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 ALBERT W. & EDITH V. FLOWERS CHARITABLE
12630-00

A Employer identification number 34-6608643

Number and street (or P O box number if mail is not delivered to street address) 106 SOUTH MAIN STREET, SUITE 1600

Room/suite

B Telephone number (see instructions) (330) 384-7301

City or town, state, and ZIP code AKRON, OH 44308

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,375,975.

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

ENVELOPE POSTMARK DATE MAY 14 2012

SCANNED MAY 30 2012

RECEIVED MAY 17 2012 1084 IRS-OSC OGDEN, UT

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				
	4	Dividends and interest from securities	70,338.	70,331.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,091.			
	b	Gross sales price for all assets on line 6a 1,025,484.				
	7	Capital gain net income (from Part IV, line 2)		103,091.		
	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	173,429.	173,422.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	21,975.	10,987.		10,987.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 4	3,022.	NONE	NONE	1,511.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	2,618.	642.		200.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,615.	11,629.	NONE	12,698.
	25	Contributions, gifts, grants paid	106,100.			106,100.
	26	**Total expenses and disbursements** Add lines 24 and 25	133,715.	11,629.	NONE	118,798.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	39,714.			
	b	**Net investment income** (if negative, enter -0-)		161,793.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

6m

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	52,569.		
	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)	577,466.		
	b	Investments - corporate stock (attach schedule)	1,154,711.		
	c	Investments - corporate bonds (attach schedule)	426,853.		
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)		2,251,304.	2,375,975.
	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)	2,211,599.	2,251,304.	2,375,975.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,211,599.	2,251,304.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,211,599.	2,251,304.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,211,599.	2,251,304.	

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	2,211,599.
2	Enter amount from Part I, line 27a	2	39,714.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,251,313.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	9.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,251,304.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,023,113.		922,393.	100,720.
b				
c				
d				
e				

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				100,720.
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 } 2 103,091.

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

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	112,267.	2,401,413.	0.046750
2009	128,268.	2,219,686.	0.057787
2008	145,721.	2,600,349.	0.056039
2007	139,989.	2,985,259.	0.046893
2006	140,056.	2,834,382.	0.049413

2	**Total** of line 1, column (d)	2	0.256882
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	0.051376
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,471,228.
5	Multiply line 4 by line 3	5	126,962.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,618.
7	Add lines 5 and 6	7	128,580.
8	Enter qualifying distributions from Part XII, line 4	8	118,798.

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	3,236.
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	3,236.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,236.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,240.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,240.
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	1,996.
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) ▶ OH			
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

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 ▶ FirstMerit Bank, NA Telephone no ▶ (330)384-7301

Located at ▶ 106 S MAIN ST, STE 500, AKRON, OH ZIP + 4 ▶ 44308

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**		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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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**		
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** 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**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		21,975.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	2,384,548.
b	Average of monthly cash balances			1b	124,313.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	2,508,861.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	2,508,861.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	37,633.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	2,471,228.
6	**Minimum investment return.** Enter 5% of line 5			6	123,561.

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	123,561.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,236.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,236.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	120,325.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	120,325.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	120,325.

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	118,798.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	118,798.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	118,798.

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					120,325.
2	Undistributed income, if any, as of the end of 2011.					
a	Enter amount for 2010 only				NONE	
b	Total for prior years 20 09 ,20____,20____			99,513.		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	NONE				
b	From 2007	NONE				
c	From 2008	NONE				
d	From 2009	NONE				
e	From 2010	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 118,798.					
a	Applied to 2010, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			99,513.		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					19,285.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					101,040.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9.					
a	Excess from 2007	NONE				
b	Excess from 2008	NONE				
c	Excess from 2009	NONE				
d	Excess from 2010	NONE				
e	Excess from 2011	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	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).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 8

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

N/A

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 9				
Total . . . . ▶ **3a**				106,100.
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					
4 Dividends and interest from securities			14	70,338.	
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	103,091.	
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)				173,429.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 173,429.

(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.)
	NOT APPLICABLE

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

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

▶ Marcia J. Kudla | 05/03/2012 ▶

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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFF MASLANICH, EA		05/03/2012		P00390783

Firm's name ▶ THOMSON REUTERS TAX & ACCOUNTING

Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, SUITE 118
HOLLAND, OH 43528

Phone no. 419-861-2300

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES INC	846.	846.
AMERICAN EXPRESS CO	375.	375.
ANHEUSER BUSCH 5.050% 10/15/16	2,525.	2,525.
APACHE CORP COMMON	90.	90.
AUTOMATIC DATA PROCESSING INC	500.	500.
BANK OF AMERICA 4.875% 9/15/12	2,438.	2,438.
BOEING CO	74.	74.
CHEVRONTEXACO CORP	515.	515.
CISCO SYSTEMS INC	65.	65.
CITIGROUP INC 4.875% 5/07/15	2,438.	2,438.
COCA-COLA CO	476.	476.
CONOCOPHILLIPS	842.	842.
DANAHER CORP	31.	31.
E I DUPONT DE NEMOURS & CO	406.	406.
ECOLAB INC	189.	189.
EMERSON ELECTRIC CO	213.	213.
EXXON MOBIL CORP	755.	755.
FFCB 3.750% 1/29/16	5,625.	5,625.
FFCB 2.625% 4/17/14	2,625.	2,625.
FFCB 4.750% 9/19/12	2,375.	2,375.
FHLB 2.875% 6/12/15	2,156.	2,156.
FHLMC 4.875% 11/15/13	2,438.	2,438.
FHLMC 4.500% 1/15/14	2,250.	2,250.
FNMA 4.375% 9/15/12	2,188.	2,188.
FNMA 4.625% 10/15/13	2,313.	2,313.
FLUOR CORP NEW	143.	143.
GENERAL ELECTRIC CO	378.	378.
GENERAL ELEC CAP COR 4.750% 3/15/17	2,375.	2,375.
GENERAL MILLS INC	185.	185.
HEWLETT PACKARD CORP	48.	48.
HOME DEPOT INC	363.	363.
ILLINOIS TOOL WORKS	326.	326.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEL CORP	450.	450.
INTERNATIONAL BUSINESS MACHINE CORP	116.	116.
ISHARES RUSSELL MIDCAP GRWTH	214.	214.
ISHARES RUSSELL MIDCAP INDEX FUND	1,236.	1,236.
ISHARES TRUST S&P SM CAP 600	379.	379.
ISHARES TR S&P SMALLCAP/600 GROWTH	58.	58.
ISHARES RUSSELL TOP 200 GROWTH	136.	136.
JOHNSON & JOHNSON CO	698.	698.
KOHLS CORPORATION	91.	91.
LOOMIS SAYLES BOND FUND	5,595.	5,595.
MARKET VECTORS AGRIBUSINESS	200.	193.
MC DONALDS CORP	784.	784.
MERCK & CO INC	188.	188.
MERRILL LYNCH & CO 4.050% 2/09/11	304.	304.
MICROSOFT CORP	592.	592.
FEDERATED PRIME OBLIGATIONS FD	11.	11.
NIKE INC CLASS B	214.	214.
OCCIDENTAL PETROLEUM CORP	325.	325.
ORACLE SYSTEMS CORP.	194.	194.
PEPSICO INC	742.	742.
PFIZER INC 4.500% 2/15/14	2,250.	2,250.
PRAXAIR INC	292.	292.
PRICE T ROWE GROUP INC	151.	151.
PROCTER & GAMBLE CO	788.	788.
PRUDENTIAL FINL INC	602.	602.
SPDR DJ WILSHIRE INTL REAL ESTATE	569.	569.
SPDR DOW JONES REIT ETF	774.	774.
SCHLUMBERGER LTD	288.	288.
HEALTH CARE SELECT SECTOR SPDR	619.	619.
CONSUMER STAPLES SELECT SECTOR SPDR	151.	151.
UTILITIES SELECT SECTOR SPDR	552.	552.
JM SMUCKER CO/THE-NEW COM	136.	136.
STATE STR CORP	208.	208.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEVA PHARMACEUTICAL INDS ADR	353.	353.
US BANCORP	386.	386.
UNION PACIFIC CORP	385.	385.
UNITED TECHNOLOGIES CORP	317.	317.
VANGUARD INTM TERM INV G-INV	1,202.	1,202.
VANGUARD FTSE ALL-WORLD EX-US	2,125.	2,125.
VANGUARD MSCI EMERGING MARKETS ETF	3,681.	3,681.
THE VANGUARD GROUP INC ENERGY ETF	667.	667.
WELLS FARGO CO 4.950% 10/16/13	2,475.	2,475.
YUM! BRANDS INC	274.	274.
TOTAL	70,338.	70,331.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	1,176.			588.
OTHER ALLOCABLE EXPENSE-INCOME	695.			348.
TAX PREPARATION FEE (NON-ALLOC	1,151.			575.
TOTALS	3,022.	NONE	NONE	1,511.

ALBERT W. & EDITH V. FLOWERS CHARITABLE 34-6608643

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	42.	42.	
OTHER TAXES	200.		200.
FEDERAL TAX PAYMENT - PRIOR YE	536.		
FEDERAL ESTIMATES - PRINCIPAL	1,240.		
FOREIGN TAXES ON QUALIFIED FOR	381.	381.	
FOREIGN TAXES ON NONQUALIFIED	219.	219.	
TOTALS	2,618.	642.	200.

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

DESCRIPTION		AMOUNT
ROUNDING		9.
	TOTAL	9.

ALBERT W. & EDITH V. FLOWERS CHARITABLE 34-6608643

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

OFFICER NAME:
FIRSTMERIT BANK, NA
ADDRESS:
106 S Main St #500
Akron, OH 44308
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2
COMPENSATION .... 21,975.

OFFICER NAME:
Ronald B. Tynan, Sr
ADDRESS:
3021 12th Street, NW
Massillon, OH 44646
TITLE:
Chairman
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Charles Tyburski
ADDRESS:
1000 United Bank Plaza 220 Market S
Canton, OH 44702
TITLE:
Comm. Member
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
F. E. McCullough, CPA
ADDRESS:
3637 McDowell St, NE
North Canton, OH 44721
TITLE:
Comm. Member
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 21,975.
=============

STATEMENT 7

FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
Brenda Moubray
ADDRESS:
FirstMerit Bank, NA
Akron, OH 44308
RESTRICTIONS OR LIMITATIONS ON AWARDS:
Awards generally granted to qualifying organizations in Stark county.

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

RECIPIENT NAME:
SEE ATTACHED STATEMENT
ADDRESS:
106 S MAIN STREET 5TH FLOOR
AKRON, OH 44308
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 106,100.

TOTAL GRANTS PAID: 106,100.
===============

STATEMENT 9

```
149   BENEFICIARY DISTRIBUTIONS
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY
          ----------------------------------------
08/01/11  CASH DISBURSEMENT                                              -10000.00                    -10000 00   1108000002
          CHARITABLE CONTRIBUTION                                                                  **CHANGED** 03/08/12 BR
          PLEDGE MADE FEBRUARY 2011, FAMILY LIVING CENTER
          IN MASSILLON CHALLENGE GRANT
          FOR  TA
          PAID TO
                   COMMUNITY SERVICES OF STARK COUNTY
                   325 CLEVELAND AVENUE, N W
```

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TAX                                                                                                              EDIT
CODE/DATE TRANSACTIONS                                                             TAXABLE          INCOME      PRINCIPAL   NUMBER
--------- ------------                                                          ------------   ------------  ------------  ----------

149    BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ----------------------------------------------------

                   CANTON, OH 44702
          TR TRAN#=CS000004000005  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -2500 00                       -2500 00   1108000021
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          TECHNICAL ASSISTANCE PROGRAM
          BUSINESS CLASSES, ONE-ON-ONE COUNSELING AND
          DEVELOPMENT OF MORE SPACES FOR ARTS RELATED
          SMALL BUSINESS OWNERS
          FOR: TA
          PAID TO:
                   ARTS IN STARK
                   900 CLEVELAND AVE. NW
                   CANTON, OH 44702
          TR TRAN#=CS000308000013  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -2000 00                       -2000.00   1108000022
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          SUPPORT OF CANTON OPERATIONS
          FOR· TA
          PAID TO:
                   CUYAHOGA VALLEY PRESERVATION AND
                   SCENIC RAILWAY ASSOCIATION
                   P O. BOX 158
                   PENINSULA, OH 44264-0158
          TR TRAN#=CS000308000015  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -5000.00                       -5000 00   1108000024
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          BUSING OF STUDENTS TO ATTEND FREE PROGRAMS AT THE
          MUSEUM
          FOR  TA
          PAID TO
                   MASSILLON MUSEUM
                   121 LINCOLN WAY EAST
                   MASSILLON, OH 44646
          TR TRAN#=CS000308000018  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -2000.00                       -2000 00   1108000025
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          MCKINLEY PRESIDENTIAL LIBRARY & MUSEUM
          SECURITY CAMERAS INSIDE AND OUTSIDE OF MUSEUM
          FOR  TA
          PAID TO
                   STARK COUNTY HISTORICAL SOCIETY
                   800 MCKINLEY MONUMENT DR  NW
                   CANTON, OH 44708-4832
          TR TRAN#=CS000308000020  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -5000.00                       -5000 00   1108000023
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          SAVE AMERICA'S TREASURES DOLLAR-FOR-DOLLAR
          MATCHING GRANT FOR THE PRESERVATION OF FIVE OAKS,
          HOME OF THE MASSILLON WOMAN'S CLUB
          FOR. TA
          PAID TO
                   MASSILLON HERITAGE FOUNDATION INC
                   210 FOURTH STREET, N.E
                   MASSILLON, OH 44646
          TR TRAN#=CS000308000016  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -1000.00                       -1000.00   1108000026
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          LIVING HISTORY EDUCATION PROGRAM FOR STARK COUNTY
          3RD GRADERS
          FOR: TA
          PAID TO:
                   OHIO OUTDOOR HISTORICAL DRAMA ASSOC
                   TRUMPET IN THE LAND
                   P O. BOX 450
                   NEW PHILADELPHIA, OH 44663
          TR TRAN#=CS000308000022  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -5000 00                       -5000.00   1108000027
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          ALUMNI ASSOCIATION CRUSADER CHALLENGE TO PROVIDE
          TUITION ASSISTANCE
          FOR: TA
          PAID TO:
                   CENTRAL CATHOLIC HIGH SCHOOL
                   4824 WEST TUSCARAWAS STREET
                   CANTON, OH 44708-5118
          TR TRAN#=CS000308000024  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                       -5000 00                       -5000 00   1108000029
          CHARITABLE CONTRIBUTION                                                                          **CHANGED** 03/08/12 BR
          DOCTORATE IN PHYSICAL THERAPY PROGRAM-COSTS OF
          PHYSICAL THERAPY EQUIPMENT ADDITION/UPGRADES
```

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TAX                                                                                                                EDIT
CODE/DATE TRANSACTIONS                                                      TAXABLE         INCOME     PRINCIPAL   NUMBER
--------- ------------                                                 ------------   ------------  ------------  ----------

149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------


          FOR: TA
          PAID TO:
                   WALSH UNIVERSITY
                   2020 EAST MAPLE STREET
                   NORTH CANTON, OH 44720-3396
          TR TRAN#=CS000308000028  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -1000 00                       -1000 00   1108000028
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          ADOPT-A-STUDENT SCHOLARSHIP FUND FOR TUITION
          ASSISTANCE
          FOR: TA
          PAID TO
                   ST  THOMAS AQUINAS HIGH SCHOOL
                   2121 RENO DRIVE N.E.
                   LOUISVILLE, OH 44641-9045
          TR TRAN#=CS000308000026  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -3000 00                       -3000 00   1108000034
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          CONTINUATION OF PARENT CAFE PARENT EDUCATION
          PROGRAM AT EARLY CARE AND EDUCATION CENTER TO
          ALLOW FAMILIES TO INTERACT WITH TEACHERS
          FOR: TA
          PAID TO
                   J R  COLEMAN FAMILY SERVICES CORP.
                   1731 GRACE AVENUE NE
                   CANTON, OH 44705-2261
          TR TRAN#=CS000308000034  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                 -500.00                        -500 00   1108000035
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          GENERAL SUPPORT
          FOR. TA
          PAID TO:
                   PATHWAY CARING FOR CHILDREN
                   6370 WISE AVENUE NW
                   NORTH CANTON, OH 44720
          TR TRAN#=CS000308000036  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -1000.00                       -1000 00   1108000036
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          SESSIONS OF A B.O U.T.F.A C.E.H A L.T. GROUP
          FOR  TA
          PAID TO:
                   TURNING POINT OF STARK COUNTY
                   1221 HARRISBURG RD. N.E
                   P.O. BOX 8003
                   CANTON, OH 44711
          TR TRAN#=CS000314000002  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -5000 00                       -5000 00   1108000031
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          GENERAL OPERATING EXPENSES
          FOR: TA
          PAID TO.
                   AKRON-CANTON REGIONAL FOODBANK
                   350 OPPORTUNITY PARKWAY
                   AKRON, OH 44307-2234
          TR TRAN#=CS000308000031  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -2000.00                       -2000.00   1108000032
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          PROVIDE SUPPORT SCOUTREACH PROGRAM IN STARK COUNTY
          FOR: TA
          PAID TO:
                   BOY SCOUTS OF AMERICA
                   BUCKEYE COUNCIL
                   2301 13TH STREET NW
                   CANTON, OH 44708-3157
          TR TRAN#=CS000308000032  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -1500 00                       -1500.00   1108000030
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          ORTHODONTIC CARE FOR STARK COUNTY CHILDREN
          FOR  TA
          PAID TO
                   BEACON JOURNAL CHARITY FUND
                   333 SOUTH MAIN STREET, SUITE 319
                   AKRON, OH 44308-1225
          TR TRAN#=CS000308000030  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                                -2000.00                       -2000.00   1108000033
          CHARITABLE CONTRIBUTION                                                                     **CHANGED** 03/08/12 BR
          GENERAL OPERATING SUPPORT FOR STARK COUNTY
          FOR: TA
          PAID TO
                   GIRL SCOUTS OF NORTH EAST OHIO
```

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TAX                                                                                                           EDIT
CODE/DATE TRANSACTIONS                                                    TAXABLE        INCOME      PRINCIPAL   NUMBER
--------- ------------                                                 ------------   ------------   ------------  ----------

149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

                   ONE GIRL SCOUT WAY
                   MACEDONIA, OH 44056-2156
          TR TRAN#=CS000308000033  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                              -2500.00                     -2500.00  1108000038
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          RACQUETBALL COURT REPAIR
          FOR  TA
          PAID TO:
                   YOUNG MEN'S CHRISTIAN ASSOCIATION
                   OF WESTERN STARK COUNTY
                   131 TREMONT AVE SE
                   MASSILLON, OH 44646
          TR TRAN#=CS000314000004  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                               -500 00                      -500.00  1108000039
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          GENERAL SUPPORT
          FOR  TA
          PAID TO
                   YOUNG WOMEN'S CHRISTIAN ASSOCIATION
                   OF CANTON OHIO
                   231 SIXTH STREET NE
                   CANTON, OH 44702-1092
          TR TRAN#=CS000314000005  TR CD=146    REG=0    PORT=PRIN

08/22/11  CASH DISBURSEMENT                                              -1000.00                     -1000 00  1108000037
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          CAMP TIPPECANOE STRONG KIDS TO CAMP CAMPAIGN
          FOR: TA
          PAID TO:
                   YOUNG MEN'S CHRISTIAN ASSOCIATION
                   OF WESTERN STARK COUNTY
                   131 TREMONT AVE SE
                   MASSILLON, OH 44646
          TR TRAN#=CS000314000003  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                              -2000 00                     -2000.00  1112000059
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          ONE -ON-ONE TUTORING TO CHILDREN WITH DYSLEXIA
          FOR  TA
          PAID TO
                   CHILDREN'S DYSLEXIA CENTERS INC.-
                   OF CANTON OHIO
                   33 MARRETT ROAD
                   LEXINGTON, MA 02421
          TR TRAN#=CS000382000016  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                               -500 00                      -500 00  1112000063
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          RESPITE CARE PROGRAM IN STARK COUNTY AREA
          FOR  TA
          PAID TO:
                   NATIONAL MULTIPLE SCLEROSIS SOCIETY-
                   OHIO BUCKEYE CHAPTER
                   6155 ROCKSIDE ROAD, SUITE 202
                   INDEPENDENCE, OH 44131
          TR TRAN#=CS000382000023  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                               -500.00                      -500 00  1112000061
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          LIBRARY SUPPORT CAMPAIGN FOR LIBRARY PROGRAMS NOT
          ADEQUATELY FUNDED BY TAX REVENUE
          FOR: TA
          PAID TO:
                   STARK COUNTY DISTRICT LIBRARY
                   FOUNDATION
                   715 MARKET AVENUE N
                   CANTON, OH 44702
          TR TRAN#=CS000382000019  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                               -500 00                      -500 00  1112000062
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          BEECH CREEK BOTANICAL GARDEN & NATURE PRESERVE-
          REPLACE WINDOWS AND DOORS IN VISITOR CENTER
          FOR  TA
          PAID TO.
                   BOTANICAL GARDEN ASSOCIATION INC-
                   11929 BEECH ST NE
                   ALLIANCE, OH 44601
          TR TRAN#=CS000382000021  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                              -1000.00                     -1000 00  1112000060
          CHARITABLE CONTRIBUTION                                                                 **CHANGED** 03/08/12 BR
          ST. MICHAEL THE ARCHANGEL LEVEL SPONSORSHIP FOR
          ANNUAL FUNDRAISING EVENT
          FOR: TA
          PAID TO.
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TAX                                                                                                                 EDIT
CODE/DATE TRANSACTIONS                                                    TAXABLE          INCOME      PRINCIPAL   NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ---------------------------------------------------

                   ST  MICHAEL SCHOOL
                   3431 ST. MICHAEL BLVD. NW
                   CANTON, OH 44718-3016
          TR TRAN#=CS000382000017  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -1000.00                        -1000 00   1112000064
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          PURCHASE OF PEDIATRIC VACCINES
          FOR· TA
          PAID TO.
                   RICHARD D. WATKINS CANTON COMMUNITY
                   CLINIC INC
                   2725 LINCOLN ST  EAST
                   CANTON, OH 44707
          TR TRAN#=CS000382000024  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -2000 00                        -2000.00   1112000065
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          BATTERER'S INTERVENTION TREATMENT THERAPY PROGRAM
          AND ADOLESCENT THERAPY GROUP FOR VIOLENT TEENS
          FOR  TA
          PAID TO.
                   VOYAGER PROGRAM INC
                   624 MARKET AVNEUE, NORTH, SUITE 245
                   CANTON, OH 44702
          TR TRAN#=CS000382000025  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -5000 00                        -5000.00   1112000066
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          2011 ANNUAL CAMPAIGN
          FOR: TA
          PAID TO.
                   WESTERN STARK FREE CLINIC INC.
                   820 AMHERST ROAD, N E.
                   MASSILLON, OH 44646
          TR TRAN#=CS000382000027  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -2000.00                        -2000 00   1112000067
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          2011 ANNUAL CAMPAIGN
          FOR  TA
          PAID TO·
                   BOYS & GIRLS CLUBS OF MASSILLON
                   730 DUNCAN STREET, SW
                   MASSILLON, OH 44647
          TR TRAN#=CS000382000028  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                            -500 00                         -500.00   1112000068
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          GENERAL SUPPORT
          FOR  TA
          PAID TO:
                   HABITAT FOR HUMANITY -  OF GREATER
                   STARK & CARROLL COUNTIES
                   2800 LEEMONT AVE , NW
                   CANTON, OH 44709
          TR TRAN#=CS000382000029  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -1000 00                        -1000 00   1112000069
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          GENERAL SUPPORT TO ASSIST STARK COUNTY LOW INCOME
          OR PHYSICALLY LIMITED HOMEOWNERS WITH HOME AND
          PROPERTY IMPROVEMENTS
          FOR: TA
          PAID TO:
                   HAMMER & NAILS INC
                   P O. BOX 8224
                   CANTON, OH 44711-8224
          TR TRAN#=CS000382000030  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                            -500 00                          -500 00   1112000071
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          GENERAL SUPPORT
          FOR. TA
          PAID TO
                   PREGNANCY SUPPORT CENTER
                   4500 22ND STREET, N.W
                   CANTON, OH 44708
          TR TRAN#=CS000382000033  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                           -1000 00                        -1000.00   1112000072
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          GERIATRIC CASE MANAGEMENT PROGRAM
          FOR: TA
          PAID TO:
                   WESTARK FAMILY SERVICES INC.
                   42 FIRST STREET N E
                   MASSILLON, OH 44646-6703
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TAX                                                                                                          EDIT
CODE/DATE TRANSACTIONS                                                TAXABLE        INCOME      PRINCIPAL   NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ----------------------------------------------------

          TR TRAN#=CS000382000034  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -1000 00                      -1000 00   1112000070
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          FOOD BANK
          FOR: TA
          PAID TO·
                   NORTHWEST CHURCH OF CHRIST
                   3904 38TH STREET, N W.
                   CANTON, OH 44718
          TR TRAN#=CS000382000032  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -1100 00                      -1100.00   1112000073
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          ALLIANCE FAMILY Y - LEARN TO SWIM PROGRAM FOR 2ND
          GRADERS
          FOR: TA
          PAID TO:
                   YMCA OF CENTRAL STARK COUNTY -
                   MEYERS LAKE Y
                   1201 30TH STREET, N W , SUITE 200
                   CANTON, OH 44709
          TR TRAN#=CS000382000035  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -1000 00                      -1000 00   1112000075
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          MEYERS LAKE Y - PROVIDE 20 KIDS WITH AFTER
          SCHOOL CARE
          FOR: TA
          PAID TO:
                   YMCA OF CENTRAL STARK COUNTY -
                   MEYERS LAKE Y
                   1201 30TH STREET, N.W , SUITE 200
                   CANTON, OH 44709
          TR TRAN#=CS000382000038  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -1000.00                      -1000 00   1112000074
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          CANTON Y - NEW CANTON AREA YMCA FACILITY
          FOR: TA
          PAID TO:
                   YMCA OF CENTRAL STARK COUNTY -
                   MEYERS LAKE Y
                   1201 30TH STREET, N.W , SUITE 200
                   CANTON, OH 44709
          TR TRAN#=CS000382000037  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -5000 00                      -5000 00   1112000052
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          CHRISTMAS GRANT
          FOR  TA
          PAID TO
                   CANTON EX-NEWSBOYS ASSOCIATION
                   P.O  BOX 20124
                   CANTON, OH 44701
          TR TRAN#=CS000382000007  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -5000 00                      -5000.00   1112000053
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          CHRISTMAS GRANT
          FOR  TA
          PAID TO
                   SALVATION ARMY - ALLIANCE
                   P O  BOX 2780
                   ALLIANCE, OH 44601
          TR TRAN#=CS000382000008  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -5000.00                      -5000 00   1112000054
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          CHRISTMAS GRANT
          FOR: TA
          PAID TO:
                   SALVATION ARMY - CANTON
                   420 MARKET AVENUE SOUTH
                   CANTON, OH 44702
          TR TRAN#=CS000382000009  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                             -5000.00                      -5000.00   1112000055
          CHARITABLE CONTRIBUTION                                                                **CHANGED** 03/08/12 BR
          CHRISTMAS GRANT
          FOR  TA
          PAID TO
                   SALVATION ARMY - MASSILLON
                   143 FIRST STREET SE
                   MASSILLON, OH 44646
          TR TRAN#=CS000382000010  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                              -500 00                       -500.00   1112000057
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TAX                                                                                                                EDIT
CODE/DATE TRANSACTIONS                                                       TAXABLE        INCOME      PRINCIPAL  NUMBER
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149   BENEFICIARY DISTRIBUTIONS (CONTINUED)
          DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)
          ----------------------------------------------------

          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          INSTALLATION OF WIRELESS INTERNET EQUIPMENT
          THROUGHOUT MUSEUM & GALLERIES AND IMPLEMENTATION
          OF AMERICAN ART LECTURE SERIES
          FOR· TA
          PAID TO
                   CANTON MUSEUM OF ART
                   1001 MARKET AVENUE N
                   CANTON, OH 44702
          TR TRAN#=CS000382000012  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                                  -500.00                      -500.00  1112000058
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          CONTINUATION OF "LISTEN @ THE LIBRARY" FOR
          CHILDREN AND ADULTS OF GREATER STARK COUNTY AREA
          FOR. TA
          PAID TO:
                   CANTON SYMPHONY ORCHESTRA
                   ASSOCIATION
                   1001 MARKET AVENUE N
                   CANTON, OH 44702-1024
          TR TRAN#=CS000382000014  TR CD=146    REG=0    PORT=PRIN

12/28/11  CASH DISBURSEMENT                                                 -6000 00                     -6000 00  1112000056
          CHARITABLE CONTRIBUTION                                                                   **CHANGED** 03/08/12 BR
          CHRISTMAS GRANT FOR FOODBANK
          FOR. TA
          PAID TO:
                   ST. JOAN OF ARC CATHOLIC CHURCH
                   4940 TUSCARAWAS WEST
                   CANTON, OH 44708
          TR TRAN#=CS000382000011  TR CD=146    REG=0    PORT=PRIN
                                                                        ------------  ------------   ------------
          TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS                  -106100.00          0.00     -106100.00
                                                                        ============  ============   ============
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***068212630-00 THOMSONREUTE2011120120111231S1

FIRSTMERIT BANK, N.A.
SUCCESSOR TRUSTEE OF THE
ALBERT W. AND EDITH V. FLOWERS
CHARITABLE FOUNDATION
U/A/D 5/29/1968

ACCOUNT 12630-00

STATEMENT OF ACCOUNT

FOR THE PERIOD

12/01/11 THROUGH 12/31/11

THOMSONREUTE
THOMSON REUTERS
ATTN: JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER M. DAVIS
(330) 384-7268 / (888) 384-6388

WEALTH MANAGEMENT SERVICES
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

TABLE OF CONTENTS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

ACCOUNT SUMMARY

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING MARKET VALUE	2,431,558.38	2,518,647.87
ADDITIONS	21,483.01	54,533.49
DISTRIBUTIONS	72,489.14-	185,860.18-
INCOME	12,802.30	70,315.14
REALIZED CAPITAL GAINS/LOSSES	17,953.89	100,715.18
UNREALIZED CAPITAL GAINS/LOSSES	35,333.73-	182,376.79-
ENDING MARKET VALUE	2,375,974.71	2,375,974.71

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

CASH AND MONEY MARKET SUMMARY

FOR THE PERIOD 12/01/11 THROUGH 12/31/11

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING CASH AND MONEY MARKET BALANCE	110,421.47	52,569.42
CASH ADDITIONS	21,483.01	54,533.49
DISTRIBUTIONS		
PAYMENTS TO OR FOR BENEFICIARIES	292.54-	319.65-
FEES	1,786.61-	23,125.00-
EXPENSES	48,926.98-	108,118.46-
OTHER DISBURSEMENTS	21,483.01-	54,297.07-
TOTAL DISTRIBUTIONS	72,489.14-	185,860.18-
INCOME		
TAXABLE INTEREST	1,078.13	36,772.51
NON-TAXABLE INTEREST	0.00	0.00
TAXABLE DIVIDENDS	11,086.08	32,904.54
NON TAXABLE DIVIDENDS	0.00	0.00
OTHER INCOME	0.00	0.00
CAPITAL GAINS/DISTRIBUTIONS	638.09	638.09
TOTAL INCOME	12,802.30	70,315.14
BUY AND SELL ACTIVITY		
PURCHASES	131,757.70-	905,795.44-
SALES	168,466.25	1,023,163.76
TOTAL BUY AND SELL ACTIVITY	36,708.55	117,368.32
ENDING CASH BALANCE	0.00	0.00
ENDING MONEY MARKET BALANCE	108,926.19	108,926.19

ASSET SUMMARY

AS OF 12/31/11

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	1,315.41-	0.06-%	1,315.41-			
MONEY MARKET FUNDS	108,926.19	4.58 %	108,926.19	0.00	11	0.01 %
U.S. GOVERNMENT AGENCIES	616,890.75	25.96 %	577,465.49	39,425.26	21,969	3.56 %
CORPORATE & FOREIGN BONDS	312,295.50	13.14 %	301,670.00	10,625.50	14,500	4.64 %
COMMON EQUITY SECURITIES	603,574.33	25.40 %	495,024.90	108,549.43	12,544	2.08 %
CLOSED END EQUITY MUTUAL FUND	595,165.33	25.05 %	642,396.25	47,230.92-	11,235	1.89 %
TAXABLE FIXED INCOME FUNDS	139,122.61	5.86 %	125,821.32	13,301.29	7,638	5.49 %
PRINCIPAL PORTFOLIO TOTAL	2,374,659.30	99.94 %	2,249,988.74	124,670.56	67,896	2.86 %
INCOME PORTFOLIO						
INCOME CASH	1,315.41	0.06 %	1,315.41			
TOTAL ASSETS	2,375,974.71	100.00 %	2,251,304.15	124,670.56	67,896	2.86 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO							
	PRINCIPAL CASH	1,315.41-	0.06-%	1,315.41-			
MONEY MARKET FUNDS							
108,926.19	FEDERATED PRIME OBLIGATIONS FUND	108,926.19 1.000	4.58 %	108,926.19	0.00	11	0.01 %
U.S. GOVERNMENT AGENCIES							
50,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/23/2002 4.375% 09/15/2012	51,457.50 102.915	2.17 %	49,726.00	1,731.50	2,188	4.25 %
50,000	FEDERAL FARM CREDIT BANK DTD 09/19/2002 4.750% 09/19/2012	51,598.50 103.197	2.17 %	50,540.80	1,057.70	2,375	4.60 %
50,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/26/2003 4.625% 10/15/2013	53,769.50 107.539	2.26 %	50,173.80	3,595.70	2,313	4.30 %
50,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 10/16/2003 4.875% 11/15/2013	54,163.50 108.327	2.28 %	50,750.00	3,413.50	2,438	4.50 %
50,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 01/16/2004 4.500% 01/15/2014	53,998.50 107.997	2.27 %	49,426.00	4,572.50	2,250	4.17 %
100,000	FEDERAL FARM CREDIT BANK DTD 04/17/2009 2.625% 04/17/2014 NON CALLABLE	104,785.00 104.785	4.41 %	100,250.00	4,535.00	2,625	2.51 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
75,000	FEDERAL HOME LOAN BANK DTD 01/13/2010 2.875% 06/12/2015 NON CALLABLE	80,336.25 107.115	3.38 %	76,598.89	3,737.36	2,156	2.68 %
150,000	FEDERAL FARM CREDIT BANK DTD 01/29/2009 3.750% 01/29/2016 NON CALLABLE	166,782.00 111.188	7.02 %	150,000.00	16,782.00	5,625	3.37 %
TOTAL U.S. GOVERNMENT AGENCIES		616,890.75	25.96 %	577,465.49	39,425.26	21,969	3.56 %
CORPORATE & FOREIGN BONDS							
50,000	BANK OF AMERICA CORPORATION DTD 09/25/2002 4.875% 09/15/2012	50,321.00 100.642	2.12 %	50,750.00	429.00-	2,438	4.84 %
50,000	WELLS FARGO COMPANY DTD 10/16/2003 4.950% 10/16/2013	52,479.00 104.958	2.21 %	50,465.00	2,014.00	2,475	4.72 %
50,000	PFIZER INC DTD 02/03/2004 4.500% 02/15/2014	53,906.00 107.812	2.27 %	50,125.00	3,781.00	2,250	4.17 %
50,000	CITIGROUP INC DTD 05/07/2003 4.875% 05/07/2015	49,386.50 98.773	2.08 %	49,375.00	11.50	2,438	4.94 %
50,000	ANHEUSER-BUSCH COS INC DTD 10/14/2003 5.050% 10/15/2016	56,947.50 113.895	2.40 %	50,955.00	5,992.50	2,525	4.43 %
50,000	GENERAL ELEC CAP CORP INTERNOTES BOOK ENTRY TRANCHE # TR 00298 0.000% 00/00/0000	49,255.50 98.511	2.07 %	50,000.00	744.50-	2,375	4.82 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
TOTAL CORPORATE & FOREIGN BONDS		312,295.50	13.14 %	301,670.00	10,625.50	14,500	4.64 %
COMMON EQUITY SECURITIES							
447	ABBOTT LABS	25,134.81 56.230	1.06 %	20,929.48	4,205.33	858	3.41 %
423	AMERICAN EXPRESS CO	19,952.91 47.170	0.84 %	18,882.14	1,070.77	305	1.53 %
79	APPLE INC	31,995.00 405.000	1.35 %	13,883.31	18,111.69	0	0.00 %
469	AUTOMATIC DATA PROCESSING INC	25,330.69 54.010	1.07 %	23,850.56	1,480.13	741	2.93 %
121	BLACKROCK INC CL A	21,567.04 178.240	0.91 %	20,583.94	983.10	666	3.09 %
199	CHEVRON CORPORATION	21,173.60 106.400	0.89 %	13,534.05	7,639.55	645	3.05 %
220	COCA COLA CO	15,393.40 69.970	0.65 %	11,503.30	3,890.10	414	2.69 %
440	DANAHER CORP	20,697.60 47.040	0.87 %	17,029.21	3,668.39	44	0.21 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
442	ECOLAB INC	25,552.02 57.810	1.08 %	19,736.62	5,815.40	354	1.39 %
1,038	EMC CORP/MASS	22,358.52 21.540	0.94 %	25,157.01	2,798.49-	0	0.00 %
302	EXXON MOBIL CORPORATION	25,597.52 84.760	1.08 %	12,300.46	13,297.06	568	2.22 %
126	INTERNATIONAL BUSINESS MACHINES CORP	23,168.88 183.880	0.98 %	23,569.58	400.70-	378	1.63 %
192	JM SMUCKER CO/THE-NEW	15,008.64 78.170	0.63 %	13,011.56	1,997.08	369	2.46 %
228	JOHNSON & JOHNSON	14,952.24 65.580	0.63 %	13,859.30	1,092.94	520	3.48 %
254	MCDONALDS CORP	25,483.82 100.330	1.07 %	13,524.56	11,959.26	711	2.79 %
765	MICROSOFT CORP	19,859.40 25.960	0.84 %	17,791.15	2,068.25	612	3.08 %
217	NIKE INC-CLASS B	20,912.29 96.370	0.88 %	11,039.25	9,873.04	312	1.49 %
776	ORACLE CORPORATION	19,904.40 25.650	0.84 %	23,235.73	3,331.33-	186	0.93 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
378	PEPSICO INC	25,080.30 66.350	1.06 %	19,886.07	5,194.23	779	3.11 %
142	PRAXAIR INC	15,179.80 106.900	0.64 %	8,153.51	7,026.29	284	1.87 %
319	PROCTER & GAMBLE CO	21,280.49 66.710	0.90 %	14,726.54	6,553.95	670	3.15 %
284	PRUDENTIAL FINL INC	14,234.08 50.120	0.60 %	12,604.29	1,629.79	412	2.89 %
261	SCHLUMBERGER LTD	17,828.91 68.310	0.75 %	15,734.23	2,094.68	261	1.46 %
612	TEVA PHARMACEUTICAL INDS LTD AMERICAN DEPOSITORY RECEIPT	24,700.32 40.360	1.04 %	29,513.61	4,813.29-	480	1.94 %
203	UNION PAC CORP	21,505.82 105.940	0.91 %	16,624.02	4,881.80	487	2.26 %
321	UNITED TECHNOLOGIES CORP	23,461.89 73.090	0.99 %	20,523.75	2,938.14	616	2.63 %
927	US BANCORP NEW	25,075.35 27.050	1.06 %	25,406.06	330.71-	464	1.85 %
359	YUM! BRANDS INC	21,184.59 59.010	0.89 %	18,431.61	2,752.98	409	1.93 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
TOTAL COMMON EQUITY SECURITIES		603,574.33	25.40 %	495,024.90	108,549.43	12,544	2.08 %
CLOSED END EQUITY MUTUAL FUND							
973	HEALTH CARE SELECT SECTOR SPDR SECTOR INDEX FUND	33,753.37 34.690	1.42 %	33,304.42	448.95	663	1.96 %
653	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	35,947.65 55.050	1.51 %	38,921.79	2,974.14-	335	0.93 %
860	ISHARES RUSSELL MIDCAP INDEX FUND	84,641.20 98.420	3.56 %	81,458.30	3,182.90	1,340	1.58 %
327	ISHARES TR S&P SMALLCAP/600 BARRA GROWTH INDEX FUND	24,351.69 74.470	1.02 %	23,205.98	1,145.71	158	0.65 %
624	MARKET VECTORS AGRIBUSINESS	29,421.60 47.150	1.24 %	34,206.62	4,785.02-	190	0.65 %
433	SPDR DJ WILSHIRE INTL REAL ESTATE ETF	13,782.39 31.830	0.58 %	18,460.75	4,678.36-	585	4.24 %
546	SPDR DOW JONES REIT ETF	35,162.40 64.400	1.48 %	34,438.00	724.40	1,109	3.15 %
506	SPDR GOLD TRUST	76,906.94 151.990	3.24 %	80,910.70	4,003.76-	0	0.00 %

LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
412	THE VANGUARD GROUP INC ENERGY ETF	41,533.72 100.810	1.75 %	45,691.24	4,157.52-	667	1.61 %
698	UTILITIES SELECT SECTOR SPDR	25,114.04 35.980	1.06 %	23,191.86	1,922.18	955	3.80 %
1,449	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND	57,452.85 39.650	2.42 %	64,410.74	6,957.89-	1,984	3.45 %
3,588	VANGUARD MSCI EMERGING MARKETS ETF	137,097.48 38.210	5.77 %	164,195.85	27,098.37-	3,251	2.37 %
TOTAL CLOSED END EQUITY MUTUAL FUND		595,165.33	25.05 %	642,396.25	47,230.92-	11,235	1.89 %
TAXABLE FIXED INCOME FUNDS							
6,366.305	LOOMIS SAYLES BOND FUND	88,682.63 13.930	3.73 %	75,183.23	13,499.40	5,596	6.31 %
5,049.047	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	50,439.98 9.990	2.12 %	50,638.09	198.11-	2,042	4.05 %
TOTAL TAXABLE FIXED INCOME FUNDS		139,122.61	5.86 %	125,821.32	13,301.29	7,638	5.49 %
PRINCIPAL PORTFOLIO TOTAL		2,374,659.30	99.94 %	2,249,988.74	124,670.56	67,896	2.86 %

LIST OF ASSETS

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO							
	INCOME CASH	1,315.41	0.06 %	1,315.41			
TOTAL ASSETS		2,375,974.71	100.00 %	2,251,304.15	124,670.56	67,896	2.86 %