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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 <b>FLINN FOUNDATION</b>		<b>A Employer identification number</b> 86-0421476
Number and street (or P O box number if mail is not delivered to street address)  1802 N. CENTRAL AVENUE		<b>B Telephone number (see instructions)</b> (602) 744-6800
City or town, state, and ZIP code  PHOENIX, AZ 85004-1506		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 182,848,349.		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	109,000.			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	1,496,144.	1,496,144.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	4,372,163.			
<b>b</b> Gross sales price for all assets on line 6a	16,023,541.			
<b>7</b> Capital gain net income (from Part IV, line 2)		5,300,543.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications			66.	
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	1,234,488.	4,185,174.		ATCH 1
<b>12</b> Total. Add lines 1 through 11	7,211,795.	10,981,861.	66.	
<b>13</b> Compensation of officers, directors, trustees, etc.	735,020.	127,233.		607,788.
<b>14</b> Other employee salaries and wages	1,465,025.			1,465,025.
<b>15</b> Pension plans, employee benefits	550,632.			550,632.
<b>16a</b> Legal fees (attach schedule)	2,013.			2,013.
<b>b</b> Accounting fees (attach schedule) ATCH 2	69,650.			34,825.
<b>c</b> Other professional fees (attach schedule) *	362,088.			
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions) **	80,688.			569.
<b>19</b> Depreciation (attach schedule) and depletion	146,051.	14,605.		
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings	78,503.	2,212.		76,291.
<b>22</b> Printing and publications	100,202.			100,202.
<b>23</b> Other expenses (attach schedule) ATCH 5	751,305.	1,371,809.		778,397.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	4,341,177.	2,410,605.		3,615,742.
<b>25</b> Contributions, gifts, grants paid	2,922,540.			4,190,888.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	7,263,717.	2,410,605.	0	7,806,630.
<b>27</b> Subtract line 26 from line 12				
<b>a</b> Excess of revenue over expenses and disbursements	-51,922.			
<b>b</b> Net investment income (if negative, enter -0-)		8,571,256.		
<b>c</b> Adjusted net income (if negative, enter -0-)			66.	

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 3 JSA \*\* ATCH 4

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	521,976.	226,392.	226,392.
	2	Savings and temporary cash investments . . . . .	4,964,807.	2,438,801.	2,438,801.
	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) . . . . .			
	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) . . . . .	181,670,893.	175,571,516.	175,571,516.	
14	Land, buildings, and equipment basis . . . . .	6,414,826.			
	Less accumulated depreciation (attach schedule) ▶ . . . . .	2,255,112.	4,159,714.	4,159,714.	
15	Other assets (describe ▶ . . . . .)	395,198.	451,926.	451,926.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	191,825,980.	182,848,349.	182,848,349.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	71,193.	37,969.	
	18	Grants payable . . . . .	9,336,271.	8,067,990.	
	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 ▶ . . . . .)	177,000.	85,000.	
23	Total liabilities (add lines 17 through 22) . . . . .	9,584,464.	8,190,959.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	182,175,714.	174,657,390.	
	25	Temporarily restricted . . . . .	65,802.		
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds . . . . .			
	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) . . . . .	182,241,516.	174,657,390.	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	191,825,980.	182,848,349.	

## 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	182,241,516.
2	Enter amount from Part I, line 27a . . . . .	2	-51,922.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	182,189,594.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	7,532,204.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	174,657,390.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	5,300,543.	
<b>3</b> 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			<b>3</b>	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	7,564,146.	182,228,894.	0.041509
2009	7,494,822.	162,684,492.	0.046070
2008	7,919,002.	157,744,266.	0.050202
2007	7,936,061.	200,381,632.	0.039605
2006	9,450,126.	189,849,639.	0.049777
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.227163
<b>3</b> 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			<b>3</b> 0.045433
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 178,347,440.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 8,102,859.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 85,713.
<b>7</b> Add lines 5 and 6			<b>7</b> 8,188,572.
<b>8</b> Enter qualifying distributions from Part XII, line 4. 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.			<b>8</b> 7,806,630.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	171,425.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		2	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	171,425.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
3 Add lines 1 and 2 . . . . .		5	171,425.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	200,000.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .		6d	
b Exempt foreign organizations - tax withheld at source . . . . .		7	200,000.
c Tax paid with application for extension of time to file (Form 8868) . . . . .		8	
d Backup withholding erroneously withheld . . . . .		9	
7 Total credits and payments. Add lines 6a through 6d . . . . .		10	28,575.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax . . . . . 28,575. Refunded . . . . .			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . . . AZ,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

**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 **WWW.FLINN.ORG**

14 The books are in care of **THE FLINN FOUNDATION** Telephone no **(602) 744-6800**  
 Located at **1802 N CENTRAL AVENUE** ZIP + 4 **85012**

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**

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** Yes No  
☐ Yes ☒ No  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country **16**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> <b>1b</b>		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? <input type="checkbox"/> <b>1c</b>		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>2a</b>		
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) <b>2b</b>	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>2c</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <b>3b</b>	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		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? <b>4b</b>		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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		633,165.	101,855.	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
ATTACHMENT 12		738,256.	146,446.	0

Total number of other employees paid over \$50,000 ☐ 0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, LLC BOSTON, MA 02110	INVESTMENT CONSULT.	237,242.
ERNST & YOUNG LLP PHOENIX, AZ 85004	AUDIT & TAX SVC	78,808.
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . .		0

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

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

	Expenses
1 SEE ATTACHED STATEMENT 14	
	2,259,058.
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	
<b>Total. Add lines 1 through 3</b> . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	43,226,686.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	601,884.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	137,234,821.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	181,063,391.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	181,063,391.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	2,715,951.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	178,347,440.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	8,917,372.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	8,917,372.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	171,425.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	171,425.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	8,745,947.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	66.
<b>5</b>	Add lines 3 and 4	<b>5</b>	8,746,013.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	8,746,013.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	7,806,630.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,806,630.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	7,806,630.

**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 . . . . .				8,746,013.
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 . . . . . 234,657.				
b From 2007 . . . . .				
c From 2008 . . . . . 143,875.				
d From 2009 . . . . .				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	378,532.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 7,806,630.				
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 . . . . .				7,806,630.
e Remaining amount distributed out of corpus . .				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a) )	378,532.			378,532.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 . . . . .				560,851.
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 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2007 . . .				
b Excess from 2008 . . .				
c Excess from 2009 . . .				
d Excess from 2010 . . .				
e Excess from 2011 . . .				

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

NOT APPLICABLE

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

NONE

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

NONE

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

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

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

N/A

**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:

N/A

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<b>a Paid during the year</b> SEE STATEMENT 15				4,190,888.
<b>Total</b> .....			<b>3a</b>	4,190,888.
<b>b Approved for future payment</b> SEE STATEMENT 15				8,067,990.
<b>Total</b> .....			<b>3b</b>	8,067,990.

Form **990-PF** (2011)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments . . . . .						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities . . . . .			14	1,496,144.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
<b>6</b> Net rental income or (loss) from personal property .						
<b>7</b> Other investment income . . . . .						
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	4,372,163.		
<b>9</b> Net income or (loss) from special events . . . . .						
<b>10</b> Gross profit or (loss) from sales of inventory . .						
<b>11</b> Other revenue a _____						
b ATTACHMENT 13		124,550.		1,109,938.		
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e) . . . . .		124,550.		6,978,245.		
<b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . .					13	7,102,795.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- |          |   |              |           |
|----------|---|--------------|-----------|
| <b>1</b> | 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?   | <b>Yes</b>   | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |           |
|          | (1) Cash  | <b>1a(1)</b> | X         |
|          | (2) Other assets  | <b>1a(2)</b> | X         |
| <b>b</b> | Other transactions:   |              |           |
|          | (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> | X         |
|          | (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> | X         |
|          | (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> | X         |
|          | (4) Reimbursement arrangements  | <b>1b(4)</b> | X         |
|          | (5) Loans or loan guarantees  | <b>1b(5)</b> | X         |
|          | (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> | X         |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    | X         |
| <b>d</b> | 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 |              |           |

[illegible]

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

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

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

► Don P. Anderson

11/14/12

►  $VP \nVdash CFC$

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

KELLI ARCHIBALD

Preparer's signature

Kelli H. Aubald

Date	
------	--

11/12/2012

Check ☐ if self-employed

PTIN

P00180332

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► TWO NORTH CENTRAL AVENUE, STE 2300  
PHOENIX, AZ

Firm's EIN ► 34-6565596

Phone no 602/322-3000

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

**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

FLINN FOUNDATION

Employer identification number

86-0421476

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization **FLINN FOUNDATION**Employer identification number  
86-0421476**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS R. BROWN FAMILY FOUNDATION P.O. BOX 31930 TUCSON, AZ 85751	\$ 109,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization **FLINN FOUNDATION**

Employer identification number

86-0421476

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

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

Name of organization FLINN FOUNDATION

Employer identification number

86-0421476

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME PER BOOKS		
PARTNERSHIP K-1 INFORMATION:		
INTEREST INCOME		704,065.
DIVIDEND INCOME		2,356,796.
ROYALTY INCOME		776,214.
ORDINARY INCOME/(LOSS)		265,454.
PORTFOLIO INCOME		73,777.
TAMARACK GAS AND OIL COMPANY - ROYALTIES	2,963.	2,963.
OTHER INCOME	5,905.	5,905.
TOTALS	1,234,488.	4,185,174.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES - TAX RETURN	22,500.	11,250.		11,250.
AUDIT FEES	47,150.	23,575.		23,575.
TOTALS	<u>69,650.</u>	<u>34,825.</u>		<u>34,825.</u>

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGER FEES	78,051.	78,051.
CUSTODY FEES	13,499.	13,499.
CONSULTANT FEES	237,629.	237,629.
OTHER INVESTMENT EXPENSE	32,909.	32,909.
TOTALS	362,088.	362,088.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
K-1 FLOW THRU FOREIGN TAX PAID		84,875.	
NET EXCISE TAX ON INVESTMENTS	80,688.	63.	569.
TOTALS	<u>80,688.</u>	<u>84,938.</u>	<u>569.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK & PAYROLL FEES	8,092.		8,092.
INSURANCE	51,108.	3,074.	48,035.
CONSULTING FEES	184,989.		184,989.
PROFESSIONAL DEVELOPMENT	1,764.		1,764.
SUBSCRIPTIONS AND REFERENCES	25,290.		25,290.
EQUIPMENT & REPAIRS	107,500.		107,500.
UTILITIES	66,100.		66,100.
OFFICE SUPPLIES	25,790.		25,790.
POSTAGE & SHIPPING	13,365.		13,365.
TELEPHONE / FAX	18,681.		18,681.
PORTFOLIO DEDUCTIONS		1,163,348.	
BOARD EXPENSES	15,792.	3,158.	12,633.
MISC EXPENSES	15,978.		15,978.
CASH BASIS ADJUSTMENT	564.		33,888.
MEETINGS & PROGRAMS	216,292.	202,229.	216,292.
ROYALTY INTEREST DEPLETION			
TOTALS	<u>751,305.</u>	<u>1,371,809.</u>	<u>778,397.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HANSBERGER INT'L GROWTH FUND	6,684,547.	6,684,547.
CITY OF LONDON	6,859,731.	6,859,731.
T. ROWE PRICE NEW ERA FUND	3,615,708.	3,615,708.
VANGUARD INTERMED TREASURY	4,733,629.	4,733,629.
DODGE & COX INCOME FUND	7,606,601.	7,606,601.
LOOMIS SAYLES GLOBAL BOND FUND	5,225,743.	5,225,743.
TAP (GRESHAM) COMMODITY FUND	6,256,398.	6,256,398.
ADAGE CAPITAL PARTNERS, LP	31,671,003.	31,671,003.
FRONTIER MID CAP GROWTH LP	3,481,885.	3,481,885.
TAMARACK PETROLEUM	11,851.	11,851.
TRANSLATIONAL ACCELERATOR	898,409.	898,409.
PARKSTREET PE FUND V	1,917,826.	1,917,826.
TA REALTY VI	1,827,389.	1,827,389.
FARALLON, LP	1,830,668.	1,830,668.
DAVIDSON KEMPNER L.P.	9,555,296.	9,555,296.
NYES LEDGE OFFSHORE LTD	25,331,967.	25,331,967.
ASIA ALTERNATIVES II	1,105,676.	1,105,676.
CAPITAL DYNAMICS/HRJ VI US LP	1,444,327.	1,444,327.
HRJ VI INTERNATIONAL LP	1,135,862.	1,135,862.
OAKTREE OPPORTUNITIES FUND II	587.	587.
OAKTREE OPPORTUNITIES FD VIII	2,592,051.	2,592,051.
SILCHESTER, L.P.	16,878,216.	16,878,216.
DOVER STREET, L.P.	370,949.	370,949.
COMMONFUND INT'L P.E. III, LP	580,336.	580,336.
TIFF IV, LP	1,971,775.	1,971,775.
MERIT ENERGY PARTNERSHIP	5,261,654.	5,261,654.
ENCAP ENERGY FUND VI-B	626,851.	626,851.
TUCKER ANTHONY PE IV PARK ST	1,527,769.	1,527,769.
COMMONFUND VENTURE PARTNERS VI	727,469.	727,469.
NATURAL GAS PARTNERS IX, LP	2,907,154.	2,907,154.
LEXINGTON CAP PARTNERS VII, LP	1,178,035.	1,178,035.
COMMONFUND IPE V, LP	849,694.	849,694.
COMMONFUND VP VII, LP	974,663.	974,663.



ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMONFUND VP VIII, LP	760,072.	760,072.
OVERLOOK PARTNERS ASIA PACIFIC	2,764,527.	2,764,527.
FIRST STATE ASIA PACIFIC, LP	1,168,562.	1,168,562.
BENNETT RESTRUCTURING, LP	3,206,575.	3,206,575.
ENCAP ENERGY FUND VIII	261,790.	261,790.
MONTAG & CALDWELL	6,000,000.	6,000,000.
LEGACY VENTURES VI	74,088.	74,088.
NEW SOUTH CASH	3,694,183.	3,694,183.
TOTALS	<u>175,571,516.</u>	<u>175,571,516.</u>

**Flinn Foundation**  
**DECEMBER 31,2011**

**86-0421476**

**FORM 990PF, PART II - FIXED ASSETS**

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LAND	\$ 1,792,529
BUILDING	3,732,700
FURNITURE & FIXTURES	809,597
OTHER	80,000
LESS ACCUMULATED DEPRECIATION	<u>(2,255,112)</u>
	<u><u>4,159,714</u></u>

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLE	451,926.	451,926.
TOTALS	<u>451,926.</u>	<u>451,926.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX LIABILITY - DEFERRED	85,000.
TOTALS	<u>85,000.</u>

ATTACHMENT 10

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

DESCRIPTION

AMOUNT

CURRENT YEAR UNREALIZED LOSSES

INVESTMENTS NOT INCLUDED IN COLUMN (A)

7,532,204.

TOTAL

7,532,204.

The Flinn Foundation  
 December 31, 2011  
 86-0421476  
 Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Total Comp.</u>	<u>Employee. Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Linda L. Blessing, Ph.D. Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
Drew M. Brown Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
Richard J. Caselli, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
David J. Gullen, M.D. Chairman* 1802 North Central Ave. Phoenix, AZ 85004	105 Average Hours Yearly	\$32,500	None	None
Shaun A. Kirkpatrick Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
Rosellen Papp Treasurer 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
Eric Reiman, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None
W. Scott Robertson Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$20,000	None	None

The Flinn Foundation  
 December 31, 2011  
 86-0421476  
 Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Total Comp</u>	<u>Employee Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Steven M. Wheeler* Vice Chair 1802 North Central Ave. Phoenix, AZ 85004	77 Average Hours Yearly	\$ 22,000	None	None
Lisa Wilkinson-Fannin Director 1802 North Central Ave. Phoenix, AZ 85004	70 Average Hours Yearly	\$ 20,000	None	None
Jack B. Jewett President & CEO Assistant Secretary 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2081 Hours Per Full Year	\$250,000	\$66,696	None
Don P. Snider Chief Financial Officer Assistant Treasurer 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2019 Hours Per Full Year	\$168,665	\$35,159	None
	Total	\$633,165	\$101,855	None

\* Additional compensation for duties performed in excess of those regularly performed by officers and directors.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
CATHY MCGONIGLE 1802 N CENTRAL AVE PHOENIX, AZ 85004	EXEC VICE PRESIDENT 44.00	180,500.	32,113. 0
WILLIAM READ, PHD. 1802 N CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 44.00	173,707.	32,201. 0
NANCY WELCH 1802 N CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 44.00	157,000.	23,512. 0
BRADLEY HALVORSEN 1802 N CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 44.00	128,000.	39,301. 0
MICHAEL YOUNG 1802 N CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 44.00	99,049.	19,319. 0
	TOTAL COMPENSATION	<u>738,256.</u>	<u>146,446. 0</u>



FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	EXCLUSION		RELATED OR EXEMPT FUNCTION INCOME	
		AMOUNT	CODE	AMOUNT	
OTHER INCOME					
TAMARACK PETROLEUM	900099		14	5,905.	
ROYALTIES	900099		18	2,963.	
PARTNERSHIP NET					
PORTFOLIO INCOME	525990	124,550.		1,101,070.	
TOTALS		124,550.		1,109,938.	

The Flinn Foundation  
December 31, 2011  
86-0421476

Direct Charitable Activities (Part IX-A)

1. Biomedical Research and Medical Education

The Foundation's historical focus on the bioscience expanded when its Board of Directors voted to focus its entire healthcare funding on this area over the next 10 years. In 2002, the Foundation issued its largest grant ever - \$15 million – for the start-up costs of the Translational Genomics Research Institute, a collaborative research entity that partners with Arizona's public universities, research institutes, research hospitals, and others. In 2005, the Foundation issued an additional grant of \$9 million in support of TGen's ongoing research efforts in the field of protein analysis. In 2007, the Foundation awarded an additional \$10 million to TGen to support the Partnership for Personalized Medicine, a collaborative personalized-medicine research initiative involving TGen, the Biodesign Institute of Arizona State University, and the Fred Hutchinson Cancer Research Center.

\$771,271

2. Flinn Scholars

In partnership with Arizona's public universities the Foundation awards 20 full-cost scholarships to Arizona's top high school seniors for 8 semesters of study at one of three state universities. The Foundation supplements the direct cost of campus study through career counseling, cultural and group activities, and travel to Hungary and Romania to participate in a three-week seminar on NATO and the European Economic Union.

\$570,000

3. Conference Program

The Flinn Foundation owns and operates a conference facility that it makes available at no cost to qualified nonprofit organizations, and to convene business, government, and charitable organizations sharing common charitable objectives with the Foundation.

\$124, 864

The Flinn Foundation  
December 31, 2011  
86-0421476

Direct Charitable Activities (Part IX-A)

4. Civic Leadership

The Flinn Foundation supports and administers the Arizona Center for Civic Leadership, a three-pronged program to strengthen civic leadership in Arizona. A primary component of the Center is the Flinn-Brown Civic Leadership Academy, which aims to develop future state-level leaders through nonpartisan, objective seminars on policy issues, mentorship and other programs. The Center also involves a leadership collaborative to help local and regional leadership programs to develop and work together on a state wide agenda to expand and enhance civic leadership at all levels. An ongoing communications campaign is also included to increase awareness of civic engagement, involvement, and leadership throughout the state. Additional major financial support for the Center is provided by the Thomas R. Brown Foundations

\$792,923

\$2,259,058

For additional information, see the Grant Summary Section of the Foundation's most recent Annual Report (available at [www.flinn.org](http://www.flinn.org) ).

## ATTACHMENT 15

THE FLINN FOUNDATION

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2011

APPR		NAME AND ADDRESS		ORGANIZATIONAL		CODE	UNPAID	
DATE GRANT		OF RECIPIENT		INDIVIDUAL	STATUS	SECTION	PAYMENTS	BALANCE
						PURPOSE OF GRANT	2011	12/31/2011
09-11	1811	ALLIANCE FOR AUDIENCE PHOENIX, AZ 85032	NO	PUBLIC CHARITY	501(c)(3)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	20,000	30,000
09-10	1783	ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	501(c)(3)	ARIZONA ARTS COMMISSION- ARIZONA PARTICIPATION IN THE CULTURAL DATA PROJECT	12,500	12,500
01-09	1743	ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85018	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509 (a)(2)	2010 MEMBERSHIP DUES	6,500	0
01-09	1744	ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85018	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509 (a)(2)	2010 ORGANIZATIONAL DEVELOPMENT	8,500	0
06-06	1676	ARIZONA SCIENCE CENTER PHOENIX, AZ 85004	NO	PUBLIC CHARITY	501(c)(3)	IRENE P FLINN THEATER RENNOVATION	240,000	0
06-06	1688	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2006 SCHOLARSHIP AWARDS	0	0
06-07	1723	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2007 SCHOLARSHIP AWARDS	63,800	0
06-08	1724	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2008 SCHOLARSHIP AWARDS	116,000	58,000
06-09	1775	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2009 SCHOLARSHIP AWARDS	127,600	226,200
03-10	1780	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2010 SCHOLARSHIP AWARDS	127,600	319,000
03-11	1848	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	2011 SCHOLARSHIP AWARDS	63,800	446,600
06-11	1804	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509 (a)(1)	SCIENCE AND TECHNOLOGY FESTIVALS 2011-2012	0	50,000
09-11	1807	ARIZONA THEATRE COMPANY PHOENIX, AZ 85003	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	0	50,000
02-11	1791	ARIZONA TOWN HALL PHOENIX, AZ 85012	NO	PUBLIC CHARITY	509(a)(1)	2011 PROGRAM SUPPORT	25,000	0

## ATTACHMENT 15

THE FLINN FOUNDATION

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2011

APPR		NAME AND ADDRESS	INDIVIDUAL	ORGANIZATIONAL STATUS	CODE SECTION	PURPOSE OF GRANT	UNPAID	
DATE	GRANT						2011 PAYMENTS	BALANCE 12/31/2011
09-11	1808	BALLET ARIZONA PHOENIX, AZ 85018	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
01-09	1716	BARRY GOLDWATER CENTER FOR THE SOUTHWEST PHOENIX, AZ 85082	NO	PUBLIC CHARITY	509(a)(1)	HISTORY OF GENOMICS IN ARIZONA	33,334	0
01-08	1703	BATTELLE MEMORIAL INSTITUTE COLUMBUS, OHIO 43021	NO	PUBLIC CHARITY	509(a)(2)	AZ BIOMEDICAL & BIOSCIENCE ANALYSIS PHASE V	58,475	0
06-10	1777	BATTELLE MEMORIAL INSTITUTE COLUMBUS, OHIO 43021	NO	PUBLIC CHARITY	509(a)(2)	AZ BIOMEDICAL & BIOSCIENCE ANALYSIS PHASE VI	101,113	248,887
06-11	1801	CALA ALLIANCE PHOENIX, AZ 85013	NO	PUBLIC CHARITY	509(a)(1)	2011 FESTIVAL	10,000	0
02-11	1790	CENTER FOR THE FUTURE OF ARIZONA PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	2011 ARIZONA CIVIC HEALTH INDEX PROJECT	10,000	0
09-11	1809	CHILDSPLAY TEMPE, AZ 85281	NO	PUBLIC CHARITY	509(a)(1)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	15,000	15,000
12-11	1829	CITY OF PHOENIX PHOENIX, AZ 85003	NO	GOVERNMENT ENTITY	509(a)(1)	PROMOTE PHOENIX BIOMEDICAL CAMPUS	0	35,000
02-11	1797	CONFERENCE OF SOUTHWEST FOUNDATIONS DALLAS, TX 75201	NO	PUBLIC CHARITY	509(a)(2)	2011 DIES	3,500	0
09-11	1814	DESERT BOTANICAL GARDEN PHOENIX, AZ 85008	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
05-11	1799	DISCOVERY TRIANGLE DEVELOPMENT CORP PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	2011-2012 PROGRAM SUPPORT	25,000	25,000
06-05	1674	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2005 SCHOLARS TRAVEL PROGRAM	0	0
06-06	1689	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2006 SCHOLARS TRAVEL PROGRAM	4,319	0
06-07	1726	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2007 SCHOLARS TRAVEL PROGRAM	13,570	0
06-08	1727	FLINN FOUNDATION	NO	DIRECT	501(c)(3)	2008 SCHOLARS TRAVEL PROGRAM	26,873	50,574

## ATTACHMENT 15

THE FLINN FOUNDATION  
TAXPAYER ID 86-0421476  
GRANT ACTIVITY REPORT  
12/31/2011

APPR		NAME AND ADDRESS		ORGANIZATIONAL		CODE	PURPOSE OF GRANT		2011	UNPAID
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	SECTION				PAYMENTS	BALANCE
		PHOENIX, AZ 85004		CHARITABLE	PRIVATE					
				ACTIVITY	FOUNDATION					
06-09	1785	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT	501(c)(3)	2009 SCHOLARS TRAVEL PROGRAM			33,154	64,676
				CHARITABLE	PRIVATE					
				ACTIVITY	FOUNDATION					
03-10	1781	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT	501(c)(3)	2010 SCHOLARS TRAVEL PROGRAM			43,582	116,418
				CHARITABLE	PRIVATE					
				ACTIVITY	FOUNDATION					
03-11	1849	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT	501(c)(3)	2011 SCHOLARS TRAVEL PROGRAM			0	160,000
				CHARITABLE	PRIVATE					
				ACTIVITY	FOUNDATION					
04-11	1800	HEALTH RESEARCH ALLIANCE RESEARCH TRIANGLE, NC 27709	NO	PUBLIC	509(a)(2)	2011 DUES			1,500	0
				CHARITY						
05-11	1788	INSTITUTE FOR INTERNATIONAL EDUCATION NEW YORK, NY 10017	NO	PUBLIC	509(a)(1)	2011 SCHOLARS EUROPEAN SEMINAR			77,374	0
				CHARITY						
09-11	1825	INTERNATIONAL GENOMICS CONSORTIUM PHOENIX, AZ 85004	NO	PUBLIC	509(a)(1)	BUSINESS PLAN DEVELOPMENT			0	400,000
				CHARITY						
09-11	1824	MESA ARTS CENTER FOUNDATION MESA, AZ 85201	NO	PUBLIC	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT			25,000	25,000
				CHARITY						
06-11	1803	MUSEUM OF NORTHERN ARIZONA FLAGSTAFF, AZ 86001	NO	PUBLIC	509(a)(2)	2011 HOPI AND NAVAJO FESTIVALS			10,000	0
				CHARITY						
01-11	1850	NORTHERN ARIZONA UNIVERSITY FLAGSTAFF, AZ 86011	NO	STATE	509 (a)(1)	2010 SCHOLARSHIP AWARDS			11,600	29,000
				UNIVERSITY						
09-10	1782	PEW CHARITABLE TRUST PHILADELPHIA, PA 19103	NO	PUBLIC CHARITY	509(a)(1)	CULTURAL DATA PROJECT - ARIZONA ARTS ORGANIZATION PARTICIPATION			70,000	140,000
09-07	1700	THE TRANSLATIONAL GENOMICS RESEARCH INSTITUTE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	PARTNERSHIP FOR PERSONALIZED MEDICINE			2,148,636	4,494,175
06-11	1802	TUCSON FESTIVAL OF BOOKS TUCSON, AZ 85728	NO	PUBLIC	509(a)(1)	2011 BOOK FESTIVAL			10,000	0
				CHARITY						
09-11	1821	TUCSON MUSEUM OF ART TUCSON, AZ 85701	NO	PUBLIC	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT			25,000	0
				CHARITY						
12-11	1826	UNIVERSITY OF ARIZONA	NO	STATE	509 (a)(1)	COLLEGE OF MEDICINE - PHOENIX			79,000	421,000

## ATTACHMENT 15

THE FLINN FOUNDATION  
TAXPAYER ID 86-0421476  
GRANT ACTIVITY REPORT  
12/31/2011

APPR		NAME AND ADDRESS		ORGANIZATIONAL		CODE	2011		UNPAID
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	SECTION	PURPOSE OF GRANT	PAYMENTS	12/31/2011	BALANCE
		PHOENIX, AZ 85004		UNIVERSITY		VISITING SCHOLAR PROGRAM			
12-11	1830	UNIVERSITY OF ARIZONA PHOENIX, AZ 85004	NO	STATE UNIVERSITY	509 (a)(1)	COLLEGE OF MEDICINE - PHOENIX PLANNING GRANT	0	85,000	
06-04	1648	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2004 SCHOLARSHIP AWARDS	0	0	
03-06	1687	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2006 SCHOLARSHIP AWARDS	5,800	0	
06-07	1722	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2007 SCHOLARSHIP AWARDS	52,200	0	
06-08	1725	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2008 SCHOLARSHIP AWARDS	104,400	58,000	
06-09	1774	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2009 SCHOLARSHIP AWARDS	52,200	92,800	
03-10	1779	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2010 SCHOLARSHIP AWARDS	87,000	237,800	
03-11	1846	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2011 SCHOLARSHIP AWARDS	52,200	365,400	
11-11	1827	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2010-2011 SCHOLARS' ACTIVITIES	2,520	0	
05-10	1757	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2010 BUFFMIRE VISITING LECTURER	8,584	0	
05-10	1757	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509 (a)(1)	2011 BUFFMIRE VISITING LECTURER	33,779	0	
12-11	1831	VALLEY OF THE SUN UNITED WAY PHOENIX, AZ 85014	NO	PUBLIC CHARITY	509 (a)(1)	2011 FOUNDATION MATCH OF DIRECTOR AND STAFF CONTRIBUTIONS	44,875 0 0	0	
TOTAL							\$4,190,888	\$8,256,030	
LESS DISCOUNT TO PRESENT VALUE							-	(188,040)	
TOTAL PER GENERAL LEDGER							\$4,190,888	\$8,067,990	

ATTACHMENT 1

**Totals**



ATTACHMENT 2

JSA  
1F0970 2 000

ATTACHMENT 2