADDRESS:

350 E CLINTON ST

CLAYTON, NJ 08312

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

PITMAN HIGH SCHOOL

ADDRESS:

225 LINDEN AVENUE

PITMAN, NJ 08071

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DELSEA REGIONAL HIGH SCHOOL
ADDRESS:
P O BOX 405
FRANKLINVILLE, NJ 08322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CLEARVIEW REGIONAL HIGH SCHOOL
ADDRESS:
625 BREAKNECK ROAD
MULLICA HILL, NJ 08062
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
YMCA OF GLOUCESTER COUNTY
ADDRESS:
204 SHELL ROAD
CARNEYS POINT, NJ 08069
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 6,000.

=====

RECIPIENT NAME:

UNDERWOOD MEMORIAL HOSPITAL

ADDRESS:

509 NORTH BROAD ST

WOODBURY, NJ 08096

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TAYLOR MEMORIAL BAPTIST CHURCH

ADDRESS:

P O BOX 235

PAULSBORO, NJ 08066

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,500.

RECIPIENT NAME:

BILLINGSPORT UMC

ADDRESS:

506 WEST BROAD ST

GIBBSTOWN, NJ 08027

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 19,000.

=====

RECIPIENT NAME:

APPEL FARM ARTS & MUSIC

ADDRESS:

457 SHIRLEY ROAD

ELMER, NJ 08318

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

WASHINGTON TOWNSHIP HIGH SCHOOL

ADDRESS:

519 HURFVILLE - CROSS KEYS ROAD

SEWELL, NJ 08080

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

GLASSBORO HIGH SCHOOL

ADDRESS:

550 BOWE BLVD

GLASSBORO, NJ 08028

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DEPTFORD TOWNSHIP HIGH SCHOOL
ADDRESS:
575 S FOX RUN ROAD
DEPTFORD, NJ 08098
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
WENONAH UNITED METH CHURCH
ADDRESS:
105 E WILLOW STREET
WENONAH, NJ 08090
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
YOUNG AUDIENCES OF NJ
ADDRESS:
200 FORRESTAL ROAD
PRINCETON, NJ 08540
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

HOLY NATIVITY CHURCH

ADDRESS:

3 LENAPE TRAIL

WENONAH, NJ 08090

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PAULSBORO HIGH SCHOOL

ADDRESS:

670 NORTH DELAWARE ST

PAULSBORO, NJ 08066

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

ST PAUL UNITED METHODIST CHURCH

ADDRESS:

16 EAST BROAD ST

PAULSBORO, NJ 08066

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 9,000.

TOTAL GRANTS PAID:

149,030.

=====

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for
Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

T/U/W FLOWERS CHRTBL FNDTN TTEE

Employer identification number

22-6318172

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					4,409.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-9,117.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-4,708.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					9,547.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-25,353.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-15,806.

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Schedule D (Form 1041) 2011

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-4,708.
14	Net long-term gain or (loss):			
a	Total for year	14a		-15,806.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		-20,514.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

T/U/W FLOWERS CHRTBL FNDTN TTEE

Employer identification number

22-6318172

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2400.6 ARTIO TOTAL RETURN #1524	02/04/2011	05/23/2011	32,816.00	32,000.00	816.00
128. ARTIO INTERNATIONAL E	02/04/2011	08/24/2011	1,389.00	1,600.00	-211.00
1680. DODGE & COX INCOME F	05/25/2011	06/09/2011	22,781.00	22,714.00	67.00
3997. DODGE & COX INCOME F	05/25/2011	10/20/2011	53,080.00	54,039.00	-959.00
67. DREYFUS EMG MKT DEBT L	02/04/2011	05/23/2011	1,002.00	970.00	32.00
270. DREYFUS EMG MKT DEBT #6083	02/04/2011	06/09/2011	4,088.00	3,910.00	178.00
5. FLEMING CAP MUTUAL FUND MORGAN MID CAP VALUE FUND	12/28/2010	02/02/2011	120.00	118.00	2.00
246. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/28/2010	05/23/2011	6,194.00	5,786.00	408.00
40. FLEMING CAP MUTUAL FUN MORGAN MID CAP VALUE FUND	12/28/2010	06/09/2011	986.00	941.00	45.00
1147. FLEMING CAP MUTUAL F P MORGAN MID CAP VALUE FUND	12/28/2010	08/24/2011	25,234.00	26,977.00	-1,743.00
238. FLEMING CAP MUTUAL FU MORGAN MID CAP VALUE FUND	12/28/2010	10/20/2011	5,434.00	5,598.00	-164.00
100. HARBOR FD CAP APPRECI	05/25/2011	06/09/2011	3,813.00	3,894.00	-81.00
456. HARBOR FD CAP APPRECI	05/25/2011	10/20/2011	16,840.00	17,757.00	-917.00
100. KEELEY SMALL CAP VAL #2251	12/28/2010	02/02/2011	2,573.00	2,517.00	56.00
90. KEELEY SMALL CAP VAL F	12/28/2010	05/23/2011	2,345.00	2,265.00	80.00
151. KEELEY SMALL CAP VAL #2251	12/28/2010	10/20/2011	3,390.00	3,801.00	-411.00
140. MFS VALUE FUND-CLASS	05/25/2011	06/09/2011	3,321.00	3,387.00	-66.00
3185. MFS VALUE FUND-CLASS	05/25/2011	10/20/2011	69,337.00	77,045.00	-7,708.00
185. OPPENHEIMER DEVELOPIN	05/25/2011	06/09/2011	6,592.00	6,462.00	130.00
2000. PIMCO FDS PAC INVT M TOTAL RETURN FD INSTL CL	05/25/2011	06/09/2011	22,080.00	22,060.00	20.00
4755. PIMCO FDS PAC INVT M TOTAL RETURN FD INSTL CL	05/25/2011	10/20/2011	51,116.00	52,448.00	-1,332.00
465.116 PIMCO FDS PAC INVT HIGH YLD FD INSTL CL	02/04/2011	08/24/2011	4,098.00	4,400.00	-302.00
420. PIMCO FOREIGN BOND FU	05/25/2011	06/09/2011	4,393.00	4,383.00	10.00
103.918 PIMCO EMERG MKTS B	05/25/2011	06/09/2011	1,171.00	1,167.00	4.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust

T/U/W FLOWERS CHRTBL FNDTN TTEE

Employer identification number

22-6318172

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

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1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	-9,117.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

T/U/W FLOWERS CHRTBL FNDTN TTEE

22-6318172

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10193.4 ARTIO TOTAL RETURN #1524	01/11/2010	05/23/2011	139,344.00	129,082.00	10,262.00
470. ARTIO TOTAL RETURN BD #1524	12/01/2008	06/09/2011	6,425.00	5,819.00	606.00
2962. ARTIO TOTAL RETURN B #1524	12/01/2008	08/24/2011	41,083.00	36,670.00	4,413.00
4394.326 ARTIO TOTAL RETUR #1524	12/01/2008	10/20/2011	60,774.00	54,402.00	6,372.00
343.41126 ARTIO INTERNATIO 1529	07/09/2008	06/09/2011	4,320.00	5,113.00	-793.00 *
456.58874 ARTIO INTERNATIO 1529	07/09/2008	06/09/2011	5,744.00	6,799.00	-1,055.00
11723. ARTIO INTERNATIONAL 1529	01/11/2010	08/24/2011	127,195.00	172,787.00	-45,592.00
2910.874 ARTIO INTERNATIONAL 1529	04/09/2010	10/20/2011	29,196.00	29,884.00	-688.00
195. DODGE & COX INT'L STO 1048	07/09/2008	02/02/2011	7,186.00	7,677.00	-491.00
170.97595 DODGE & COX INT' 1048	07/09/2008	06/09/2011	6,234.00	6,731.00	-497.00
9.02405 DODGE & COX INT'L 1048	07/09/2008	06/09/2011	329.00	355.00	-26.00 *
1037. DODGE & COX INT'L ST 1048	07/09/2008	08/24/2011	32,437.00	40,827.00	-8,390.00
250. GOLDEN LARGE CAP CORE 3465. GOLDEN LARGE CAP COR	07/09/2008	02/02/2011	2,703.00	2,643.00	60.00
110. GOLDEN LARGE CAP CORE 4481. GOLDEN LARGE CAP COR	07/09/2008	05/23/2011	38,080.00	36,625.00	1,455.00
8089.241 GOLDEN LARGE CAP 280. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	07/09/2008	06/09/2011	1,186.00	1,163.00	23.00
112. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	07/09/2008	08/24/2011	42,928.00	47,364.00	-4,436.00
1003. GOLDMAN SACHS GROWT OPPORTUNITIES INSTITUTIONAL	01/11/2010	10/20/2011	80,083.00	82,162.00	-2,079.00
282. GOLDMAN SACHS GROWTH ES INSTITUTIONAL SHARES	12/01/2008	02/02/2011	6,972.00	3,486.00	3,486.00
40. GOLDMAN SACHS LARGE C FUND INSTITUTIONAL SHARES	12/01/2008	05/23/2011	2,877.00	1,394.00	1,483.00
7029. GOLDMAN SACHS LARGE FUND INSTITUTIONAL SHARES	12/01/2008	08/24/2011	21,675.00	12,487.00	9,188.00
60. GOLDMAN SACHS LARGE C FUND INSTITUTIONAL SHARES	12/01/2008	10/20/2011	6,283.00	3,511.00	2,772.00
6688. GOLDMAN SACHS LARGE FUND INSTITUTIONAL SHARES	07/09/2008	02/02/2011	494.00	498.00	-4.00
	07/09/2008	05/23/2011	86,949.00	87,441.00	-492.00
	07/09/2008	06/09/2011	726.00	746.00	-20.00
	07/09/2008	08/24/2011	69,221.00	83,199.00	-13,978.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

T/U/W FLOWERS CHRTBL FNDTN TTEE

22-6318172

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3111.326 GOLDMAN SACHS LA VALUE FUND INSTITUTIONAL SH	07/09/2009	10/20/2011	33,073.00	29,712.00	3,361.00
230. MORGAN STANLEY INS IN #8001	07/09/2008	02/02/2011	4,439.00	4,825.00	-386.00
7229.254 MORGAN STANLEY IN #8001	04/09/2010	05/23/2011	137,211.00	126,472.00	10,739.00
238.875 PIMCO FDS PAC INVT HIGH YLD FD INSTL CL	08/10/2006	06/09/2011	2,250.00	2,288.00	-38.00
321.125 PIMCO FDS PAC INVT HIGH YLD FD INSTL CL	08/10/2006	06/09/2011	3,025.00	3,076.00	-51.00 *
10190.943 PIMCO FDS PAC IN HIGH YLD FD INSTL CL	04/09/2010	08/24/2011	89,782.00	96,040.00	-6,258.00
276.082 PIMCO EMERG MKTS B	08/10/2006	06/09/2011	3,111.00	3,089.00	22.00
5504.32 PIMCO EMERG MKTS B	04/09/2010	08/24/2011	61,924.00	59,970.00	1,954.00
1810. PIMCO COMMODITY REAL STRAT-I#45	08/10/2006	02/02/2011	17,249.00	27,765.00	-10,516.00
838.19286 PIMCO COMMODITY STRAT-I#45	08/10/2006	06/09/2011	8,164.00	12,858.00	-4,694.00
591.80714 PIMCO COMMODITY STRAT-I#45	08/10/2006	06/09/2011	5,764.00	9,078.00	-3,314.00 *
5335. PIMCO COMMODITY REAL STRAT-I#45	10/09/2008	08/24/2011	47,108.00	74,752.00	-27,644.00
8528.832 PIMCO COMMODITY R STRAT-I#45	04/09/2010	10/20/2011	64,649.00	63,106.00	1,543.00
95. PIONEER HIGH YIELD FD-	07/09/2008	02/02/2011	991.00	934.00	57.00
299.008 PIONEER HIGH YIELD	07/09/2008	06/09/2011	3,125.00	2,939.00	186.00
9650.421 PIONEER HIGH YIEL	04/09/2010	08/24/2011	91,003.00	90,381.00	622.00
130. SSGA EMERGING MARKETS	10/09/2008	02/02/2011	2,911.00	1,798.00	1,113.00
3896.255 SSGA EMERGING MAR #1510	12/01/2008	05/23/2011	86,224.00	47,673.00	38,551.00
410.723 WELLS FARGO ADV IN #4705	01/11/2010	06/09/2011	4,953.00	4,766.00	187.00
634. WELLS FARGO ADV INTL #4705	04/09/2010	08/24/2011	7,912.00	7,201.00	711.00
4692.137 WELLS FARGO ADV I #4705	07/09/2009	10/20/2011	55,461.00	49,148.00	6,313.00
1770. WF ADV ENDEAVOR SELE	07/09/2008	02/02/2011	18,143.00	19,346.00	-1,203.00
10242. WF ADV ENDEAVOR SEL	07/09/2008	05/23/2011	105,697.00	111,945.00	-6,248.00
120. WF ADV ENDEAVOR SELEC	07/09/2008	06/09/2011	1,216.00	1,312.00	-96.00
10031.259 WF ADV ENDEAVOR #3124	04/09/2010	08/24/2011	90,783.00	86,810.00	3,973.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-25,353.00

* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011

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