Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , **and ending**

Name of foundation: FLINT FAMILY FOUNDATION

A Employer identification number: 30-0582777

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 490

Room/suite:

B Telephone number: 918-587-8451

City or town, state, and ZIP code: TULSA, OK 74101

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,131,051.

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

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

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

			(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	7,000,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,041.	37,041.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	115,152.			
	b	Gross sales price for all assets on line 6a 514,485.				
	7	Capital gain net income (from Part IV, line 2)		115,152.		
	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	13,659.	16,880.		Statement 2
	12	**Total.** Add lines 1 through 11	7,165,852.	169,073.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	224.	224.		0.
	b	Accounting fees				
	c	Other professional fees Stmt 4	23,825.	23,825.		0.
	17	Interest	374.	374.		0.
	18	Taxes Stmt 5	3,233.	2,483.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	650.	650.		0.
	22	Printing and publications	246.	246.		0.
	23	Other expenses Stmt 6	6,403.	6,403.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,955.	34,205.		0.
	25	Contributions, gifts, grants paid	150,300.			150,300.
	26	**Total expenses and disbursements.** Add lines 24 and 25	185,255.	34,205.		150,300.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	6,980,597.			
	b	**Net investment income** (if negative, enter -0-)		134,868.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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LHA **For Paperwork Reduction Act Notice, see instructions**

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		9,185.	16,296.	16,296.
	2	Savings and temporary cash investments		1,118,874.	1,756,065.	1,756,065.
	3	Accounts receivable ▶	852.			
		Less: allowance for doubtful accounts ▶		3,487.	852.	852.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	Stmt 7	1,403,651.	7,722,017.	8,019,782.
	c	Investments - corporate bonds	Stmt 8	127,553.	131,577.	137,639.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	Stmt 9	1,121,912.	1,131,197.	1,200,417.
	14	Land, buildings, and equipment: basis ▶	8,200.			
		Less accumulated depreciation ▶	8,200.			
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		3,784,662.	10,758,004.	11,131,051.
Liabilities	17	Accounts payable and accrued expenses		7,255.		
	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)		7,255.	0.	
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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		3,777,407.	10,758,004.	
	30	**Total net assets or fund balances**		3,777,407.	10,758,004.	
	31	**Total liabilities and net assets/fund balances**		3,784,662.	10,758,004.	

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	3,777,407.
2	Enter amount from Part I, line 27a	2	6,980,597.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,758,004.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,758,004.

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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				
b	See Attached Statement			
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				
b				
c				
d				
e	514,485.		399,333.	115,152.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				115,152.

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 } 2 115,152.

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))
2010	150,000.	4,142,929.	.036206
2009	153,500.	3,268,319.	.046966
2008	326,951.	2,630,454.	.124295
2007	287,628.	2,875,545.	.100026
2006	99,824.	2,102,026.	.047489

2	**Total** of line 1, column (d)	2	.354982
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	.070996
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,588,899.
5	Multiply line 4 by line 3	5	325,793.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,349.
7	Add lines 5 and 6	7	327,142.
8	Enter qualifying distributions from Part XII, line 4	8	150,300.

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	2,697.
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	2,697.
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	2,697.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	375.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	375.
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	2,322.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 10	10	X	

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 ▶ EVELYN FIFER Telephone no. ▶918-587-8451

Located at ▶1625 WEST 21 STREET, TULSA, OK ZIP+4 ▶74107

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

		Yes	No
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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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)? N/A	1b		
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.) 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? ☐ 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.)* 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 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBIN F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
CHARLES W. FLINT, III 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
SUSAN F. SEAY 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
KELLEY F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	3,545,636.
b	Average of monthly cash balances			1b	1,113,145.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,658,781.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	4,658,781.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	69,882.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	4,588,899.
6	**Minimum investment return.** Enter 5% of line 5			6	229,445.

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	229,445.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,697.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,697.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	226,748.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	226,748.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	226,748.

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	150,300.
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	150,300.
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	150,300.

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					226,748.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007	69,694.				
c From 2008	196,276.				
d From 2009					
e From 2010					
f **Total** of lines 3a through e		265,970.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 150,300.					
a Applied to 2010, 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 2011 distributable amount					150,300.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		76,448.			76,448.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		189,522.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					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 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		189,522.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008	189,522.				
c Excess from 2009					
d Excess from 2010					
e Excess from 2011					

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 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)

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

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

c Any submission deadlines:

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

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 ATTACHMENT			GENERAL FUNDING	150,300.
Total			▶ 3a	150,300.
b *Approved for future payment* None				
Total			▶ 3b	0.

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	37,041.	
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			14	16,880.	<3,221.>
8 Gain or (loss) from sales of assets other than inventory			14	16,992.	98,160.
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)		0.		70,913.	94,939.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 165,852.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7	NONTAXABLE FORM K-1 CAPITAL DECREASE
8	INVESTMENT GAINS

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

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

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

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

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
N/A		

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

▶ Robin J Ballenger 23 April 2012 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

FLINT FAMILY FOUNDATION

Employer identification number

30-0582777

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total 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 Part I, 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) (2011)

Name of organization	Employer identification number
FLINT FAMILY FOUNDATION	30-0582777

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FLINT RESOURCES COMPANY, LLC 1625 WEST 21 STREET TULSA, OK 74107	$ 6,209,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	FLINT RESOURCES COMPANY, LLC 1625 WEST 21 STREET TULSA, OK 74107	$ 791,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
FLINT FAMILY FOUNDATION	30-0582777

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500,000 SHARES FLINT ENERGY SERVICES, LTD	$ 6,209,000.	12/21/11

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

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

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

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

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

Name of organization

FLINT FAMILY FOUNDATION

Employer identification number

30-0582777

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

Use duplicate copies of Part III if additional space is needed

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

(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

FLINT FAMILY FOUNDATION

Continuation for 990-PF, Part IV
30-0582777 Page 1 of 1

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	SB 30386			
b	SB 30386			
c	SB 30387			
d	SB 30387			
e	SB 30388			
f	SB 30389			
g	SB 30389			
h	SB 30390			
i	SB 30390			
j	Capital Gains Dividends			
k				
l				
m				
n				
o				

	(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	3.		3.	0.
b	29,071.		9,954.	19,117.
c	19,576.		19,276.	300.
d	66,806.		65,256.	1,550.
e	15,366.		14,832.	534.
f	15,302.		15,728.	<426.>
g	162,014.		135,476.	26,538.
h	21,998.		19,317.	2,681.
i	167,357.		119,491.	47,866.
j	16,992.			16,992.
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				0.
b				19,117.
c				300.
d				1,550.
e				534.
f				<426.>
g				26,538.
h				2,681.
i				47,866.
j				16,992.
k				
l				
m				
n				
o				

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	115,152.
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

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BRISTOL L.P.	11,282.	11,261.	21.
F&M BANCORPORATION	3,472.	0.	3,472.
ORION L.P.	5,744.	5,703.	41.
SB - 30385	251.	0.	251.
SB - 30386	3,070.	0.	3,070.
SB - 30387	8,013.	0.	8,013.
SB - 30388	4,797.	0.	4,797.
SB - 30389	7,512.	28.	7,484.
SB - 30390	5,735.	0.	5,735.
SB - 30731	4,157.	0.	4,157.
Total to Fm 990-PF, Part I, ln 4	54,033.	16,992.	37,041.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
OIL & GAS	14,048.	14,048.	
PARTNERSHIP OTHER	1,883.	1,883.	
LITIGATION PROCEEDS	703.	703.	
INVESTMENT CORRECTIONS	45.	45.	
OTHER	201.	201.	
K-1 CAPITAL	<3,221.>	0.	
Total to Form 990-PF, Part I, line 11	13,659.	16,880.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	224.	224.		0.
To Fm 990-PF, Pg 1, ln 16a	224.	224.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER	23,825.	23,825.		0.
To Form 990-PF, Pg 1, ln 16c	23,825.	23,825.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OIL & GAS PRODUCTION	1,011.	1,011.		0.
FOREIGN WITHHOLDING	1,472.	1,472.		0.
FEDERAL INCOME	750.	0.		0.
To Form 990-PF, Pg 1, ln 18	3,233.	2,483.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PARTNERSHIP OTHER	6,403.	6,403.		0.
To Form 990-PF, Pg 1, ln 23	6,403.	6,403.		0.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
F&M BANCORPORATION	7,818.	95,480.
SB- 30386	209,879.	328,423.
SB- 30387	231,371.	237,327.
SB- 30389	13,431.	18,824.
SB- 30389	428,032.	430,602.
SB- 30390	427,211.	478,927.

SB- 30731	188,947.	179,304.
SB- 30385	6,215,328.	6,250,895.
Total to Form 990-PF, Part II, line 10b	7,722,017.	8,019,782.

Form 990-PF Corporate Bonds Statement 8

Description	Book Value	Fair Market Value
SB- 30388	131,577.	137,639.
Total to Form 990-PF, Part II, line 10c	131,577.	137,639.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
ORION L.P.	COST	145,114.	143,021.
SB- 30385	COST	900,000.	971,302.
BRISTOL L.P.	COST	86,083.	86,094.
Total to Form 990-PF, Part II, line 13		1,131,197.	1,200,417.

Form 990-PF List of Substantial Contributors Part VII-A, Line 10 Statement 10

Name of Contributor	Address
FLINT RESOURCES COMPANY, LLC	1625 WEST 21 STREET TULSA, OK 74107

Flint Family Foundation
2011 Contribution List
Checks issued July 11, 2011
Revised 8/30/2011

Agency	Restriction	Amount
American Red Cross – Tulsa Area Chapter Regina Moon Chief Executive Director 10151 East 11th Street Tulsa, OK 74128	Canteeing Services Check issued 8-15-2011	2,000
A Third Place Community Foundation Ron Robison 5920 N. Owasso Ave. Turley, OK 74126	General Operations	5,000
Child Abuse Network Inc. Kate Davis, Director of Development 2829 South Sheridan Tulsa, OK 74129	Operations	5,000
Community Service Council of Greater Tulsa Jim Lyall, Director/CSC Associate Director 16 E. 16th St. Suite 202 Tulsa, OK 74119	2-1-1 Helpline	5,000
Community Sharehouse the Furniture Bank of Tulsa County Inc. William Coody, Board Chairman 1120 N. Peoria Tulsa, OK 74106	Hygienitech Mattress Sanitizing System	2,000
Counseling & Recovery Services of OK Bryan Blankenship, Executive Director 7010 S. Yale Ave., #215 Tulsa, OK 74136	General Operations – Transition Services	3,000
Court Appointed Special Advocates Pamela Dose, Executive Director 700 South Boston, Suite 230 Tulsa, OK 74119	General Operations – Staff Support	5,000
Eastern Oklahoma Donated Dental Services Pamela beard, Executive Director 3741 South Peoria Ave. Tulsa, OK 74105-3264	Operations	5,000
Goodwill Industries of Tulsa Cynthia Donathan, Workforce Development Director 2800 Southwest Blvd. Tulsa, OK 74107	Tulsa*Works* Initiative	5,000

Harvest House Phil Cunningham, Director of Development 1439 East 71st Street Tulsa, OK 74136	Utilities Assistance Program	3,000
Hospice of Green Country Tamra Moore, Executive Director 2121 S. Columbia Ave., Suite 200 Tulsa, OK 74114	Server Upgrades & Support & Hardware Upgrades	3,800
JA Worldwide Erica Irvine, VP Development 3947 S. 103rd East Ave. Tulsa, OK 74146	BizTown Educational Programming	2,000
KIPP Tulsa Academy College Preparatory, Inc. Yolantrice Collins, Development Director 1661 East Virgin St. Tulsa, OK 74106	General Operations	4,000
Leadership Tulsa, Inc. Wendy Thomas, Executive Director 1717 S. Boulder Ave., Suite 104 Tulsa, OK 74119	North Tulsa Leadership Program	2,500
Legal Aid Services of Oklahoma Sue Woodward, Development & Marketing 907 S. Detroit, Suite 725 Tulsa OK 74120	Legal Assistance	5,000
Life Senior Services, Inc. Suzy Sharp, Senior Director of Advancement 5950 East 31st St. Tulsa, OK 74135	Workplace Caregiver Program	5,000
OK Rep Theatre Co. Linda Beale, Executive Director 766 W. 13th St., #F Tulsa, OK 74127	Operation – Reel Kids Film	4,800
Oklahoma Center for Nonprofits Inc. Marnie Taylor, President & CEO 720 W. Wilshire Blvd., Suite 115 Oklahoma City, OK 73116	Education Programs	2,500
Owasso Community Resources, Inc. Nadia Guevara, Executive Director PO Box 2280 Owasso, OK 74055	Basic Needs Program	3,000

Palmer Continuum of Care Inc. Laura Chalus, Director of Development 5151 E 51st St., Suite 106 Tulsa, OK 74135	Operating Funds – Children's Day Care Program	5,000
Philbrook Museum of Art, Inc. Janet W. Walker, Development Manager 2727 Rockford Road Tulsa, OK 74114	Spot's Suitcase Outreach Program	4,000
RARC, Inc. Freda Cowart, Executive Director PO Box 834 Jenks, OK 74037	Employment Services Program	5,000
Rebuilding Together Tulsa Jennifer Barcus-Schafer, CEO PO Box 52201 Tulsa, OK 74152	AmeriCorps Service Member – Support	3,000
Resonance Center for Women Inc. Pam Richardson, Executive Director 1608 S. Elwood Ave. Tulsa, OK 74119	General Operations	5,000
Show, Inc. Collette Beil, Executive Director 425 W Wells Blvd. Sapulpa, OK 74066	Operating Support	5,000
Spay Oklahoma, Inc. Nancy Atwater, Secretary/Treasurer 501 S. Boston, Suite 900 Tulsa, OK 74103	Sliding Scale Fees	5,000
Teach for America Justin Harlan, Operations Associate 209 S. Lakewood Ave. Tulsa, OK 74122	Operations for Tulsa Area Teachers	4,000
The San Miguel School of Tulsa Alison Stookey, Director of Mission Advancement 2444 East Admiral Blvd. Tulsa, OK 74110	Literacy Program	5,000
Town & Country School Karen Szabo, Community & Development Dir. 5150 E. 101st St. Tulsa, OK	Financial Aid	5,000

Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	**Tulsa Reaches Out Designated Fund** - Youth Development Grant Programs Ben Stewart, Program Officer 7030 S. Yale, Suite 600 Tulsa, OK 74136	5,000
Tulsa Community Foundation 7030 S. Yale Ave. #600 Tulsa, OK 74136	**Summer Leadership Academy Designated Fund** - Operations Bert Bibbens, Director 5666 E. 81st St. Tulsa, OK 74137	1,000
Tulsa Girls Art School Project Inc. Matt Moffett, Executive Director 2202 E. Admiral Blvd. Tulsa, OK 74110	Salary Support – Full Time Teacher	4,000
Tulsa Library Trust Larry Bartley, Trust & Development Director 400 Civic Center Tulsa, OK 74103-3830	2012 Summer Reading Program	3,200
Up With Trees 1102 South Boston Ave. Tulsa, OK 74119	Tree Maintenance	500
Young Mens Christian Association of Greater Tulsa Laura Hailey-Butler, VP of Mission Advancement 420 S. Main St., Suite 200 Tulsa, OK 74103	Early Childhood Development – Hutcherson	5,000
Young Womens Christian Association Felicia Collins Correia, CEO 1901 S. Lewis Ave., Suite 200 Tulsa, OK 74104-5708	Child and Youth Development Program	3,000
Youth at Heart Lou Ann Marlar, Director of Development 6026 S. Sheridan Rd. Tulsa, OK 74153-0798	Educational Enrichment Program – After-School	5,000
Youth Services of Tulsa, Inc. James M. Walker, Executive Director 311 South Madison Ave. Tulsa, OK 74120	Transitional Living Program	5,000
Total		$150,300

FLINT FAMILY FOUNDATION
Account Number 644-30386-14 022

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	.0771	AMC NETWORKS INC-A	04/01/11	07/01/11	$ 2 99	$ 2 94		$ 05
		CASH IN LIEU OF 25000						
		RECORD 06/16/11 PAY 06/30/11						
Total					**$ 2 99**	**$ 2.94**		**$ 05**

Details of Long Term Gain (Loss) 2011

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Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	75	CORE LABORATORIES N V-USD	07/03/01	03/30/11	$ 7.663.58	$ 721 34		$ 6,942 24
125000020	15	CORE LABORATORIES N V-USD	07/03/01	03/31/11	1,532.04	144 27		1,387 77
125000030	.0037	AMC NETWORKS INC-A	07/03/01	07/01/11	.14	.17	(.03)	
	.0221	CASH IN LIEU OF .25000	10/23/01		.85	.55		30
	.1471	RECORD 06/16/11 PAY 06/30/11	01/17/03		5.68	1.21		4 47
125000040	35	GENZYME CORP	07/03/01	02/17/11	2,635.91	2,063 66		572.25
	75	CGMI AND/OR ITS AFFILIATES	06/13/02		5,648.38	2,075 09		3,573 29
	125		01/17/03		9 413 97	4,445 00		4,968 97
125000050	1.7931	MADISON SQUARE GARDEN INC	07/03/01	04/05/11	48 63	60 45	(11 82)	
	7.4483	CGMI AND/OR ITS AFFILIATES	10/23/01		202 00	137.77		64.23
	33.6552	TRADE AS OF 04/05/11	01/17/03		912.73	206.35		706 38
	21.1034		08/15/02		572 33	.01		572.32[c]
125000060	16	MADISON SQUARE GARDEN INC	01/17/03	04/06/11	435.05	98.10		336.95
		CGMI AND/OR ITS AFFILIATES						
Total					**$ 29,071 29**	**$ 9,953 97**	**($ 11 85)**	**$ 19,129 17**

[c] *Based on information supplied by Client or other financial institution, not verified by us*

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	278	AIA GROUP LTD SPONSORED ADR	03/10/11	09/12/11	$ 3,513.27	$ 3,378.62		$ 134 65
125000040	3367	ATLANTIA SPA-EUR	01/14/11	06/20/11	3.45	3 57	(12)	
	.158	UNSPON ADR	02/09/11		1.62	1.74	(.12)	
	1553	CASH IN LIEU OF .65000 RECORD 06/13/11 PAY 06/20/11	02/15/11		1.59	1.69	(.10)	
125000050	132	ATLANTIA SPA-EUR UNSPON ADR	01/14/11	11/11/11	949.40	1,399.04	(449 64)	
125000160	20	HSBC HLDG PLC SP ADR NEW	08/10/10	03/16/11	1,008 89	1,055.66	(46 77)	
	16	TRADE AS OF 03/16/11	09/20/10		807.11	840.05	(32.94)	
125000210	16	ING GROEP NV SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	10/25/10	01/06/11	158.47	182 23	(23.76)	
125000220	198	ING GROEP NV SPONS ADR	10/25/10	07/13/11	2,133.80	2,255.04	(121.24)	
125000230	16	JS GROUP CORP UNSPON ADR	01/19/11	10/14/11	689.67	716.35	(26.68)	
125000240	291	LLOYDS TSB GRP PLC SP ADR	11/08/10	07/05/11	905.89	1,307.72	(401.83)	
125000260	116	NIDEC CORPORATION SPON ADR	07/16/10	01/28/11	2,721 69	2,682.73		38.96
125000290	11	POTASH CORP SASK INC-	07/08/10	01/10/11	1,814.86	984 20		830.66
125000330	13	SIEMENS A G SPONS ADR	02/28/11	08/04/11	1,451.06	1,751.41	(300.35)	
125000370	56	SUN HUNG KAI PPTYS LTD SPONS ADR -USD CGMI AND/OR ITS AFFILIATES	11/22/10	04/15/11	902.47	939.33	(36.86)	
125000380	64	TECHNIP ADR	09/23/10	04/12/11	1,749.11	1,235 94		513.17
125000390	28	TECHNIP ADR	09/23/10	04/13/11	763.52	540.72		222 80
Total					**$ 19,575 87**	**$ 19,276 04**	**($ 1,440 41)**	**$ 1,740.24**

FLINT FAMILY FOUNDATION

Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	116	UBS AG (NEW)	10/21/09	09/15/11	$ 1,319.57	$ 2,199.76	($ 880 19)	
125000020	148	UBS AG (NEW)	10/21/09	10/03/11	1,625.70	2,806.58	(1,180.88)	
	30		09/01/10		329.53	524.41	(194 88)	
	54		09/23/10		593.17	948 14	(354 97)	
125000060	35	BAE SYSTEMS PLC SPON ADR	04/17/08	02/01/11	753.87	1,307.19	(553.32)	
	36	CGMI AND/OR ITS AFFILIATES	05/12/08		775.41	1,359 88	(584.47)	
	28		08/05/08		603.09	1,021.92	(418.83)	
	32		10/09/08		689.25	829.75	(140 50)	
	47		10/15/08		1,012.34	1,182.40	(170 06)	
	13		10/31/08		280.00	289 53	(9 53)	
125000070	14	BG GROUP PLC SPON ADR CGMI AND/OR ITS AFFILIATES	07/18/08	05/11/11	1,607.38	1,531.18		76.20
125000080	29	CANON INC ADR	04/18/00	02/15/11	1,365.46	749.17		616.29 c
	15		12/06/02		706.27	384 49		321 78
	21		09/12/07		988.79	1.116.48	(127 69)	
125000090	29	DAITO TRUST CONSTRUCTION ADR	06/23/10	10/17/11	672.99	393 99		279.00
125000100	179	DANONE SPONS ADR CGMI AND/OR ITS AFFILIATES	07/02/10	08/30/11	2,346.12	2,007.65		338 47
125000110	4	ENI SPA SPONSORED ADR SBX=H1 SBX CONNECTIVITY BUSINESS	04/18/00	01/06/11	178 68	80.80		97.88 c
125000120	19	ENI SPA SPONSORED ADR	04/18/00	02/23/11	895.68	383.80		511 88 c
	1		02/15/08		47.14	65 86	(18 72)	
	15		02/20/08		707.12	1,009.78	(302 66)	
	23		04/04/08		1,084 25	1,628.66	(544.41)	
	12		04/16/08		565 69	896.50	(330 81)	
125000130	50	FANUC LTD JAPAN-JPY	05/07/09	01/12/11	1,300.11	684.88		615.23
125000140	7	GLAXOSMITHKLINE PLC SP ADR SBX=H1 SBX CONNECTIVITY BUSINESS	03/11/97	01/06/11	272.12	470.89	(198 77) c	
125000150	81	HSBC HLDG PLC SP ADR NEW	06/18/09	03/10/11	4,296.51	3,508.91		787.60

2011 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	39	HSBC HLDG PLC SP ADR NEW	06/18/09	03/16/11	$ 1,967.34	$ 1,689 48		$ 277.86
		TRADE AS OF 03/16/11						
125000170	31	HONDA MOTOR CO LTD ADR-NEW	06/14/10	08/04/11	1,161.54	911.70		249 84
125000180	36	HONDA MOTOR CO LTD ADR-NEW	06/14/10	08/17/11	1,196.11	1,058.75		137 36
125000190	60	HOYA CORP SPONSORED ADR	06/01/05	04/05/11	1,252 35	1,692.62	(440.27)	
	62	USD	09/26/08		1,294.10	1,279.51		14 59
	45	CGMI AND/OR ITS AFFILIATES	10/15/08		939 27	851 56		87.71
	19		03/02/09		396.58	341.75		54.83
125000200	27	IMPERIAL TOBACCO GROUP PLC	07/31/08	02/16/11	1,683.23	2,039.03	(355 80)	
	23	SPONSORED ADR	09/24/08		1,433.86	1,571.29	(137.43)	
	12	CGMI AND/OR ITS AFFILIATES	02/27/09		748.10	579.11		168 99
125000240	923	LLOYDS TSB GRP PLC SP ADR	01/29/10	07/05/11	2,873.33	3,045.90	(172.57)	
125000250	33.1149	NESTLE S A SPONSORED ADR	04/11/00	01/18/11	1,797.43	617.60		1,179.83 c
	49.8851	CGMI AND/OR ITS AFFILIATES	07/06/07		2,707.70	1,924.21		783 49
125000270	18	NOVO-NORDISK A S ADR	04/23/09	04/28/11	2,266.39	847.17		1,419 22
125000280	21	NOVO-NORDISK A S ADR	04/23/09	12/22/11	2,337.16	988.36		1,348.80
125000300	91	PRUDENTIAL PLC ADR	11/05/08	07/20/11	1,975.84	1,200.37		775 47
	42		03/23/09		911.93	429.89		482 04
125000310	28	ROYAL DUTCH SHELL PLC ADR	04/30/10	09/07/11	1,822.42	1,761.33		61 09
		CL A						
125000320	65	SAMPO OYJ-EUR	07/23/10	10/24/11	873 55	765 56		107 99
125000340	85	SINGAPORE TELECOMMUNICATIO	08/03/07	02/23/11	1,912.21	1,947.98	(35.77)	
	86	SPONSORED ADR NEW	03/20/09		1,934.71	1,387.75		546 96
		CGMI AND/OR ITS AFFILIATES						
125000350	39	SUMITOMO MITSUI FINL GROUP	01/24/06	01/06/11	273.12	836.26	(563.14)	
		INC-JPY						
		SBX=H1						
		SBX CONNECTIVITY BUSINESS						
125000360	6 9749	SUMITOMO MITSUI FINL GROUP	01/24/06	05/17/11	40.19	149.56	(109 37)	
	122.4332	INC-JPY	05/08/08		705.47	2,062.64	(1,357.17)	
	101.9444		05/19/08		587.41	1,706.84	(1,119 43)	
	67 6475		05/01/09		389.79	468.57	(78.78)	
125000370	160	SUN HUNG KAI PPTYS LTD	06/29/09	04/15/11	2,578.49	2,067.62		510.87
		SPONS ADR -USD						
		CGMI AND/OR ITS AFFILIATES						

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000400	3	TOTAL S A SPONS ADR SBX=H1 SBX CONNECTIVITY BUSINESS	04/11/00	01/06/11	$ 162.31	$ 110.07		$ 52 24 c
125000410	60	TULLOW OIL PLC UNSPON ADR CGMI AND/OR ITS AFFILIATES	12/08/09	04/11/11	720.71	628 60		92.11
125000420	58	TULLOW OIL PLC UNSPON ADR CGMI AND/OR ITS AFFILIATES	12/08/09	04/13/11	670.22	607.65		62 57
125000430	96	WM MORRISON SUPERMARKETS PLC-GBP	11/05/09	08/12/11	2,177.23	2,305.28	(128.05)	
Total					**$ 66,806.33**	**$ 65,256 61**	**($ 10,508.47)**	**$ 12,058.19**

c *Based on information supplied by Client or other financial institution, not verified by us.*

Details of Deposits and Withdrawals 2011

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/11/11	FROM 644-12343-01 TO 644-30387-01	$ .33
210000300	09/13/11	AIA GROUP LTD SPONSORED ADR REV ADR FEE OF 07000/SHR RECORD 08/11/11 PAY 09/12/11	19.46
210000200	01/11/11	FROM 644-12343-01 TO 644-30387-01	$ 129 43
Total			**$ 149.22**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/10/11	ESPRIT HLDGS SPON ADR ADR FEE OF .02000 PER SHR RECORD 11/16/10 PAY 01/10/11		$ 4.64
220000200	01/21/11	CONSULTING & ADVISORY SERVICES FROM 01/01/11 TO 03/31/11		$ 669.25

2011 Year End Summary

FLINT FAMILY FOUNDATION
Account Number 644-30388-12 022

Details of Long Term Gain (Loss) 2011

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Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	5,000	CISCO SYSTEMS INC DTD 02/22/2006 DUE 02/22/2011 RATE 5.250	01/25/07	02/22/11	$ 5,000 00	$ 4,999.10 **$ 4,999 10**	$ 90 **$ .90**	$ 0.00 $ 90
125000020	2,000	U S TREASURY NOTE SER B-2012 DTD 02/15/2002 DUE 02/15/2012 RATE 4.875 YIELD .097MTY	09/15/05	10/14/11	2,031.41	2,092 81 **2,005 16**	(61.40) **26.25**	0.00 26.25
125000030	4,000	U S TREASURY NOTES SER E-2011 DTD 02/28/2006 DUE 02/28/2011 RATE 4 500	09/29/09	02/28/11	4,000.00	4,218.75 **4,000 00**	(218 75) **0.00**	0.00 0.00
125000040	4,000	U S TREASURY NOTES SER C-2019 DTD 05/15/2009 DUE 05/15/2019 RATE 3.125 YIELD 1 959MTY	12/23/09	08/09/11	4,334 38	3,827 50 **3,827 50**	506.88 **506 88**	25 78 481.10
Total					**$ 15,365.79**	$ 15,138 16 **$ 14,831 76**	$ 227 63 **$ 534 03**	$ 25.78 $ 508 25

Details of Accrued Income 2011

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000200	U S TREASURY NOTE SER B-2012 DTD 02/15/2002 DUE 02/15/2012 RATE 4 875	10/14/11		$ 16.69
120000400	U S TREASURY NOTES SER C-2019 DTD 05/15/2009 DUE 05/15/2019 RATE 3.125	08/09/11		29.55

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Earnings 2011 - *continued*

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001500	453038408001 *** IMPERIAL OIL LTD NEW THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 28 19	10/3 5.67 7/5 7 61 4/1 7.58 1/4 7.33 / 28.19			
160002000	57060U829000 MARKET VECTORS ETF TR GAMING ETF THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		25.18				
Totals			**$ 215 86**				

Details of Short Term Gain (Loss) 2011

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Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000110	67	AUTONATION INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/09/10	10/26/11 ✓	$ 2,677.05	$ 1,762.76		$ 914 29
125000120	24	AUTONATION INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/09/10	11/04/11 ✓	877.81	631.44		246.37
125000150	101	CB RICHARD ELLIS GROUP CL A MorganStanley SmithBarney LLC acted as your agent in this transaction	02/19/10	02/15/11 ✓	2,557.76	1,360.44		1,197.32

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Short Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000490	0054	LIBERTY MEDIA CORP LIBERTY CAP	12/15/10	11/29/11	$ .41	$ .33		$ .08
	0067	CL A	07/12/11		.51	.56	(05)	
	.0027	FROM: 530322304000	07/28/11		.20	.23	(.03)	
	.0036		08/18/11		.27	.27		
	.0025		08/24/11		.19	.19		
	.0034		09/07/11		.26	.25		01
	.0032		09/15/11		.24	.26	(.02)	
	0056		10/07/11		.43	.39		.04
	.0014		10/11/11		.10	.11	(.01)	
125000510	27	LOEWS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/19/10	08/16/11	988.48	989.62	(1.14)	
125000540	50	LOEWS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/04/10	09/21/11	1,832.77	1,872.66	(39 89)	
125000550	13	LOEWS CORP	10/04/10	09/28/11	459.92	486.89	(26.97)	
	45	MorganStanley SmithBarney LLC	10/13/10		1,592.03	1,802 37	(210.34)	
	7	acted as your agent in this transaction.	10/28/10		247 65	276.00	(28 35)	
125000610	.0151	ORCHARD SUPPLY HARDWARE CL A CASH IN LIEU OF .62016 RECORD 12/16/11 PAY 12/30/11	06/17/11	12/30/11	.37	91	(.54)	
125000620	.0151	ORCHARD SUPPLY HARDWARE PFD DUE 12/31/9999	06/17/11	12/30/11	.04	.03		01
125000630	156	SWIRE PACIFIC LTD SP ADR	12/14/10	10/06/11	1,603.73	2,598.96	(995 23)	
	145	MorganStanley SmithBarney LLC acted as principal in this transaction.	01/06/11		1,490.64	2,576.77	(1,086 13)	
125000640	4	SWIRE PACIFIC LTD SP ADR	01/06/11	12/08/11	46.78	71 08	(24.30)	
	79	MorganStanley SmithBarney LLC acted as principal in this transaction.	01/19/11		923.93	1,295.60	(371.67)	
Total					**$ 15,301.57**	**$ 15,728 12**	**($ 2,784.67)**	**$ 2,358 12**

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2011

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Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	146	DE LA RUE ORD GBP MorganStanley SmithBarney LLC	11/16/09	01/04/11	$ 1,856.28	$ 2,437 83	($ 581.55)	
125000020	74 135	DE LA RUE ORD GBP MorganStanley SmithBarney LLC	11/16/09 11/19/09	01/21/11	960.29 1,751 88	1,235.62 2,223 99	(275.33) (472.11)	
125000030	43 166	DE LA RUE ORD GBP MorganStanley SmithBarney LLC	11/19/09 11/20/09	01/26/11	486 27 1,877.22	708.38 2,687.42	(222.11) (810.20)	
125000040	700	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	03/30/11	15,000 99	1,833 23		13,167.76
125000050	100	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	04/08/11	2,327.57	261.89		2,065.68
125000060	100	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	05/23/11	2,183.79	261.89		1,921.90
125000070	200	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	06/16/11	4,131.10	523.78		3,607.32
125000080	400	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	07/26/11	8,241.16	1,047.56		7,193.60

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000090	119	ANGLO AMERICAN PLC ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	04/13/09	02/04/11	$ 3,171.63	$ 1,278.05		$ 1,893 58
125000100	102	ANGLO AMERICAN PLC ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	04/13/09	03/03/11	2,782.94	1,095 47		1,687 47
125000130	21	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	06/14/11	1,588.53	1,187.34		401 19
125000140	35	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	07/28/11	2,628.04	1,978.90		649.14
125000160	229	CBRE GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/19/10	12/06/11	3,826.37	3,084.56		741 81
125000170	8	CNOOC LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	03/04/11	1,819.83	409.12		1,410 71
125000180	14	CNOOC LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	12/21/11	2,397.90	715 96		1,681.94
125000190	87	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	08/28/08	03/30/11	3,353.24	3 266.16		87.08
125000200	82	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	08/28/08	04/27/11	3,135.07	3,078.44		56.63

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Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	68	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	08/28/08	10/26/11	$ 2,432.30	$ 2,552 86	($ 120 56)	
125000220	96	CARNIVAL CORP (PAIRED STOCK) MorganStanley SmithBarney LLC acted as your agent	08/28/08	11/03/11	3,231 49	3,604.03	(372.54)	
125000230	75	CENOVUS ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	04/26/11	2,795 03	2,332.75		462 28
125000240	64	CENOVUS ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction	01/25/08	07/27/11	2,479.42	1,990 62		488 80
125000250	70	CENOVUS ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	08/04/11	2,464 14	2,177.24		286 90
125000260	133	CENOVUS ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	08/11/11	4,432 67	4,136 75		295.92
125000270	24	CHINA LIFE INSURANCE CO LTD-SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/25/09	02/10/11	1,360.03	1,195.94		164 09
125000280	55	CHINA LIFE INSURANCE CO LTD-SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/25/09	03/09/11	3,233.02	2,740 70		492.32
125000290	75	CHINA LIFE INSURANCE CO LTD-SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/25/09	03/25/11	4,032.60	3,737.33		295.27

2011 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000300	144 40	CHINA UNICOM HONG KONG LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/30/09 11/05/09	01/12/11	$ 2,078.82 577.45	$ 1,563.81 549.17		$ 515 01 28 28
125000310	184	CHINA UNICOM HONG KONG LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	11/05/09	01/27/11	3,036.62	2,526.17		510.45
125000320	172	FOREST CITY ENTERPRISES INC CLASS A MorganStanley SmithBarney LLC acted as your agent	03/24/10	11/11/11	2,305.11	2,369.13	(64 02)	
125000330	66	FOREST CITY ENTERPRISES INC CLASS A MorganStanley SmithBarney LLC acted as your agent	04/22/10	11/30/11	799.60	1,022.73	(223.13)	
125000340	55	FOREST CITY ENTERPRISES INC CLASS A MorganStanley SmithBarney LLC acted as your agent	04/22/10	12/01/11	665.43	852.28	(186 85)	
125000350	60	FRANCO-NEVADA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/21/10	10/28/11	2,436 02	1,796.25		639.77
125000360	17 49	FRANCO-NEVADA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/21/10 08/06/10	11/23/11	683 20 1,969.23	508.94 1,563.66		174 26 405.57
125000370	19 38	FRANCO-NEVADA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/06/10 09/21/10	12/16/11	719.11 1,438.23	606 32 1,186.28		112 79 251.95
125000380	94	GRUPO TELEVISA SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	10/23/09	11/29/11	1,826.81	1,914.78	(87 97)	

2011 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000390	45	ICICI BANK LTD-SPONS ADR-INR MorganStanley SmithBarney LLC acted as your agent	06/27/07	08/02/11 ✓	$ 2,053.89	$ 2,179.99	($ 126 10)	
125000400	60	ICICI BANK LTD-SPONS ADR-INR MorganStanley SmithBarney LLC acted as your agent	06/27/07	10/04/11 ✓	1,867.79	2,906.65	(1,038 86)	
125000410	45 25	ICICI BANK LTD-SPONS ADR-INR MorganStanley SmithBarney LLC acted as your agent	06/27/07 11/05/09	10/11/11 ✓	1,536.38 853.55	2,179 99 901.68	(643.61) (48 13)	
125000420	94	ICICI BANK LTD-SPONS ADR-INR MorganStanley SmithBarney LLC acted as your agent	11/05/09	10/18/11 ✓	3,400.55	3,390 33		10 22
125000430	83	IMPERIAL OIL LTD NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	08/26/11 ✓	3,241.72	4,083.04	(841.32)	
125000440	96	IMPERIAL OIL LTD NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	10/05/11 ✓	3,371.42	4,722 56	(1.351.14)	
125000450	59	IMPERIAL OIL LTD NEW MorganStanley SmithBarney LLC acted as your agent in this transaction	01/25/08	12/15/11 ✓	2,432.51	2,902.41	(469.90)	
125000460	89 9	LENDER PROCESSING SERVICES MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/08/09 12/09/09	01/04/11 ✓	2,740.03 277.08	3,619.57 362.77	(879.54) (85.69)	
125000470	80	LENDER PROCESSING SERVICES MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/09/09	02/03/11 ✓	2,562 01	3,224 63	(662.62)	

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000480	68	LENDER PROCESSING SERVICES	12/09/09	02/08/11	$ 2,162.50	$ 2,740.94	($ 578.44)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000490	.0054	LIBERTY MEDIA CORP LIBERTY CAP	06/09/10	11/29/11	.41	.21		20
	.005	CL A	06/21/10		.38	.22		.16
	.0042	FROM: 530322304000	07/13/10		.31	.19		.12
	.0049		08/06/10		.37	.23		.14
	.0054		08/11/10		.41	.25		16
	.0037		09/07/10		.28	.18		.10
125000500	34	LOEWS CORP	07/15/10	08/08/11	1,221 69	1,237.39	(15.70)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000510	27	LOEWS CORP	07/15/10	08/16/11	988.48	982.63		5 85
	59	MorganStanley SmithBarney LLC	08/04/10		2,160.02	2,244.90	(84.88)	
	62	acted as your agent	08/10/10		2,269 85	2,347.08	(77.23)	
		in this transaction.						
125000520	31	LOEWS CORP	08/19/10	09/08/11	1,132.28	1,136.24	(3.96)	
	39	MorganStanley SmithBarney LLC	08/26/10		1,424 49	1,370.75		53 74
		acted as your agent						
		in this transaction.						
125000530	5	LOEWS CORP	08/26/10	09/13/11	181.42	175.74		5.68
	68	MorganStanley SmithBarney LLC	09/03/10		2,467.33	2,480.16	(12 83)	
		acted as your agent						
		in this transaction.						
125000540	15	LOEWS CORP	09/03/10	09/21/11	549.83	547.10		2.73
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000560	65	LOEWS CORP	10/28/10	11/08/11	2,563.60	2,562.82		.78
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						
125000570	97	NYSE EURONEXT	08/12/05	09/21/11	2,547.50	3,653.69	(1,106.19)	
		MorganStanley SmithBarney LLC						
		acted as your agent						
		in this transaction.						

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000580	96	NASDAQ OMX GROUP INC MorganStanley SmithBarney LLC acted as principal in this transaction.	09/27/06	05/04/11 ✓	$ 2,563.79	$ 2,953.20	($ 389.41)	
125000590	78	NASDAQ OMX GROUP INC	09/27/06	06/16/11 ✓	1,838 10	2,399 48	(561 38)	
	34	MorganStanley SmithBarney LLC acted as principal in this transaction.	04/16/08		801.23	1,347.99	(546.76)	
125000600	165	NASDAQ OMX GROUP INC MorganStanley SmithBarney LLC acted as principal in this transaction	04/16/08	07/07/11 ✓	4,270 84	6,541 72	(2,270.88)	
125000610	.0337	ORCHARD SUPPLY HARDWARE CL A	04/28/10	12/30/11	82	3.22	(2 40)	
	.0472	CASH IN LIEU OF .62016	05/27/10		1 14	3.33	(2.19)	
	.0556	RECORD 12/16/11 PAY 12/30/11	06/17/10		1.35	3.45	(2 10)	
	.0455		06/23/10		1.10	2 69	(1.59)	
	.0674		07/01/10		1 63	3.53	(1 90)	
	0573		07/08/10		1.39	2.85	(1 46)	
	.0556		07/19/10		1.35	2.76	(1.41)	
	.0708		07/20/10		1 71	3.53	(1 82)	
	0472		07/28/10		1 14	2 62	(1.48)	
	.0472		08/06/10		1.14	2.71	(1.57)	
	0775		11/17/10		1.88	4 07 34.76	(2 19)	
125000620	0337	ORCHARD SUPPLY HARDWARE	04/28/10	12/30/11	.06	10	(04)	
	.0472	PFD	05/27/10		.09	.10	(.01)	
	.0556	DUE 12/31/9999	06/17/10		.10	.11	(.01)	
	0455		06/23/10		.08	.08		
	0674		07/01/10		.12	.11		.01
	.0573		07/08/10		.11	.09		.02
	.0556		07/19/10		.10	08		.02
	.0708		07/20/10		.13	.11		.02
	.0472		07/28/10		.09	.08		.01
	0472		08/06/10		.09	.08		.01
	.0775		11/17/10		14	.12 1.06		.02
Total					**$ 162,014 23**	**$ 135,475 88**	**($ 15,231 11)**	**$ 41,769 46**

2011 YEAR END SUMMARY

2011 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30390-18 022

Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	118	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/10/11	05/16/11	$ 9,442 36	$ 9,957 54	($ 515.18)	
125000100	159	TERADATA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/06/10	11/14/11	8,910 61	6,643.61		2,267 00
125000110	65	TERADATA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	12/06/10	11/15/11	3,645.32	2,715 94		929.38
Total					**$ 21,998 29**	**$ 19,317.09**	**($ 515 18)**	**$ 3,196 38**

Details of Long Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	201	ACCENTURE PLC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/18/09	07/15/11	$ 12,154.93	$ 7,243.02		$ 4,911.91
125000020	154	AFLAC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/18/09	04/13/11	8,128.65	3,004.05		5,124.60

2011 Year End Summary

FLINT FAMILY FOUNDATION
Account Number 644-30390-18 022

Details of Long Term Gain (Loss) 2011 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	192	AFLAC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/18/09	05/18/11	$ 9,552.87	$ 3,745.30		$ 5,807.57
125000040	487	AFLAC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/18/09	05/20/11	24,213.22	9,499.81		14,713.41
125000050	149	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	05/16/11	11,922.99	11,645.84		277 15
125000060	266	COLGATE PALMOLIVE CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/15/08	02/04/11	20,195.18	19,075.74		1,119 44
125000070	423	ECOLAB INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/24/08	02/22/11	20,403.47	15,850.11		4,553 36
125000080	33	MASTERCARD INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/06/09	09/27/11	11,068.48	5,748.47		5,320.01
125000090	500	STATE STREET CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/18/10	04/20/11	22,992.20	22,938.35		53 85
125000120	258	VISA INC COM CL A	09/24/08	08/09/11	20,705.69	17,177.92		3,527.77
	75	MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/24/08		6,019.10	3,562.34		2,456.76
Total					**$ 167,356.78**	**$ 119,490.95**		**$ 47,865.83**