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 , 2011, and ending , 20

Name of foundation
FLOWERS FAMILY FOUNDATION

A Employer identification number
30-6036225

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
151 ROSE LAKE ROAD

B Telephone number (see instructions)
(803) 359-3399

City or town, state, and ZIP code
LEXINGTON, SC 29072-7999

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)* ▶ $ 625,481.

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) (see instructions))*

		(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 (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		ATCH 1
	4 Dividends and interest from securities	13,625.	13,625.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	43,751.			
	b Gross sales price for all assets on line 6a 352,168.				
	7 Capital gain net income (from Part IV, line 2)		43,751.		
	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	57,383.	57,383.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,912.	3,912.		
	c Other professional fees (attach schedule) *	3,450.	3,450.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	619.	619.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	15.	15.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,996.	7,996.		
	25 Contributions, gifts, grants paid	52,200.			52,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	60,196.	7,996.	0	52,200.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-2,813.			
	b **Net investment income** (if negative, enter -0-)		49,387.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	61,099.	8,899.	8,899.
	2 Savings and temporary cash investments	10,913.	22,733.	22,733.
	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 ▶			
	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) ATCH 7	638,095.	675,662.	593,849.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	710,107.	707,294.	625,481.
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)	0	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. ▶ [X]			
	27 Capital stock, trust principal, or current funds	819,869.	819,869.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-109,762.	-112,575.	
	30 Total net assets or fund balances (see instructions)	710,107.	707,294.	
	31 Total liabilities and net assets/fund balances (see instructions)	710,107.	707,294.	

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	710,107.
2	Enter amount from Part I, line 27a	2	-2,813.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	707,294.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	707,294.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	43,751.
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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	62,990.	691,075.	0.091148
2009	54,090.	642,484.	0.084189
2008	83,762.	854,363.	0.098040
2007	78,792.	1,047,015.	0.075254
2006	58,225.	999,696.	0.058243

2	**Total** of line 1, column (d)	2	0.406874
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	0.081375
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	703,983.
5	Multiply line 4 by line 3	5	57,287.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	494.
7	Add lines 5 and 6	7	57,781.
8	Enter qualifying distributions from Part XII, line 4	8	52,200.

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	988.
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	988.
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	988.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 112.		
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	112.
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	876.
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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (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*	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?	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) ▶ ______			
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*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ JOANNE FLOWERS DUNCAN Telephone no ▶ 803-359-3399

Located at ▶ 151 ROSE LAKE ROAD LEXINGTON, SC ZIP + 4 ▶ 29072-7999

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

			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		
	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)?	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)	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		X
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)? (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)? **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? ☐ 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** No: 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? **7b** No: X

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
ATTACHMENT 8		0	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				

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

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

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 ▶	

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	641,524.
b	Average of monthly cash balances	1b	73,180.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	714,704.
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	
3	Subtract line 2 from line 1d	3	714,704.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10,721.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	703,983.
6	**Minimum investment return.** Enter 5% of line 5	6	35,199.

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	35,199.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	988.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	988.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	34,211.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,211.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	34,211.

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	52,200.
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	
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	52,200.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,200.

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				34,211.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only				
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006 ... 9,513.				
b	From 2007 ... 30,561.				
c	From 2008 ... 41,336.				
d	From 2009 ... 22,031.				
e	From 2010 ... 28,656.				
f	Total of lines 3a through e	132,097.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 52,200.				
a	Applied to 2010, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				34,211.
e	Remaining amount distributed out of corpus	17,989.			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	150,086.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
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				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	9,513.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	140,573.			
10	Analysis of line 9				
a	Excess from 2007 ... 30,561.				
b	Excess from 2008 ... 41,336.				
c	Excess from 2009 ... 22,031.				
d	Excess from 2010 ... 28,656.				
e	Excess from 2011 ... 17,989.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a 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 ▶ [X] 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 SCHEDULE C ATTACHED				52,200.
Total ▶ 3a				52,200.
b *Approved for future payment*				
Total ▶ 3b				

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 (See instructions.)
	(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			14	7.	
4 Dividends and interest from securities			14	13,625.	
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	43,751.	
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)				57,383.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 57,383.

(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). (See instructions.)

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		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

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

Claire F. Duncan | 5-10-12 | Trustee/CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: R Dudzinsky	Preparer's signature	Date: 5/9/12	Check ☐ if self-employed	PTIN P00051717
Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
Firm's address ▶ 1700 MARKET STREET, 29TH FLOOR PHILADELPHIA, PA 19103			Phone no 215-636-5500	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,977.	
		MELLON BANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
98,447.		108,873.					-10,426.	
		MELLON GANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
250,550.		199,544.					51,006.	
		CLASS ACTION PROCEEDS PROPERTY TYPE: SECURITIES				P		
194.							194.	
TOTAL GAIN (LOSS)							43,751.	

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: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-10,426.
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	-10,426.

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			ATCH 1		2,977.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	51,200.
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	54,177.

Part III Summary of Parts I and II — *Caution: Read the instructions before completing this part*		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			-10,426.
14 Net long-term gain or (loss):				
a Total for year	14a			54,177.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			43,751.

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
a The loss on line 15, column (3) **or** b $3,000 . . . . 16 ( )

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	

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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: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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 MELLON BANK -- SEE SCHEDULE ATTACHED			98,447.	108,873.	-10,426.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -10,426.

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

Schedule D-1 (Form 1041) 2011

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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**

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 MELLON GANK -- SEE SCHEDULE ATTACHED			250,550.	199,544.	51,006.
CLASS ACTION PROCEEDS			194.		194.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 51,200.

Income for 2011

This section reports your proceeds from sales during the year We are not required nor do we report your net gains and losses to the Internal Revenue Service An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital A schedule of your net gains and losses is shown below Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost Please review these carefully before preparing your tax return

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MOTOROLA INC	620076307	0 57	08/12/10	02/07/11	$22 07	$18 57	$3 50
MOTOROLA MOBILITY HOLDINGS-W	620097105	0 75	08/12/10	02/14/11	$21 97	$20 44	$1 53
AMYLIN PHARMACEUTICALS INC	032346108	20	06/18/10	03/03/11	$228 10	$383 71	$-155 61
AMYLIN PHARMACEUTICALS INC	032346108	12	06/21/10	03/03/11	$136 86	$233 93	$-97 07
AMYLIN PHARMACEUTICALS INC	032346108	10	06/21/10	03/03/11	$114 05	$196 85	$-82 80
AMYLIN PHARMACEUTICALS INC	032346108	8	06/21/10	03/03/11	$91 24	$155 75	$-64 51
AMYLIN PHARMACEUTICALS INC	032346108	20	05/06/10	03/03/11	$228 10	$367 70	$-139 60
AMYLIN PHARMACEUTICALS INC	032346108	22	05/06/10	03/03/11	$250 16	$404 46	$-154 30
AMYLIN PHARMACEUTICALS INC	032346108	30	06/18/10	03/03/11	$342 14	$585 50	$-243 36
AMYLIN PHARMACEUTICALS INC	032346108	29	05/06/10	03/04/11	$321 76	$533 16	$-211 40
AMYLIN PHARMACEUTICALS INC	032346108	6	05/06/10	03/04/11	$67 25	$110 31	$-43 06
AMYLIN PHARMACEUTICALS INC	032346108	10	05/06/10	03/07/11	$110 60	$183 85	$-73 25
AMYLIN PHARMACEUTICALS INC	032346108	13	05/06/10	03/07/11	$144 07	$239 00	$-94 93
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	34	05/20/10	04/05/11	$1,049 32	$1,048 01	$1 31
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	27	05/20/10	04/05/11	$834 11	$832 25	$1 86
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	29	05/20/10	04/06/11	$901 31	$893 89	$7 42
MOTOROLA INC	620076307	10	08/12/10	04/26/11	$434 90	$325 15	$109 75

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
MOTOROLA MOBILITY HOLDINGS-W	620097105	9	08/12/10	04/26/11	$210 04	$245 23	$-35 19
MOTOROLA MOBILITY HOLDINGS-W	620097105	3 75	08/12/10	04/27/11	$86 75	$101 17	$-14 42
MOTOROLA MOBILITY HOLDINGS-W	620097105	1 25	08/12/10	04/27/11	$28 92	$33 13	$-4 21
MOTOROLA MOBILITY HOLDINGS-W	620097105	2 5	08/12/10	04/27/11	$57 83	$65 90	$-8 07
MOTOROLA MOBILITY HOLDINGS-W	620097105	3 75	08/12/10	04/27/11	$86 75	$100 46	$-13 71
MOTOROLA MOBILITY HOLDINGS-W	620097105	3	08/12/10	04/27/11	$68 63	$81 74	$-13 11
MOTOROLA INC	620076307	15 14	08/12/10	04/27/11	$654 90	$492 35	$162 55
MOTOROLA INC	620076307	4 29	08/12/10	04/27/11	$185 37	$137 97	$47 40
MOTOROLA INC	620076307	1 43	08/12/10	04/27/11	$61 80	$45 17	$16 63
MOTOROLA INC	620076307	2 86	08/12/10	04/27/11	$123 57	$89 88	$33 69
MOTOROLA INC	620076307	4 29	08/12/10	04/27/11	$185 37	$137 01	$48 36
MOTOROLA MOBILITY HOLDINGS-W	620097105	9 75	08/12/10	04/27/11	$225 55	$265 66	$-40 11
NEWELL RUBBERMAID INC	651229106	40	09/20/10	08/10/11	$465 32	$701 77	$-236 45
NEWELL RUBBERMAID INC	651229106	60	01/27/11	08/10/11	$697 98	$1 151 21	$-453 23
NEWELL RUBBERMAID INC	651229106	30	01/27/11	08/10/11	$348 99	$581 07	$-232 08
SCHWAB CHARLES CORP NEW	808513105	80	01/05/11	08/12/11	$960 56	$1,434 52	$-473 96
BANK AMER CORP	060505104	30	09/13/10	08/12/11	$220 28	$418 85	$-198 57
BANK AMER CORP	060505104	30	09/13/10	08/12/11	$220 28	$420 25	$-199 97
AUTODESK INC COM	052769106	6	07/21/11	08/19/11	$146 69	$217 68	$-70 99
AUTODESK INC COM	052769106	39	07/20/11	09/09/11	$988 82	$1,397 59	$-408 77
AUTODESK INC COM	052769106	3	07/21/11	09/09/11	$76 06	$108 84	$-32 78
AUTODESK INC COM	052769106	17	07/21/11	09/09/11	$435 77	$616 76	$-180 99
AUTODESK INC COM	052769106	25	07/21/11	09/09/11	$639 27	$906 99	$-267 72
BMC SOFTWARE INC	055921100	10	02/11/11	10/11/11	$359 89	$497 99	$-138 10
BMC SOFTWARE INC	055921100	18	03/04/11	10/11/11	$647 81	$903 11	$-255 30
BMC SOFTWARE INC	055921100	17	02/11/11	10/11/11	$611 82	$844 57	$-232 75

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
BMC SOFTWARE INC	055921100	2	03/03/11	10/11/11	$71 98	$99 53	$-27 55
BMC SOFTWARE INC	055921100	1	02/14/11	10/11/11	$36 04	$50 71	$-14 67
BMC SOFTWARE INC	055921100	10	03/03/11	10/11/11	$359 89	$501 08	$-141 19
BMC SOFTWARE INC	055921100	19	02/14/11	10/11/11	$683 80	$963 39	$-279 59
BMC SOFTWARE INC	055921100	10	02/10/11	10/12/11	$361 15	$494 18	$-133 03
BMC SOFTWARE INC	055921100	3	02/11/11	10/12/11	$108 35	$149 04	$-40 69
PPL CORP	69351T106	90	04/04/11	11/10/11	$2,703 39	$2,327 69	$375 70
PPL CORP	69351T106	30	04/05/11	11/10/11	$901 13	$773 21	$127 92
PEPSICO INC	713448108	40	05/13/11	11/10/11	$2,504 03	$2 822 07	$-318 04
ST JUDE MEDICAL INC	790849103	10	03/22/11	11/10/11	$381 61	$517 90	$-136 29
ST JUDE MEDICAL INC	790849103	40	03/22/11	11/10/11	$1 526 44	$2 058 82	$-532 38
ST JUDE MEDICAL INC	790849103	8	04/26/11	11/10/11	$305 29	$416 65	$-111 36
ST JUDE MEDICAL INC	790849103	32	04/27/11	11/10/11	$1,221 16	$1,692 94	$-471 78
UNILEVER PLC AMER SHS ADR NEW	904767704	10	05/13/11	11/10/11	$326 57	$322 53	$4 04
UNILEVER PLC AMER SHS ADR NEW	904767704	50	05/16/11	11/10/11	$1,632 83	$1,606 09	$26 74
WELLS FARGO & CO NEW	949746101	30	03/03/11	11/10/11	$761 44	$971 53	$-210 09
ZIMMER HLDGS INC	98956P102	10	05/09/11	11/10/11	$521 38	$680 21	$-158 83
ZIMMER HLDGS INC	98956P102	10	05/10/11	11/10/11	$521 38	$690 38	$-169 00
ZIMMER HLDGS INC	98956P102	10	05/11/11	11/10/11	$521 38	$692 24	$-170 86
ZIMMER HLDGS INC	98956P102	20	05/11/11	11/10/11	$1,042 77	$1,383 65	$-340 88
TRANSCANADA CORP	89353D107	20	10/18/11	11/10/11	$794 99	$858 68	$-63 69
TRANSCANADA CORP	89353D107	50	10/19/11	11/10/11	$1,987 46	$2,134 38	$-146 92
BAXTER INTL INC COM	071813109	10	11/02/11	11/10/11	$534 41	$545 73	$-11 32
BAXTER INTL INC COM	071813109	20	08/17/11	11/10/11	$1,068 82	$1 070 94	$-2 12
CHUBB CORPORATION COM	171232101	10	10/18/11	11/10/11	$672 51	$636 63	$35 88
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	20	10/11/11	11/10/11	$1 366 48	$1,349 60	$16 88

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	10	10/11/11	11/10/11	$683 24	$675 42	$7 82
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	10	10/12/11	11/10/11	$683 24	$718 43	$-35 19
ELECTRONIC ARTS	285512109	170	08/12/11	11/10/11	$3,977 18	$3 355 41	$621 77
ENERGIZER HLDGS INC	29266R108	10	11/12/10	11/10/11	$697 44	$694 82	$2 62
ENERGIZER HLDGS INC	29266R108	1	11/12/10	11/10/11	$69 74	$69 08	$0 66
ENERGIZER HLDGS INC	29266R108	9	11/15/10	11/10/11	$627 70	$636 27	$-8 57
ENERGIZER HLDGS INC	29266R108	10	11/15/10	11/10/11	$697 44	$709 40	$-11 96
INTUIT INC COM	461202103	10	10/11/11	11/10/11	$528 63	$511 47	$17 16
INTUIT INC COM	461202103	10	10/12/11	11/10/11	$528 63	$520 30	$8 33
INTUIT INC COM	461202103	20	10/12/11	11/10/11	$1,057 26	$1 041 88	$15 38
INTUIT INC COM	461202103	10	10/12/11	11/10/11	$528 63	$517 65	$10 98
LINCOLN NATIONAL CORP	534187109	150	08/12/11	11/10/11	$2,880 09	$3 375 41	$-495 32
NATIONAL-OILWELL INC	637071101	40	11/02/11	11/10/11	$2 723 76	$2,759 04	$ 35 28
OMNICOM GROUP INC COM	681919106	10	01/06/11	11/10/11	$434 33	$473 70	$-39 37
OMNICOM GROUP INC COM	681919106	4	01/07/11	11/10/11	$173 73	$189 75	$-16 02
OMNICOM GROUP INC COM	681919106	26	01/07/11	11/10/11	$1,129 26	$1,221 83	$-92 57
FORD MOTOR CO DEL	345370860	15	11/22/10	11/10/11	$167 28	$245 59	$-78 31
FORD MOTOR CO DEL	345370860	54	11/22/10	11/10/11	$602 20	$887 23	$-285 03
FORD MOTOR CO DEL	345370860	24	11/22/10	11/10/11	$267 64	$394 95	$-127 31
FORD MOTOR CO DEL	345370860	17	11/22/10	11/10/11	$189 58	$281 21	$-91 63
FORD MOTOR CO DEL	345370860	90	11/22/10	11/10/11	$1,003 67	$1,484 07	$-480 40
FORD MOTOR CO DEL	345370860	47	01/06/11	11/10/11	$524 14	$856 77	$-332 63
FORD MOTOR CO DEL	345370860	26	01/06/11	11/10/11	$289 95	$471 80	$-181 85
FORD MOTOR CO DEL	345370860	27	01/06/11	11/10/11	$301 10	$492 12	$-191 02
AMERIPRISE FINL INC	03076C106	2	01/05/11	11/10/11	$92 97	$119 45	$-26 48
AMERIPRISE FINL INC	03076C106	10	01/05/11	11/10/11	$464 85	$598 22	$-133 37

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
AMERIPRISE FINL INC	03076C106	8	01/06/11	11/10/11	$371 88	$480 91	$-109 03
INTERCONTINENTALEXCHANGE INC	45865V100	2	10/18/11	11/10/11	$249 64	$247 51	$2 13
INTERCONTINENTALEXCHANGE INC	45865V100	4	10/18/11	11/10/11	$499 28	$497 20	$2 08
INTERCONTINENTALEXCHANGE INC	45865V100	4	10/19/11	11/10/11	$499 28	$494 07	$5 21
INTERCONTINENTALEXCHANGE INC	45865V100	12	10/19/11	11/10/11	$1,497 84	$1,488 26	$9 58
CBS CORP NEW	124857202	120	05/05/11	11/10/11	$3,003 69	$3 220 67	$-216 98
VMWARE INC	928563402	8	09/09/11	11/10/11	$780 96	$700.52	$80 44
VMWARE INC	928563402	12	09/09/11	11/10/11	$1,171 44	$1 054 65	$116 79
VMWARE INC	928563402	20	10/11/11	11/10/11	$1 952 40	$1 804 75	$147 65
PHILIP MORRIS INTERNATIONAL	718172109	20	10/31/11	11/10/11	$1 409 70	$1,421 96	$-12 26
NETAPP INC	64110D104	4	08/19/11	11/10/11	$170 21	$144 24	$25 97
NETAPP INC	64110D104	40	08/22/11	11/10/11	$1,702 13	$1,425 00	$277 13
NETAPP INC	64110D104	10	08/23/11	11/10/11	$425 53	$368 92	$56 61
NETAPP INC	64110D104	20	10/18/11	11/10/11	$851 07	$791 10	$59 97
NETAPP INC	64110D104	10	10/19/11	11/10/11	$425 53	$390 73	$34 80
LORILLARD INC	544147101	1	08/22/11	11/10/11	$108 20	$108 54	$-0 34
LORILLARD INC	544147101	27	08/22/11	11/10/11	$2 921 53	$2 939 10	$-17 57
ENSCO INTERNATIONAL PLC	29358Q109	10	03/23/11	11/10/11	$517 73	$569 17	$-51 44
ENSCO INTERNATIONAL PLC	29358Q109	80	03/24/11	11/10/11	$4,141 82	$4,609 21	$-467 39
NEXTERA ENERGY INC	65339F101	14	04/04/11	11/10/11	$774 22	$784 46	$-10 24
NEXTERA ENERGY INC	65339F101	31	04/05/11	11/10/11	$1,714 35	$1 742 68	$-28 33
NEXTERA ENERGY INC	65339F101	15	04/06/11	11/10/11	$829 53	$847 48	$-17 95
PVH CORP	693656100	3	11/02/11	11/10/11	$210 09	$226 71	$-16 62
PVH CORP	693656100	8	11/02/11	11/10/11	$560 25	$599 73	$-39 48
PVH CORP	693656100	3	11/03/11	11/10/11	$210 09	$222 21	$-12 12
PVH CORP	693656100	1	11/03/11	11/10/11	$70 03	$72 50	$-2 47

Short term gains and losses

This category includes sales of assets held 12 months or less

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost other basis or pass through loss	Net gain or loss
PVH CORP	693656100	25	11/03/11	11/10/11	$1 750 78	$1 841 99	$-91 21
INTEL CORPORATION	458140100	100	11/10/11	11/22/11	$2 324 06	$2,409 80	$-85 74
ACME PACKET INC	004764106	60	11/10/11	11/30/11	$1,982 09	$2,243 62	$-261 53
SHIRE PHARMACEUTICALS GROUP	82481R106	10	11/10/11	12/15/11	$984 87	$960 12	$24 75
BAXTER INTL INC COM	071813109	10	08/17/11	12/15/11	$485 00	$535 47	$-50 47
BAXTER INTL INC COM	071813109	30	08/10/11	12/15/11	$1,455 00	$1 540 01	$-85 01
BAXTER INTL INC COM	071813109	30	08/18/11	12/15/11	$1,455 00	$1 574 03	$-119 03
NEWFIELD EXPL CO	651290108	20	11/10/11	12/21/11	$739 50	$821 36	$-81 86
NEWFIELD EXPL CO	651290108	50	11/10/11	12/22/11	$1 868 86	$2,053 40	$-184 54
Total short term gain/loss					$98,446 97	$108 872 55	$-10,425 58

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
HOSPIRA INC	441060100	10	03/08/07	01/03/11	$551 09	$400 43	$150 66
HOSPIRA INC	441060100	1	03/08/07	01/04/11	$55 50	$40 04	$15 46
HOSPIRA INC	441060100	19	03/08/07	01/04/11	$1,049 89	$760 82	$289 07
HOSPIRA INC	441060100	3	03/08/07	01/05/11	$164 40	$120 13	$44 27
HOSPIRA INC	441060100	3	03/07/07	01/05/11	$164 02	$119 67	$44 35
HOSPIRA INC	441060100	17	03/08/07	01/05/11	$929 42	$680 74	$248 68
FRANKLIN RES INC COM	354613101	11	01/21/09	01/05/11	$1,214 75	$562 31	$652 44
FRANKLIN RES INC COM	354613101	5	01/21/09	01/05/11	$552 21	$255 60	$296 61
HOSPIRA INC	441060100	4	03/07/07	01/06/11	$218 80	$159 55	$59 25
HOSPIRA INC	441060100	16	05/31/07	01/06/11	$875 22	$632 98	$242 24
LIMITED INC	532716107	30	10/06/09	01/06/11	$872 15	$541 73	$330 42

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost other basis or pass through loss	Net gain or loss
HOSPIRA INC	441060100	3	03/07/07	01/06/11	$164 14	$119 67	$44 47
TARGET CORP	87612E106	30	06/10/09	01/06/11	$1,645 16	$1,217 54	$427 62
TARGET CORP	87612E106	20	06/25/09	01/06/11	$1,096 77	$805 95	$290 82
LIMITED INC	532716107	20	10/06/09	01/06/11	$579 15	$361 15	$218 00
FRANKLIN RES INC COM	354613101	9	01/21/09	01/06/11	$989 66	$460 07	$529 59
HOSPIRA INC	441060100	4	05/31/07	01/07/11	$219 80	$158 25	$61 55
FIRST HORIZON NATL CORP	320517105	0 02	10/14/08	01/14/11	$0 22	$0 17	$0 05
TARGET CORP	87612E106	20	06/25/09	01/27/11	$1,097 97	$805 95	$292 02
TARGET CORP	87612E106	10	06/25/09	01/27/11	$549 52	$402 98	$146 54
RAYTHEON CO	755111507	20	10/07/08	01/28/11	$990 56	$1 039 96	$ 49 40
RAYTHEON CO	755111507	20	10/07/08	01/28/11	$990 76	$1,039 96	$-49 20
TARGET CORP	87612E106	30	06/25/09	01/31/11	$1 634 81	$1,208 92	$425 89
AUTOLIV INC COM	052800109	20	05/29/09	01/31/11	$1,544 79	$549 22	$995 57
CISCO SYS INC	17275R102	20	04/27/02	02/10/11	$379 84	$229 35	$150 49
CISCO SYS INC	17275R102	88	04/27/02	02/10/11	$1,671 29	$1,009 14	$662 15
CISCO SYS INC	17275R102	6	04/27/02	02/10/11	$114 36	$68 80	$45 56
CISCO SYS INC	17275R102	3	04/27/02	02/10/11	$57 36	$34 40	$22 96
CISCO SYS INC	17275R102	2	04/27/02	02/10/11	$38 20	$22 93	$15 27
CISCO SYS INC	17275R102	27	04/27/02	02/10/11	$515 77	$309 62	$206 15
CISCO SYS INC	17275R102	14	04/27/02	02/10/11	$267 53	$160 55	$106 98
CISCO SYS INC	17275R102	10	04/27/02	02/10/11	$191 00	$114 68	$76 32
MICROSOFT CORP COM	594918104	55	01/21/10	03/02/11	$1,432 97	$1,659 85	$ 226 88
MICROSOFT CORP COM	594918104	45	01/21/10	03/02/11	$1,177 40	$1,358 06	$-180 66
MICROSOFT CORP COM	594918104	30	04/27/02	03/02/11	$784 93	$783 64	$1 29
MEDTRONIC INC	585055106	70	05/06/04	03/22/11	$2,635 11	$3,578 19	$-943 08

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
HESS CORP	42809H107	30	01/23/09	03/23/11	$2,416 61	$1,654 59	$762 02
HESS CORP	42809H107	10	09/29/04	03/23/11	$805 54	$293 60	$511 94
EXXON MOBIL CORP	30231G102	40	04/27/02	03/23/11	$3 297 31	$1,386 50	$1 910 81
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	15	01/05/10	04/04/11	$463 81	$504 45	$-40 64
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	45	01/05/10	04/04/11	$1 387 30	$1,513 36	$-126 06
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	20	01/05/10	04/04/11	$616 58	$671 20	$-54 62
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	4	01/04/10	04/04/11	$123 32	$134 08	$-10 76
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	14	01/04/10	04/04/11	$432 22	$469 27	$-37 05
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	10	01/04/10	04/05/11	$308 62	$334 88	$-26 26
PUBLIC SERVICE ENTERPRISE GROUP INC (	744573106	12	01/04/10	04/05/11	$370 35	$402 23	$-31 88
GOOGLE INC	38259P508	3	08/21/09	05/02/11	$1,618 58	$1,392 84	$225 74
GOOGLE INC	38259P508	1	08/21/09	05/02/11	$539 71	$464 28	$75 43
MICROSOFT CORP COM	594918104	10	04/27/02	05/02/11	$255 37	$261 21	$-5 84
MICROSOFT CORP COM	594918104	140	08/19/03	05/02/11	$3,575 19	$3,628 91	$-53 72
HOME DEPOT INC USD 0 05	437076102	90	11/20/08	05/05/11	$3,343 06	$1 727 82	$1,615 24
PFIZER INC COM	717081103	70	05/17/02	05/09/11	$1,438 69	$1 943 85	$-505 16
CVS CORP	126650100	27	04/24/07	05/09/11	$1,011 38	$982 40	$28 98
PFIZER INC COM	717081103	60	05/17/02	05/10/11	$1,241 69	$1 666 16	$-424 47
CVS CORP	126650100	13	04/24/07	05/10/11	$484 61	$473 01	$11 60
PHILIP MORRIS INTERNATIONAL	718172109	40	03/08/07	05/13/11	$2 737 46	$1,802 08	$935 38
LIMITED INC	532716107	20	10/06/09	05/13/11	$836 61	$361 16	$475 45
LIMITED INC	532716107	30	10/06/09	05/16/11	$1,247 89	$541 73	$706 16
HUMAN GENOME SCIENCES INC COM	444903108	40	02/12/10	07/20/11	$927 94	$1,160 23	$-232 29
HUMAN GENOME SCIENCES INC COM	444903108	34	12/03/09	07/21/11	$789 94	$981 15	$-191 21
HUMAN GENOME SCIENCES INC COM	444903108	13	12/03/09	07/22/11	$285 95	$368 47	$-82 52

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost other basis or pass through loss	Net gain or loss
HUMAN GENOME SCIENCES INC COM	444903108	10	12/02/09	07/22/11	$219 75	$267 50	$-47 75
HUMAN GENOME SCIENCES INC COM	444903108	37	12/03/09	07/22/11	$813 06	$1,048 73	$-235 67
HUMAN GENOME SCIENCES INC COM	444903108	2	12/03/09	07/22/11	$46 12	$57 71	$-11 59
HUMAN GENOME SCIENCES INC COM	444903108	4	12/03/09	07/22/11	$87.99	$115 43	$-27 44
MORGAN STANLEY DEAN WITTER & CO	617446448	50	05/07/09	08/12/11	$900 78	$1,346 87	$-446 09
MORGAN STANLEY DEAN WITTER & CO	617446448	30	05/07/09	08/12/11	$540 47	$804 28	$-263 81
SCHWAB CHARLES CORP NEW	808513105	110	11/20/08	08/12/11	$1,320 77	$1 674 34	$-353 57
BANK AMER CORP	060505104	130	05/07/09	08/12/11	$954 56	$1,760 92	$-806 36
BANK AMER CORP	060505104	90	05/06/10	08/12/11	$660 85	$1,460 83	$-799 98
MORGAN STANLEY DEAN WITTER & CO	617446448	10	05/21/09	08/12/11	$180 16	$281 26	$-101 10
MORGAN STANLEY DEAN WITTER & CO	617446448	18	05/08/09	08/12/11	$324 28	$473 61	$-149 33
MORGAN STANLEY DEAN WITTER & CO	617446448	3	05/08/09	08/12/11	$54 05	$75 75	$-21 70
MORGAN STANLEY DEAN WITTER & CO	617446448	9	05/08/09	08/12/11	$162 14	$225 34	$-63 20
OCCIDENTAL PETROLEUM CORPORATION C	674599105	40	06/11/10	08/17/11	$3,511 21	$3 377 76	$133 45
TIME WARNER INC	887317303	10	12/04/08	08/22/11	$278 29	$213 92	$64 37
CUMMINS ENGINE INC	231021106	10	05/01/09	08/22/11	$812 30	$341 32	$470 98
CUMMINS ENGINE INC	231021106	10	05/01/09	08/22/11	$807 01	$341 32	$465 69
TIME WARNER INC	887317303	24	12/04/08	08/22/11	$667 88	$478 43	$189 45
NEWS CORP	65248E203	59	01/14/04	08/22/11	$927 09	$1 099 80	$-172 71
NEWS CORP	65248E203	30	06/23/04	08/23/11	$479 78	$534 10	$-54 32
TIME WARNER INC	887317303	39	12/04/08	08/23/11	$1,091 32	$777 44	$313 88
NEWS CORP	65248E203	21	01/14/04	08/23/11	$335 84	$391 46	$-55 62
GOOGLE INC	38259P508	7	06/05/09	10/11/11	$3 802 73	$3 097 78	$704 95
INTERNATIONAL BUSINESS MACHINES CORI	459200101	15	08/11/10	10/18/11	$2,673 72	$1,951 38	$722 34
CAPITAL ONE FINL CORP COM	14040H105	40	01/19/10	10/18/11	$1,644 11	$1,709 67	$-65 56

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
HALLIBURTON COMPANY COM	406216101	92	03/08/07	10/18/11	$3 175 39	$2,933 96	$241 43
CAPITAL ONE FINL CORP COM	14040H105	20	01/19/10	10/19/11	$803 11	$845 98	$-42 87
CAPITAL ONE FINL CORP COM	14040H105	20	07/07/10	10/19/11	$803 11	$818 77	$-15 66
INTERNATIONAL BUSINESS MACHINES CORI	459200101	7	01/23/08	10/31/11	$1,300 26	$743 89	$556 37
INTERNATIONAL BUSINESS MACHINES CORI	459200101	4	08/11/10	10/31/11	$743 01	$520 37	$222 64
TEXTRON INCORPORATED COMMON	883203101	20	03/21/06	11/02/11	$366 18	$930 87	$-564 69
TEXTRON INCORPORATED COMMON	883203101	40	03/21/06	11/02/11	$732 35	$1 860 71	$-1 128 36
TEXTRON INCORPORATED COMMON	883203101	20	09/02/09	11/02/11	$366 18	$351 23	$14 95
TEXTRON INCORPORATED COMMON	883203101	80	09/02/09	11/02/11	$1,464 71	$1,396 86	$67 85
NORDSTROM INC	655664100	30	08/09/10	11/02/11	$1,517 66	$1 049 47	$468 19
NORDSTROM INC	655664100	3	07/07/10	11/02/11	$152 50	$99 52	$52 98
NORDSTROM INC	655664100	1	07/07/10	11/02/11	$50 59	$33 17	$17 42
NORDSTROM INC	655664100	34	07/07/10	11/03/11	$1 688 42	$1,127 87	$560 55
NORDSTROM INC	655664100	2	07/07/10	11/03/11	$99 86	$66 34	$33 52
E I DU PONT DE NEMOURS & CO COMM	263534109	20	04/14/09	11/10/11	$956 48	$533 12	$423 36
GENERAL ELECTRIC CO	369604103	140	04/27/02	11/10/11	$2,244 43	$3,680 60	$-1,436 17
GENERAL ELECTRIC CO	369604103	100	02/07/03	11/10/11	$1 603 17	$2 255 00	$-651 83
INFORMATICA CORP	45666Q102	11	08/11/10	11/10/11	$499 41	$323 55	$175 86
INFORMATICA CORP	45666Q102	2	08/11/10	11/10/11	$90 80	$58 76	$32 04
INFORMATICA CORP	45666Q102	11	08/12/10	11/10/11	$499 41	$325 78	$173 63
INFORMATICA CORP	45666Q102	1	08/12/10	11/10/11	$45 40	$29 43	$15 97
INFORMATICA CORP	45666Q102	2	08/12/10	11/10/11	$90 80	$59 13	$31 67
INFORMATICA CORP	45666Q102	1	08/13/10	11/10/11	$45 40	$30 45	$14 95
INFORMATICA CORP	45666Q102	1	08/13/10	11/10/11	$45 40	$30 29	$15 11
INFORMATICA CORP	45666Q102	7	08/13/10	11/10/11	$317 80	$213 40	$104 40

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
INFORMATICA CORP	45666Q102	5	08/13/10	11/10/11	$227 00	$152 82	$74 18
INFORMATICA CORP	45666Q102	1	08/16/10	11/10/11	$45 40	$30 96	$14 44
INFORMATICA CORP	45666Q102	18	08/16/10	11/10/11	$817 21	$566 80	$250 41
J P MORGAN CHASE & CO	46625H100	40	11/22/02	11/10/11	$1,316 44	$1 010 68	$305 76
LIMITED INC	532716107	20	10/05/09	11/10/11	$840 73	$344 75	$495 98
LIMITED INC	532716107	10	10/05/09	11/10/11	$420 36	$173 31	$247 05
LIMITED INC	532716107	40	10/06/09	11/10/11	$1,681 45	$722 31	$959 14
MCKESSON CORPORATION	58155Q103	30	02/04/09	11/10/11	$2,407 46	$1,367 09	$1 040 37
MCKESSON CORPORATION	58155Q103	10	10/07/09	11/10/11	$802 49	$590 13	$212 36
MCKESSON CORPORATION	58155Q103	10	10/07/09	11/10/11	$802 49	$591 23	$211 26
MCKESSON CORPORATION	58155Q103	10	01/04/10	11/10/11	$802 49	$631 77	$170 72
MCKESSON CORPORATION	58155Q103	20	01/05/10	11/10/11	$1,604 97	$1 270 07	$334 90
NEWELL RUBBERMAID INC	651229106	2	09/20/10	11/10/11	$31 44	$34 15	$-2 71
NEWELL RUBBERMAID INC	651229106	138	09/20/10	11/10/11	$2 169 51	$2,421 12	$-251 61
NORFOLK SOUTHERN CORP	655844108	13	11/03/09	11/10/11	$951 74	$638 88	$312 86
NORFOLK SOUTHERN CORP	655844108	7	11/03/09	11/10/11	$512 47	$344 04	$168 43
NORFOLK SOUTHERN CORP	655844108	50	11/04/09	11/10/11	$3 660 53	$2,492 38	$1,168 15
OCCIDENTAL PETROLEUM CORPORATION C	674599105	30	04/23/09	11/10/11	$2,942 35	$1 665 98	$1,276 37
OCCIDENTAL PETROLEUM CORPORATION C	674599105	10	04/23/09	11/10/11	$980 78	$554 80	$425 98
OCCIDENTAL PETROLEUM CORPORATION C	674599105	2	06/11/10	11/10/11	$196 16	$167 14	$29 02
OCCIDENTAL PETROLEUM CORPORATION C	674599105	18	06/11/10	11/10/11	$1,765 41	$1 519 99	$245 42
OMNICOM GROUP INC COM	681919106	80	03/08/07	11/10/11	$3 474 65	$4,197 74	$-723 09
BANK AMER CORP	060505104	50	05/07/09	11/10/11	$311 09	$677 28	$-366 19
BANK AMER CORP	060505104	130	05/21/09	11/10/11	$808 84	$1 497 77	$-688 93
BANK AMER CORP	060505104	30	06/15/09	11/10/11	$186 66	$398 48	$-211 82

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
BANK AMER CORP	060505104	70	06/15/09	11/10/11	$435 53	$944 94	$-509 41
BANK AMER CORP	060505104	20	06/15/09	11/10/11	$124 44	$270 71	$-146 27
ORACLE CORPORATION	68389X105	220	03/08/07	11/10/11	$6,994 71	$3 694 35	$3,300 36
ORACLE CORPORATION	68389X105	60	09/30/10	11/10/11	$1,907 65	$1,623 31	$284 34
NEWS CORP	65248E203	250	06/23/04	11/10/11	$4,290 42	$4 450 82	$-160 40
NEWS CORP	65248E203	40	04/28/05	11/10/11	$686 47	$630 82	$55 65
AMERIPRISE FINL INC	03076C106	60	01/21/09	11/10/11	$2 789 11	$1,150 07	$1,639 04
AT&T INC	00206R102	80	03/08/07	11/10/11	$2,328 16	$2 928 91	$-600 75
HESS CORP	42809H107	60	09/29/04	11/10/11	$3,777 24	$1,761 62	$2,015 62
PHILIP MORRIS INTERNATIONAL	718172109	10	03/08/07	11/10/11	$704 85	$450 52	$254 33
TYCO INTERNATIONAL LTD	H89128104	20	02/05/08	11/10/11	$901 45	$807 73	$93 72
TYCO INTERNATIONAL LTD	H89128104	80	03/16/09	11/10/11	$3 605 82	$1,557 54	$2 048 28
VALE SA-SP ADR	91912E105	140	05/10/06	11/10/11	$3,616 41	$2,017 42	$1 598 99
MERCK & CO INC	58933Y105	143	03/08/07	11/10/11	$4,917 04	$3 382 34	$1,534 70
NEXTERA ENERGY INC	65339F101	30	08/24/10	11/10/11	$1,659 05	$1,637 25	$21 80
NEXTERA ENERGY INC	65339F101	30	08/24/10	11/10/11	$1,659 05	$1,641 45	$17 60
PEPSICO INC	713448108	30	04/27/02	11/10/11	$1 878 03	$1,319 40	$558 63
PFIZER INC COM	717081103	30	05/17/02	11/10/11	$589 25	$833 08	$-243 83
PRAXAIR INC	74005P104	40	02/04/05	11/10/11	$3,984 59	$1 764 34	$2,220 25
QUALCOMM INC	747525103	60	01/06/10	11/10/11	$3,334 21	$2,883 39	$450 82
QUALCOMM INC	747525103	40	03/03/10	11/10/11	$2,222 81	$1,558 90	$663 91
QUALCOMM INC	747525103	10	08/11/10	11/10/11	$555 70	$392 31	$163 39
QUALCOMM INC	747525103	10	08/11/10	11/10/11	$555 70	$392 55	$163 15
QUALCOMM INC	747525103	10	08/11/10	11/10/11	$555 70	$392 40	$163 30
THERMO ELECTRON CORP	883556102	30	03/07/07	11/10/11	$1,465 21	$1 361 34	$103 87

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost other basis or pass through loss	Net gain or loss
THERMO ELECTRON CORP	883556102	50	11/06/09	11/10/11	$2,442 02	$2,243 23	$198 79
THERMO ELECTRON CORP	883556102	20	11/06/09	11/10/11	$976 81	$891 30	$85 51
UNILEVER PLC AMER SHS ADR NEW	904767704	20	12/11/09	11/10/11	$653 13	$613 37	$39 76
UNILEVER PLC AMER SHS ADR NEW	904767704	10	12/11/09	11/10/11	$326 57	$306 94	$19 63
UNILEVER PLC AMER SHS ADR NEW	904767704	60	12/14/09	11/10/11	$1,959 40	$1,854 45	$104 95
UNILEVER PLC AMER SHS ADR NEW	904767704	30	05/27/10	11/10/11	$979 70	$815 49	$164 21
UNILEVER PLC AMER SHS ADR NEW	904767704	40	05/27/10	11/10/11	$1,306 26	$1,085 62	$220 64
WELLS FARGO & CO NEW	949746101	20	04/27/02	11/10/11	$507 63	$506 35	$1 28
WELLS FARGO & CO NEW	949746101	50	08/10/10	11/10/11	$1 269 07	$1,397 94	$-128 87
WELLS FARGO & CO NEW	949746101	30	09/13/10	11/10/11	$761 44	$790 75	$ 29 31
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	4	08/10/10	11/10/11	$81 25	$68 19	$13 06
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	28	08/10/10	11/10/11	$568 74	$477 76	$90 98
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	6	08/11/10	11/10/11	$121 87	$100 78	$21 09
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	24	08/11/10	11/10/11	$487 49	$404 00	$83 49
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	8	08/12/10	11/10/11	$162 50	$135 73	$26 77
ALLSCRIPTS HEALTHCARE SOLU USD 0 01	01988P108	50	08/17/10	11/10/11	$1,015 61	$863 99	$151 62
GOOGLE INC	38259P508	3	06/05/09	11/10/11	$1 807 78	$1 327 62	$480 16
FIRST HORIZON NATL CORP	320517105	1	10/14/08	11/10/11	$7 06	$9 62	$-2 56
ALLIANCE DATA SYS CORP	018581108	6	05/28/08	11/10/11	$609 84	$358 64	$251 20
ALLIANCE DATA SYS CORP	018581108	10	05/28/08	11/10/11	$1,016 40	$593 58	$422 82
ALLIANCE DATA SYS CORP	018581108	24	05/29/08	11/10/11	$2,439 36	$1,457 62	$981 74
ALLIANCE DATA SYS CORP	018581108	10	07/23/08	11/10/11	$1,016 40	$630 87	$385 53
AMERICAN EXPRESS COMPANY	025816109	10	06/21/10	11/10/11	$495 42	$422 73	$72 69
AMERICAN EXPRESS COMPANY	025816109	80	06/21/10	11/10/11	$3,963 35	$3 398 59	$564 76
AMERICAN EXPRESS COMPANY	025816109	20	07/07/10	11/10/11	$990 84	$798 60	$192 24

Long term gains and losses

This category includes sales of assets held more than 12 months

Description	Cusip	Number of shares	Date of acquisition	Sale date	Sales price or pass through gain	Cost, other basis or pass through loss	Net gain or loss
ANADARKO PETE CORP	032511107	40	06/18/10	11/10/11	$3,162 17	$1 701 44	$1,460 73
APACHE CORPORATION COM	037411105	60	03/08/07	11/10/11	$6 094 94	$4,122 94	$1,972 00
AUTOLIV INC COM	052800109	30	05/28/09	11/10/11	$1,642 94	$777 68	$865 26
CIGNA CORP COM	125509109	10	06/19/09	11/10/11	$429 85	$248 25	$181 60
CIGNA CORP COM	125509109	30	06/19/09	11/10/11	$1,289 55	$748 68	$540 87
CIGNA CORP COM	125509109	30	06/22/09	11/10/11	$1,289 55	$732 33	$557 22
CAPITAL ONE FINL CORP COM	14040H105	50	09/30/10	11/10/11	$2,244 11	$1 979 51	$264 60
CHUBB CORPORATION COM	171232101	70	03/08/07	11/10/11	$4,707 57	$3,531 74	$1,175 83
COMERICA INC COM	200340107	12	09/07/10	11/10/11	$309 86	$433 96	$-124 10
COMERICA INC COM	200340107	3	09/07/10	11/10/11	$77 47	$108 68	$-31 21
COMERICA INC COM	200340107	2	09/07/10	11/10/11	$51 64	$72 27	$-20 63
COMERICA INC COM	200340107	5	09/08/10	11/10/11	$129 11	$183 01	$-53 90
COMERICA INC COM	200340107	28	09/08/10	11/10/11	$723 02	$1 026 36	$-303 34
COMERICA INC COM	200340107	12	09/09/10	11/10/11	$309 86	$449 22	$-139 36
COMERICA INC COM	200340107	4	09/09/10	11/10/11	$103 29	$147 24	$-43 95
COMERICA INC COM	200340107	14	09/09/10	11/10/11	$361 51	$515 71	$-154 20
CONOCOPHILLIPS	20825C104	100	04/27/02	11/10/11	$7,108 06	$2 387 50	$4,720 56
CUMMINS ENGINE INC	231021106	20	05/01/09	11/10/11	$1 958 18	$682 64	$1,275 54
CUMMINS ENGINE INC	231021106	20	05/01/09	11/10/11	$1,958 18	$680 90	$1,277 28
DANAHER CORP COMMON	235851102	60	03/11/05	11/10/11	$2 929 84	$1,634 85	$1,294 99
E I DU PONT DE NEMOURS & CO COMM	263534109	30	04/14/09	11/10/11	$1 434 71	$798 03	$636 68
Total long term gain/loss for sales of assets					$250,550 41	$199 543 81	$51,006 60

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
BNY MELLON BANK	2,977.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		2,977.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		2,977.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK		7.	7.
	TOTAL	7.	7.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK		13,625.	13,625.
	TOTAL	13,625.	13,625.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	3,912.	3,912.		
TOTALS	3,912.	3,912.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK INVESTMENT FEES	3,450.	3,450.
TOTALS	3,450.	3,450.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	465.	465.
EXCISE TAX	154.	154.
TOTALS	619.	619.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT EXPENSES	8.	8.
POSTAGE`	7.	7.
TOTALS	15.	15.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	675,662.	593,849.
TOTALS	675,662.	593,849.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
JOANNE F. DUNCAN 151 ROSE LAKE ROAD LEXINGTON, SC 29072	TRUSTEE/CFO	0	0	0
FRANCIS W. FLOWERS, JR. C/O GENERAL ENGINES CO., INC. 14893 HIGHWAY 27 LAKE WALES, FL 33859-2541	TRUSTEE	0	0	0
MICHAEL J. FLOWERS 2 SHANNON LANE MANTUA, NJ 08051	TRUSTEE	0	0	0
STEVEN W. FLOWERS C/O INTERSTATE TRAILERS 1101 HERITAGE PARKWAY MANSFIELD, TX 76063	TRUSTEE	0	0	0
CAROL CARMASINO 31 COVE ROAD MOORESTOWN, NJ 08057-3949	TRUSTEE	0	0	0

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

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
NOTE: NONE OF THE ABOVE TRUSTEES RECEIVE ANY COMPENSATION, EXPENSE ACCOUNT, OR OTHER ALLOWANCE FROM THE FOUNDATION. NONE OF THE TRUSTEES HAD ANY CONTRIBUTIONS MADE TO EMPLOYEE BENEFIT PLANS OR DEFERRED COMPENSATION PLANS. THE FOUNDATION HAS NO SUCH PLANS.	GRAND TOTALS	0	0	0

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Japanese American Association 15 West 44th St , 11th Floor New York City, NY 10036	None	Exempt	Earthquake Tsunami Relief	$500.00
The Women's Center 1723 Hemphill Fort Worth, TX 76110	None	Exempt	Sponsor Christmas Family	500 00
Food Bank of South Jersey 1501 John Tipton Boulevard Pennsauken, NJ 08110	None	Exempt	Feeding Homeless	4,000 00
Gay Men's Health Crisis The Tisch Building New York, NY 10011-1913	None	Exempt	Operating Expenses	2,500 00
Children's Hospital Foundation of Philadelphia 34th Street and Civic Center Boulevard Philadelphia, PA 19104-4399	None	Exempt	Children's Fund	1,000.00
Church of the Ascension 110 South Sussex Street Gloucester, NJ 08030	None	Exempt	Operating Expenses	4,500 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Deborah Hospital Foundation 200 Trenton Road Browns Mills, NJ 08015	None	Exempt	Operating Expenses	2,000 00
United Way 1800 North Lamar Street Dallas, TX 75202	None	Exempt	Sponsor Tournament	700 00
Arlington Baseball Booster Club Cooper Street Arlington, Texas 76010	None	Exempt	Capital Improvements	500 00
The Darren Daulton Foundation 18 Heather Way Newtown Square, PA 19073-3968	None	Exempt	Sports & Homeless Philadelphia	500 00
Boys and Girls Clubs of Arlington 608 North Elm Street Arlington, TX 76011	None	Exempt	Capital Endowment Campaign	8,500 00
Irish Children's Foundation 506 Park Avenue Swedesboro, NJ 08085	None	Exempt	Bike Rally for Irish Children's exchange program	100 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Bobby Bragan Youth Foundation 3116 West 6th Street Ft. Worth, TX 76107	None	Exempt	Youth Scholarship Fund	2,000 00
Rutgers Baseball Booster Club 303 Cooper Street Camden, NJ 08102	None	Exempt	Player Cost Promo	200 00
Children's Cancer Center 4901 West Cypress Street Tampa, FL 33607	None	Exempt	Baseball for Kids	1,500 00
Multiple Sclerosis 900 South Broadway Denver, CO 80209	None	Exempt	Bike Rally for MS Dallas	250 00
Incarnation Church 240 Main Street Mantua, NJ 08080	None	Exempt	Operating Fund	100.00
Logan School Elmwood Avenue Columbia, SC	None	Exempt	100 Books Reading Program	250 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Holy Angels Parish 64 Cooper Street Woodbury, NJ 08096	None	Exempt	Operating Fund	1,250 00
St Alban's Episcopal Church P O Box 882 Lexington, SC 29071	None	Exempt	Operating and Building Funds	1,000 00
Operation Smile 6435 Tidewater Drive Norfolk, VA 23509	None	Exempt	Children's cleft Palate repairs surgeries	100 00
Columbia Museum of Art P O. Box 2068 Columbia, SC 29202	None	Exempt	Support travelling exhibits and Art Education	2,000.00
Historic Columbia Foundation 1601 Richland Street Columbia, SC 29201	None	Exempt	Operating Fund	2,500 00
The ARC-Gloucester County 1555 Gateway Boulevard West Deptford, NJ 08096	None	Exempt	Programs for individuals with Learning & developmental Disabilities	100 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
SC Archives & History Foundation P O. Box 1763 Columbia, SC 29202	None	Exempt	Document Preservation	500 00
First Presbyterian Church 125 Garden Street Mt Holly, NJ	None	Exempt	Memorial Fund	200 00
Hospice of Madison County P. O Box 69 Marshall, NC 28753	None	Exempt	Benefit Operating Fund	300 00
First Methodist Church 266 E Commerce Street Bridgeton, NJ	None	Exempt	Memorial Fund	50 00
Parent Project Muscular Dystrophy 158 Linwood Plaza, Suite 220 Fort Lee, NJ 07024	None	Exempt	To end Duchenne MD	500.00
Robin's Nest, Inc 42 South Delsea Drive Glassboro, NJ 08028	None	Exempt	Children's Shelter Operating Fund	500 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Advancing Opportunities/Cerebral Palsy of NJ 1005 Whitehead Road Ext Ewing, NJ 08638	None	Exempt	Operating Fund	7,250 00
Susan G Komen 5005 LBJ Fwy, Suite 250 Dallas, TX 75244	None	Exempt	Rally for the Cure	150 00
Smile Train 41 Madison Avenue, 28th Floor New York City, NY 10010	None	Exempt	Repair to children's Cleft Palates	100 00
Nicky Brandemarti Memorial Fund 54 Pelham Drive Mantua, NJ 08051	None	Exempt	Operating Fund	1,000 00
United Way of Gloucester County 454 Crown Point Road Thorofare, NJ 08086	None	Exempt	Operating Fund/Campaign	5,000 00

FLOWERS FAMILY FOUNDATION

Schedule C
2011 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Kate Svitek Memorial Foundation P O Box 104 Ambler, PA 19002	None	Exempt	Youth Wilderness Ed Programs	100.00
2011 Total Contributions				$52,200.00