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 ,

FLOWERREE FOUNDATION
805 SW BROADWAY, SUITE 2290
PORTLAND, OR 97205-3368

A Employer identification number 93-6034207

B Telephone number (see the instructions) (503)228-1958

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. [X] 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, column (c), line 16)* ► $ 6,851,257.

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

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

	Line	(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 (att sch)	2,183,409.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	26,246.	26,246.	N/A	
	4 Dividends and interest from securities	84,954.	84,954.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-38,339.			
	b Gross sales price for all assets on line 6a 1,177,537.				
	7 Capital gain net income (from Part IV, line 2)		133,567.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	-71,410.			
	12 **Total.** Add lines 1 through 11	2,184,860.	244,767.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 2	14,867.			
	b Accounting fees (attach sch) SEE ST 3	17,745.			
	c Other prof fees (attach sch) SEE ST 4	52,921.	52,921.		
	17 Interest	4.			
	18 Taxes (attach schedule)(see instrs) SEE STM 5	2,911.	535.		476.
	19 Depreciation (attach sch) and depletion	4,555.			
	20 Occupancy	2,355.			
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	7,056.	1,344.		2,869.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	102,414.	54,800.		3,345.
	25 Contributions, gifts, grants paid PART XV	200,400.			200,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	302,814.	54,800.		203,745.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,882,046.			
	b **Net investment income** (if negative, enter -0-)		189,967.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing				
2 Savings and temporary cash investments		445,162.	153,804.	153,804.
3 Accounts receivable	31,361.			
Less: allowance for doubtful accounts			31,361.	31,361.
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 sch)				
Less. allowance for doubtful accounts				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges		500.	500.	500.
10a Investments – U.S. and state government obligations (attach schedule)		282,256.	239,670.	247,900.
b Investments – corporate stock (attach schedule)		1,866,497.	4,011,280.	3,967,085.
c Investments – corporate bonds (attach schedule)		185,286.	227,459.	234,165.
11 Investments – land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)		1,137,431.	1,139,791.	2,008,169.
14 Land, buildings, and equipment basis	223,177.			
Less: accumulated depreciation (attach schedule) SEE STMT 7	14,904.	212,828.	208,273.	208,273.
15 Other assets (describe)				
16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		4,129,960.	6,012,138.	6,851,257.
LIABILITIES 17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, & other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe SEE STATEMENT 8)		381.	513.	
23 **Total liabilities** (add lines 17 through 22)		381.	513.	
NET ASSETS OR FUND BALANCES **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	☐			
24 Unrestricted				
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		4,129,579.	6,011,625.	
30 **Total net assets or fund balances** (see instructions)		4,129,579.	6,011,625.	
31 **Total liabilities and net assets/fund balances** (see instructions)		4,129,960.	6,012,138.	

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	4,129,579.
2 Enter amount from Part I, line 27a	2	1,882,046.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	6,011,625.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,011,625.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	CAPITAL GAIN DIVIDENDS			
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	106,412.		102,992.	3,420.
b	1,039,198.		935,577.	103,621.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				3,420.
b				103,621.
c				26,526.
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	133,567.
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	3,420.

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 (column (b) divided by column (c))
2010	44,637.	3,141,046.	0.014211
2009	99,570.	1,527,777.	0.065173
2008	65,070.	2,060,182.	0.031585
2007	56,230.	2,494,770.	0.022539
2006	58,850.	2,524,340.	0.023313

2	**Total** of line 1, column (d)	2	0.156821
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	0.031364
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,434,380.
5	Multiply line 4 by line 3	5	201,808.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,900.
7	Add lines 5 and 6	7	203,708.
8	Enter qualifying distributions from Part XII, line 4	8	203,745.

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)

1 a	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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	1,900.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,900.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,900.
6	Credits/Payments.		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011 — 6a 1,400.		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	13.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	513.
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
1 a	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 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions). ► OR			
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* SEE STATEMENT 9	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► HAZEL J. WIENEKE Telephone no ► (503) 228-1958

Located at ► 805 SW BROADWAY, SUITE 2290 PORTLAND, OR ZIP + 4 ► 97205-3368

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here . N/A . ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	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 ► 20__ , 20__ , 20__ , 20__			
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	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 ► 20__ , 20__ , 20__ , 20__			
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	N/A	
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** N/A

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 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
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE STATEMENT 11	
2 THE FOUNDATION DOES NOT HAVE OTHER SPECIFIC DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS.	
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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ►	0.

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	5,577,839.
b	Average of monthly cash balances	1b	954,526.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,532,365.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,532,365.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	97,985.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,434,380.
6	**Minimum investment return.** Enter 5% of line 5	6	321,719.

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	321,719.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,900.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,900.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	319,819.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	319,819.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	319,819.

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	203,745.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	203,745.
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	1,900.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	201,845.

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				319,819.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			46,276.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 203,745.				
a Applied to 2010, but not more than line 2a			46,276.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				157,469.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (*If an amount appears in column (d), the same amount must be shown in column (a).*)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				162,350.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
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) N/A

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

JOHN H. FLOWERREE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SCHEDULE 1	N/A	PUBLIC	EXEMPT PURPOSE	200,400.
Total			► 3a	200,400.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	26,246.	
4 Dividends and interest from securities			14	84,954.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,485.	
8 Gain or (loss) from sales of assets other than inventory	211110	5,609.	18	-38,339.	-5,609.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PUBLIC TRADED PARTNERSHIP				-75,895.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		5,609.		1,451.	-5,609.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,451.

(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)
1	N/A

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Signature of officer or trustee: Ann D. Flowerree — Date: 11/11/12 — Title: PRESIDENT

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
DAVID A. KESSLER, CPA	DAVID A. KESSLER, CPA	11/09/12		P00106429

Firm's name ► THOMPSON KESSLER WIEST & BORQUIST PC — Firm's EIN ► 20-5888003

Firm's address ► 111 SW COLUMBIA STREET, SUITE 750, PORTLAND, OR 97201-5806 — Phone no (503) 225-1612

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	Employer identification number
FLOWERREE FOUNDATION	93-6034207

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)

Name of organization: FLOWERREE FOUNDATION

Employer identification number: 93-6034207

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FLOWERREE RESIDUARY MARITAL TRUST 805 SW BROADWAY SUITE 2290 PORTLAND, OR 97205	$ 2,183,409.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: FLOWERREE FOUNDATION

Employer identification number: 93-6034207

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PUBLICLY TRADED SECURITIES	$ 730,067.	1/03/11

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

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

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

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

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

Name of organization: FLOWERREE FOUNDATION

Employer identification number: 93-6034207

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 cols (a) through (e) and the following line entry

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

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
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 4,485.		
PUBLIC TRADED PARTNERSHIP	-75,895.		
TOTAL	$ -71,410.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	$ 14,867.			
TOTAL	$ 14,867.	$ 0.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & TAX PREP	$ 17,470.			
ACCOUNTING & TAX PREP WILMINGTON	275.			
TOTAL	$ 17,745.	$ 0.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGER FEES	$ 52,921.	$ 52,921.		
TOTAL	$ 52,921.	$ 52,921.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	$ 1,900.			
FOREIGN TAXES	535.	$ 535.		
REAL ESTATE TAXES	476.			$ 476.
TOTAL	$ 2,911.	$ 535.		$ 476.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOCIATION DUES	$ 695.			
BANK & SERVICE FEES	70.	$ 70.		
INSURANCE	1,264.			$ 632.
OREGON DEPARTMENT OF JUSTICE	592.			
OTHER DEDUCTIONS	1,274.	1,274.		900.
PENALTIES	24.			
REPAIRS AND MAINTENANCE	1,337.			1,337.
SECRETARIAL SERVICES	1,800.			
TOTAL	$ 7,056.	$ 1,344.		$ 2,869.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 5,021.	$ 2,510.	$ 2,511.	$ 2,511.
IMPROVEMENTS	76,128.	12,394.	63,734.	63,734.
LAND	142,028.		142,028.	142,028.
TOTAL	$ 223,177.	$ 14,904.	$ 208,273.	$ 208,273.

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

FEDERAL EXCISE TAXES	$ 513.
TOTAL	$ 513.

STATEMENT 9
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
FLOWERREE RESIDUARY MARITAL TRUST	805 SW BROADWAY SUITE 2290 PORTLAND, OR 97205

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANN D. FLOWERREE 1101 S ARLINGTON RIDGE RD #817 ARLINGTON, VA 22202	DIR/ PRESIDENT 2.00	$ 0.	$ 0.	$ 0.
JOHN H. FLOWERREE P.O. BOX 1071 BEND, OR 97709	DIR/ V PRES 1.00	0.	0.	0.
DAVID R. FLOWERREE 5815 WINTERTHUR LANE NW ATLANTA, GA 30328	DIR/ V PRES 1.00	0.	0.	0.
ELAINE D. FLOWERREE 1322 SE LAVA DRIVE MILWAUKIE, OR 97222	DIR/ V PRES 0	0.	0.	0.
DAVID M. MUNRO 111 SW FIFTH AVENUE, STE 3400 PORTLAND, OR 97204	DIR/ SECRETARY 0	0.	0.	0.
HAZEL J. WIENEKE 805 SW BROADWAY, SUITE 2290 PORTLAND, OR 97205	ASST SECRETARY 3.00	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 11
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
THE FOUNDATION HAS PURCHASED TWO ACRES OF UNDEVELOPED REAL PROPERTY IN CHRISTMAS VALLEY, OREGON, FOR DEVELOPMENT AS A PUBLIC PARK. PLANNED IMPROVEMENTS INCLUDE PICNIC TABLES, AN OUTDOOR SCULPTURE BY A LOCAL ARTIST AND POSSIBLY PLAYGROUND EQUIPMENT.	

FLOWERREE FOUNDATION
CONTRIBUTIONS PAID
2011

	DATE	RELIGIOUS	EDUCATIONAL	GENERAL & WELFARE
AMERICAN HEART ASSOCIATION	06/07/11			100
AMERICAN RHODODENDRON SOCIETY	03/08/11			3,500
AMERICARES	03/18/11			250
AMERICARES	10/07/11			150
BLANCHET HOUSE OF HOSPITALITY	06/17/11			250
CEDARS OF SINAI ROBINSON JEWISH HEALTH CENTER	09/19/11			2,000
CEDARS OF SINAI	05/23/11			5,000
CENTRAL OREGON SYMPHONY ASSOC	06/08/11			1,000
CHRIST CHURCH PARISH	02/04/11	5,000		
CHRIST CHURCH PARISH	06/10/11	5,000		
CHRIST CHURCH PARISH	12/12/11	10,000		
DOERNBECHER CHILDREN'S HOSPITAL FNDTN	06/07/11			500
DOERNBECHER CHILDREN'S HOSPITAL FNDTN	09/19/11			250
EPISCOPAL CHURCH OF THE HOLY COVENANT	11/22/11	10,000		
GOOD SAMARITAN FOUNDATION	02/04/11			5,000
HISTORIC CAROUSEL	04/08/11			250
HISTORIC CAROUSEL	09/19/11			150
HOYT ABORETUM	07/22/11			250
INTERNATIONAL PAPER HALL OF FAME	07/22/11			1,500
INTERNATIONAL PAPER HALL OF FAME	12/13/11			1,000
JEANERETTE LANDMARK SOCIETY	10/05/11			5,000
KALORAMA FOUNDATION	09/13/11			1,000
NORTH LAKE WELLNESS CENTER	09/19/11			10,000
OHSU	05/26/11			5,000
OHSU	06/07/11			500
OHSU	09/19/11			1,000
OLALLA CENTER (TOLEDO)	09/21/11			100,000
OREGON HISTORICAL SOCIETY	09/02/11			250
OREGON PUBLIC BROADCASTING	09/19/11			100
PORTLAND OPERA	10/05/11			5,000
PORTLAND PARKS FOUNDATION	09/09/11			250
SEAMAN'S CHURCH	10/05/11	10,000		
STRATFORD HALL	07/11/11			1,000
TOLEDO HISTORY CENTER	08/08/11		1,000	
TULANE UNIVERSITY	05/23/11		1,000	
TULANE UNIVERSITY	12/16/11		2,000	
UNION GOSPEL MISSION	10/07/11	150		
WORLD FORESTRY CENTER	02/11/11			1,000
WORLD FORESTRY CENTER	08/08/11			5,000
		40,150	4,000	156,250
TOTAL CONTRIBUTIONS MADE		200,400		

SCHEDULE 1

11/8/2012

ATTACHMENT 1
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTES	COST	$ 67,452	$ 66,619
U.S. TREASURY NOTES	COST	40,092	40,122
U.S. TREASURY BONDS	COST	44,163	46,656
FEDERAL NATIONAL MORTGAGE ASSOCIATION	COST	55,491	58,894
FEDERAL NATIONAL MORTGAGE ASSOCIATION	COST	32,471	35,609
	TOTAL	$ 239,670	$ 247,900

ATTACHMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
APPLE	COST	$ 27,825	202,500
AT&T	COST	$ 16,860	$ 17,207
CHESAPEAKE ENERGY CORP	COST	$ 66,848	66,870
GEORGIA GULF	COST	$ 546,156	14,033
KINDER MORGAN MANAGEMENT	COST	$ 24,996	34,495
NEWMARKET (FM ETHYL)	COST	$ 10,792	281,316
SCANA CORP	COST	$ 17,096	22,845
3M COMPANY	COST	$ 153,227	149,566
ALTRIA GROUP	COST	$ 22,744	27,397
BOEING COMPANY	COST	$ 40,925	40,636
BRISTOL-MEYERS SQUIBB	COST	$ 33,173	37,707
CATERPILLAR	COST	$ 23,674	23,737
CHEVRON CORP	COST	$ 52,301	59,797
CONOCO PHILLIPS	COST	$ 280,464	365,443
EI DUPONT DE NEMOURS	COST	$ 52,519	46,375
EXXON MOBIL	COST	$ 91,326	110,103
HARSCO CORP	COST	$ 86,228	61,740
HEWLETT-PACKARD	COST	$ 78,086	51,520
JOHNSON & JOHNSON	COST	$ 41,896	41,709
JP MORGAN CHASE	COST	$ 184,006	142,244
KRAFT FOODS	COST	$ 63,077	71,171
LILLY ELI & COMPANY	COST	$ 42,889	48,667
MERCK & CO	COST	$ 43,617	46,446
PACKAGING CORP OF AMERICA	COST	$ 12,434	11,610
SHAW COMMUNICATIONS	COST	$ 43,509	39,740
SYSCO CORP	COST	$ 23,986	23,053
UNILEVER PLC	COST	$ 70,632	77,062
ADOBE SYSTEMS	COST	$ 2,906	2,827
ALLSCRIPTS HEALTHCARE SOLUTIONS, INC.	COST	$ 6,831	7,008
AMERICAN CAMPUS COMMUNITIES INC	COST	$ 29,330	35,372
AMGEN INC DTD 8/1/2006 0.375% 2/1/2013	COST	$ 49,165	50,188
ANSYS INC COMMON	COST	$ 5,115	5,499
ASTRAZENECA PLC SPONSORED ADR	COST	$ 91,396	92,580
BEACON ROOFING SUPPLY INC COMMON	COST	$ 5,581	5,705
BEMIS COMPANY COMMON	COST	$ 6,583	5,805
BIO-REFERENCE LABORATORIES INC COMMON	COST	$ 3,964	3,221
CABOT MICROELECTRONICS CORP COMMON	COST	$ 4,839	5,292
CENTURYLINK INC	COST	$ 56,714	51,931
CEPHEID INC COMMON	COST	$ 10,253	11,046
CHEMED CORPORATION COMMON	COST	$ 7,482	5,889
CISCO SYSTEMS COMMON	COST	$ 4,152	4,827
COCA-COLA COMPANY COMMON	COST	$ 31,701	33,446
CONCUR TECHNOLOGIES INC COMMON	COST	$ 3,008	3,809
CREE INC COMMON	COST	$ 3,078	2,645
DELL INC COMMON	COST	$ 4,426	3,848
DOMINION RESOURCES INC VA COMMON	COST	$ 14,909	16,986
ECOLAB COMMON	COST	$ 7,236	8,325
EQUITY RESIDENTIAL SHS BEN INT	COST	$ 33,231	32,735

ATTACHMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD		BOOK VALUE	FAIR MARKET VALUE
FASTENAL CO	COST	$	7,766	9,943
FISERV	COST	$	9,022	8,694
GALLAGHER ARTHUR J & CO	COST	$	31,080	36,082
GENTEX CORP	COST	$	9,308	9,143
GLACIER BANCORP INC	COST	$	15,049	13,028
GOOGLE INC CLASS A	COST	$	4,678	5,167
GRAND CANYON EDUCATION INC	COST	$	2,815	2,793
HEINZ H J COMPANY	COST	$	29,262	30,533
HORMEL FOODS CORP	COST	$	6,119	6,063
IHS INC-CLASS A	COST	$	5,588	6,031
ILLUMINA INC	COST	$	6,600	2,774
INNERWORKINGS INC	COST	$	1,613	1,853
INTEL CORP	COST	$	22,649	24,565
IPC THE HOSPITALIST CO	COST	$	4,577	4,252
JOHNSON CONTROLS	COST	$	5,385	4,126
LINEAR TECHNOLOGY CORP	COST	$	3,145	3,123
LKQ CORP	COST	$	8,531	9,926
MATTEL	COST	$	29,453	31,591
MDU RESOURCES GROUP	COST	$	3,149	3,069
MEDNAX, INC.	COST	$	9,010	9,073
MICROCHIP TECHNOLOGY INC COMMON	COST	$	24,291	23,810
MICROSOFT CORP COMMON	COST	$	8,886	8,749
MORGAN STANLEY COMMON	COST	$	13,290	8,291
NATIONAL INSTRS CORP COMMON	COST	$	10,346	9,238
NEW YORK COMMUNITY BANCORP INC	COST	$	42,887	32,706
NEXTERA ENERGY INC	COST	$	16,147	17,533
ONEBEACON INSURANCE GROUP LTD	COST	$	21,125	23,608
PATTERSON COMPANIES INC	COST	$	4,692	4,251
PAYCHEX COMMON	COST	$	26,776	25,383
PEOPLES UNITED FINANCIAL, INC.	COST	$	31,375	29,953
PERRIGO CO COMMON	COST	$	4,593	4,476
PHILIP MORRIS INTERNATIONAL INC	COST	$	29,782	36,258
PORTFOLIO RECOVERY ASSOCIATES INC	COST	$	4,369	3,714
POTLATCH CORPORATION	COST	$	112,337	93,330
POWER INTEGRATIONS INC	COST	$	3,965	3,614
PPG INDUSTRIES COMMON	COST	$	15,873	15,028
PPL CORPORATION 8.75% PFD	COST	$	104,665	110,580
PRAXAIR COMMON	COST	$	6,524	6,521
QIAGEN N V ORD	COST	$	7,453	5,759
QUALITY SYSTEMS INC COMMON	COST	$	3,538	3,033
RITCHIE BROS AUCTIONEERS INC COMMON	COST	$	3,882	3,091
ROCHE HOLDINGS LTD SPONSORED ADR	COST	$	3,250	3,320
ROCKWOOD HOLDINGS INC	COST	$	5,252	3,661
ROLLINS INCORPORATED COMMON	COST	$	5,471	5,888
ROPER INDUSTRIES NEW COMMON	COST	$	5,149	5,473
RPM INTERNATIONAL INC COMMON	COST	$	44,244	46,841
SCHLUMBERGER LIMITED	COST	$	2,662	2,459
SONOCO PRODUCTS COMPANY COMMON	COST	$	24,233	22,578

FLOWERREE FOUNDATION

11/8/2012

ATTACHMENT 2
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SOUTHERN COMPANY COMMON	COST	$ 48,214	56,474
SOUTHERN COPPER CORP COMMON	COST	$ 25,750	21,549
SPECTRA ENERGY CORP	COST	$ 37,322	42,958
STAPLES COMMON	COST	$ 5,079	4,653
STARBUCKS CORP COMMON	COST	$ 14,297	16,518
STERICYCLE INC COMMON	COST	$ 12,346	10,675
STRAYER EDUCATION INC COMMON	COST	$ 2,076	1,458
SUPERVALU INC COMMON	COST	$ 14,395	13,455
TAIWAN SEMICONDUCTOR MANUFACTURINGCOMP	COST	$ 12,822	12,884
TARGET CORP COMMON	COST	$ 4,163	4,200
TECHNE CORP COMMON	COST	$ 6,466	5,393
TOTAL SA SPONSORED ADR	COST	$ 25,675	23,306
ULTIMATE SOFTWARE GROUP INC COMMON	COST	$ 2,727	3,842
UNITED NATURAL FOODS INC	COST	$ 3,569	3,281
UNITED PARCEL SERVICE INC CLASS BCOMMON	COST	$ 23,743	23,567
V F CORP COMMON	COST	$ 22,957	28,700
VERIZON COMMUNICATIONS COMMON	COST	$ 31,369	34,503
VMWARE INC-CLASS A	COST	$ 7,444	6,073
WAL MART STORES COMMON	COST	$ 4,005	4,482
WASTE MANAGEMENT INC DEL COMMON	COST	$ 29,966	26,201
WELLS FARGO ADV. SHORT TERM HY BOND	COST	$ 326,619	321,505
WESTAR ENERGY INC COMMON	COST	$ 15,231	16,462
	TOTAL	$ 4,011,280	$ 3,967,085

ATTACHMENT 3
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL BUSINESS MACHINES BOND	COST	$ 26,735	$ 25,852
ABBOT LABORATORIES NOTE	COST	27,394	26,050
GENERAL ELECTRIC CAPITAL	COST	25,358	25,475
WACHOVIA CORPORATION	COST	26,986	26,378
TOYOTA MOTOR CREDIT CORP	COST	14,967	15,084
US BANCORP	COST	9,974	10,096
GOLDMAN SACHS GROUP, INC.	COST	10,418	10,454
HONEYWELL INTERNATIONAL	COST	30,227	34,917
COMCAST CORP	COST	9,979	11,601
TIME WARNER INC.	COST	24,625	27,090
WAL-MART STORES INC.	COST	20,797	21,168
	TOTAL	$ 227,459	$ 234,165

ATTACHMENT 4
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER PUBLICLY TRADED SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
KINDER MORGAN	COST	$ 156,812	$ 322,130
MAGELLAN MIDSTREAM	COST	$ 128,120	217,454
NUSTAR ENERGY	COST	$ 43,762	54,054
BUCKEYE PARTNERS	COST	$ 92,239	163,149
ENBRIDGE ENERGY PARTNERS	COST	$ 72,749	122,206
ENTERPRISE PRODUCTS PARTNERS	COST	$ 125,727	263,717
ONEOK PARTNERS	COST	$ 78,787	236,388
PLAINS ALL AMERICAN	COST	$ 61,869	97,542
ENBRIDGE INC.	COST	$ 37,934	45,939
PLUM CREEK	COST	$ 341,790	485,590
	TOTAL	$ 1,139,791	$ 2,008,169

FLOWERRE FOUNDATION
FORM 990-PF, PART IV, LN. 1a & 1B
Capital Gains and Losses for Tax on Investment Income

Description	Shares	Date Acquired	Date Sold	Gross Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
GENTEX CORP COMMON	233	1/25/2011	3/11/2011	6,458.10	7,114.07	(655.97)	7,114.07	(655.97)
INNOPHOS HOLDINGS INC	145	1/25/2011	3/11/2011	5,726.21	4,833.21	893.00	4,833.21	893.00
INNOPHOS HOLDINGS INC	51	1/25/2011	3/14/2011	2,014.70	1,699.96	314.74	1,699.96	314.74
WEYERHAEUSER COMPANY	600	12/20/2010	7/22/2011	13,228.24	11,712.00	1,516.24	10994.76	2,233.48
ADOBE SYSTEMS COMMON	6	7/18/2011	8/19/2011	138.09	174.37	(36.28)	174.37	(36.28)
ALLSCRIPTS HEALTHCARE SOLUTIONS INC.	10	7/18/2011	8/19/2011	142.27	184.62	(42.35)	184.62	(42.35)
BEACON ROOFING SUPPLY INC COMMON	9	7/18/2011	8/19/2011	136.32	192.98	(56.66)	192.98	(56.66)
CABOT MICROELECTRONICS CORP COMMOI	5	7/18/2011	8/19/2011	183.68	216.01	(32.33)	216.01	(32.33)
CEPHEID INC COMMON	29	7/18/2011	8/19/2011	871.64	926.31	(54.67)	926.31	(54.67)
FASTENAL CO COMMON	87	7/18/2011	8/19/2011	2,568.84	2,963.43	(394.59)	2,963.43	(394.59)
IHS INC-CLASS A	2	7/18/2011	8/19/2011	137.83	159.65	(21.82)	159.65	(21.82)
ILLUMINA INC COMMON	3	7/18/2011	8/19/2011	139.55	217.60	(78.05)	217.60	(78.05)
LINEAR TECHNOLOGY CORP	7	7/18/2011	8/19/2011	185.26	211.70	(26.44)	211.70	(26.44)
PORTFOLIO RECOVERY ASSOCIATES INC	3	7/18/2011	8/19/2011	202.63	238.30	(35.67)	238.30	(35.67)
RESOURCES CONNECTION INC	135	7/18/2011	8/19/2011	1,306.43	1,649.97	(343.54)	1,649.97	(343.54)
SYMANTEC CORP COMMON	280	7/18/2011	8/19/2011	4,367.21	5,281.47	(914.26)	5,281.47	(914.26)
VERINT SYSTEMS INC COMMON	136	7/18/2011	8/19/2011	3,373.75	4,822.86	(1,449.11)	4,822.86	(1,449.11)
QIAGEN NV ORD	14	7/18/2011	8/19/2011	200.57	250.21	(49.64)	250.21	(49.64)
CEPHEID INC COMMON	50	7/18/2011	9/8/2011	1,793.57	1,597.08	196.49	1,597 08	196.49
MICROSOFT CORP COMMON	360	9/30/2010	9/15/2011	9,682.91	10,098.00	(415.09)	8936.1	746.81
BIO-REFERENCE LABORATORIES INC COMMI	9	7/18/2011	10/21/2011	173.93	180.20	(6.27)	180.20	(6.27)
CEPHEID INC COMMON	5	7/18/2011	10/21/2011	180 62	159.71	20.91	159.71	20.91
FISERV COMMON	0.3	7/18/2011	10/21/2011	174.79	182 89	(8.10)	182.89	(8.10)
POWER INTEGRATIONS INC	5	7/18/2011	10/21/2011	167.32	181 86	(14.54)	181.86	(14.54)
STAPLES COMMON	12	7/18/2011	10/21/2011	177.20	181.95	(4.75)	181 95	(4.75)
KONINKLIJKE (ROYAL) PHILIPS ELECTRONICS	99	7/18/2011	10/25/2011	2,068.81	2,431.69	(362.88)	2,431.69	(362.88)
NALCO HOLDING CO	85	VAR	10/25/2011	3,216.12	2,460.32	755.80	2,460 32	755.80
UNITED NATURAL FOODS INC	83	7/18/2011	10/26/2011	3,040.34	3,683.68	(643.34)	3,683.68	(643.34)
CEPHEID INC COMMON	78	7/18/2011	11/22/2011	2,452 08	2,491 45	(39.37)	2,491.45	(39.37)
ENSCO PLC	215	6/1/2011	11/25/2011	10,334.40	11,602.96	(1,268.56)	11,602.96	(1,268.56)
ECOLAB COMMON	0 238	7/18/2011	12/14/2011	12 95	10.39	2.56	10.39	2.56
NALCO HOLDING CO	5	7/18/2011	12/14/2011	194.00	-	194.00	-	194.00
DUKE ENERGY CORPORATION	1427	VAR	12/29/2011	31,361.28	26,760.28	4,601.00	26,760.28	4,601.00
TOTAL SHORT TERM GAINS (LOSSES)				**106,411.64**	**104,871.18**	**1,540.46**	**102,992.04**	**3,419.60**

FLOWERRE FOUNDATION
FORM 990-PF, PART IV, LN. 1a & 1B
Capital Gains and Losses for Tax on Investment Income

LONG TERM TRANSACTIONS

Description	Shares	Date Acquired	Date Sold	Gross Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
VERIZON COMMUNICATIONS	500	9/23/2009	1/13/2011	17,638.50	14,791.25	2,847.25	14,791.25	2,847.25
	150		1/13/2011	5,291.55	4,572.00	719.55	4,742.61	548.94
	525		1/13/2011	18,520.42	16,002.00	2,518 42	15,530.81	2,989.61
AT&T INC	569	VAR	1/25/2011	16,191.99	15,044.36	1,147.63	14,874.51	1,317.48
	116		1/25/2011	3,301.00	5,644.00	(2,343.00)	4,964.00	(1,663.00)
ALTRIA GROUP INC	414	9/11/2008	1/25/2011	10,083.80	8,520.12	1,563.68	8,535.90	1,547.90
BRISTOL-MYERS SQUIBB	3871	VAR	1/25/2011	100,402.11	192,074.18	(91,672.07)	52,733.67	47,668.44
CATERPILLAR COMMON	500	VAR	1/25/2011	47,147.83	35,080.00	12,067.83	35,080.00	12,067.83
	43		1/25/2011	4,054.71	2,716.74	1,337.97	3,268.43	786.28
	150	5/1/2006	7/22/2011	15,707.31	14,169.00	1,538.31	11,401.50	4,305.81
CHEVRON CORP	529	VAR	1/25/2011	49,607.34	39,659.13	9,948.21	32,562.59	17,044.75
	6	VAR	4/27/2011	650.28	449.82	200.46	369.33	280.95
KRAFT FOODS	98	5/21/2008	1/25/2011	3,072.98	2,982.14	90.84	3,103.82	(30.84)
PACKAGING CORP OF AMERICA	267	4/30/2007	1/25/2011	7,539.26	6,589.56	949.70	6,712.57	826.69
SYSCO CORP	880	5/1/2006	1/25/2011	26,212.49	25,898.40	314.09	26,496.80	(284.31)
KINDER MORGAN MANAGEMENT	0.1444	5/1/2006	3/28/2011	9.10		9.10		9.10
PRIDE INTERNATIONAL INC	225	VAR	6/16/2011	9,311.51	6,520.50	2,791.01	6,163.56	3,147.95
	225		6/16/2011	9,311.50	7,372.12	1,939.38	6,163.56	3,147.94
ENSCO PLC	0.01	6/1/2010	6/30/2011	0.52		0.52		0.52
BANCO SANTANDER BRASIL ADS	525	10/19/2009	7/22/2011	5,306.32	6,242.25	(935.93)	7,180.22	(1,873.90)
DEERE & CO	150	VAR	7/22/2011	12,165.89	9,162.00	3,003.89	6,744.38	5,421.51
	150		7/22/2011	12,165.89	12,615.87	(449.98)	6,744.38	5,421.51
EL PASO CORPORATION	150	5/1/2006	7/22/2011	3,148.05	1,614.00	1,534.05	1,965.00	1,183.05
FIRST ENERGY CORP	187	2/11/2010	7/22/2011	8,307.78	7,233.16	1,074.62	7,418.85	888.93
GENERAL ELECTRIC CO	150	5/1/2006	7/22/2011	2,920.06	2,761.50	158.56	5,178.00	(2,257.94)
GREAT PLAINS ENERGY INC	75	VAR	7/22/2011	1,571.03	1,374.75	196.28	2,112.75	(541.72)
	75		7/22/2011	1,571.03	1,467.37	103.66	2,112.75	(541.72)
IBERIABANK CORP	94	5/1/2006	7/22/2011	5,495.83	5,599.58	(103.75)	5,454.82	41.01
INTERNATIONAL BUSINESS MACHINES	7	5/1/2006	7/22/2011	1,293.76	903.77	389.99	578.94	714.82
MGE ENERGY IN	75	5/1/2006	7/22/2011	3,148.24	2,600.25	547.99	2,344.88	803.36
MONSANTO COMPANY	75	9/9/2009	7/22/2011	5,631.45	5,361.00	270.45	6,337.23	(705.78)
PPL CORPORATION	187	5/1/2006	7/22/2011	5,235.42	5,191.12	44.30	5,404.30	(168.88)
PACE OIL AND GAS LTD	9	1/1/1970	7/22/2011	67 01		67 01		67.01

FLOWERRE FOUNDATION
FORM 990-PF, PART IV, LN. 1a & 1B
Capital Gains and Losses for Tax on Investment Income

LONG TERM TRANSACTIONS

Description	Shares	Date Acquired	Date Sold	Gross Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
PACKAGING CORP OF AMERICA	450	4/30/2007	7/22/2011	12,639.12	11,895.75	743.37	11,313.29	1,325.83
PEPSICO INCORPORATED	75	VAR	7/22/2011	4,958.71	4,994.25	(35.54)	4,376.25	582.46
	75		7/22/2011	4,958.71	4,938.38	20.33	4,376 25	582.46
PROCTER & GAMBLE CO COMMON	32	5/1/2006	7/22/2011	2,065.48	2,042.24	23.24	1,862.88	202.60
PROVIDENT ENERGY LTD	75	5/1/2006	7/22/2011	677.79	565.50	112.29	896.63	(218.84)
TRAVELERS COS INC/THE	15	5/1/2006	7/22/2011	867.99	818.85	49.14	656.10	211.89
TREDEGAR CORPORATION	270	VAR	7/22/2011	5,469.42	4,673.70	795.72	4,348 35	1,121.07
	270		7/22/2011	5,469.42	5,336.55	132.87	4,348.35	1,121.07
UDR INC	81	5/1/2006	7/22/2011	2,172.97	1,458.00	714.97	2,115.15	57.82
WEIS MARKETS COMMON	225	VAR	7/22/2011	9,296.25	8,120 25	1,176.00	8,338.52	957.73
	225		7/22/2011	9,296.25	9,119.25	177.00	8,338.52	957.73
WILLIAMS COMPANIES COMMON	225	5/1/2006	7/22/2011	6,985.54	5,168.25	1,817.29	4,974.75	2,010.79
TSAKOS ENERGY NAVIGATION	450	5/1/2006	7/22/2011	4,278.46	6,700.50	(2,422.04)	8,562.38	(4,283.92)
HUBBELL CLASS B COMMON	375	VAR	8/9/2011	19,108.99	18,862.50	246.49	19,443.75	(334.76)
	375		8/9/2011	19,108 99	22,779.37	(3,670.38)	19,443.75	(334.76)
US BANCORP COMMON NEW	4394	VAR	8/11/2011	96,431.06	114,426.56	(17,995 50)	118,675.31	(22,244.25)
	450		8/11/2011	9,875.73	12,222.00	(2,346.27)	14,008.50	(4,132.77)
ABBOTT LABORATORIES COMMON	75	VAR	9/15/2011	3,839.74	3,602.25	237.49	3,194.63	645.11
	75		9/15/2011	3,839.74	3,970.50	(130.76)	3,194.63	645 11
GLAXOSMITHKLINE PLC ADR	75	5/1/2006	9/15/2011	3,082.25	2,858.25	224.00	2,991.47	90.78
INTEL CORP COMMON	600	8/10/2010	9/15/2011	12,874.25	12,549.00	325.25	11,957.34	916.91
LILLY ELI & COMPANY COMMON	225	10/22/2009	9/15/2011	8,391.51	7,996.50	395.01	7,635.04	756.47
MICROSOFT CORP COMMON	1000	VAR	9/15/2011	26,896.98	28,405.00	(1,508.02)	28,405.00	(1,508.02)
TELEFONICA SA SPONSORED	450	9/9/2009	9/15/2011	8,800.70	10,795.50	(1,994.80)	11,972.66	(3,171.96)
XCEL ENERGY INC COMMON	232	5/1/2006	9/15/2011	5,787.72	4,911.44	876.28	4,318.68	1,469 04
AES TRUST III PREFERRED	22	5/1/2006	11/25/2011	1,068.67	998.80	69.87	1,026 24	42.43
ALBEMARLE CORP COMMON	150	VAR	11/25/2011	7,160.56	8,463.75	(1,303.19)	3,604.88	3,555.68
	150		11/25/2011	7,160.56	6,324.00	836.56	3,604.88	3,555.68
BROWN-FORMAN CORP CL B,	94	VAR	11/25/2011	6,966.92	6,517.50	449.42	5,544.12	1,422.80
	94		11/25/2011	6,966.92	5,461.40	1,505.52	5,544.12	1,422.80
CVS/CAREMARK CORPORATION	225	VAR	11/25/2011	8,342.30	7,870.50	471.80	6,873.86	1,468.44
	225		11/25/2011	8,342.30	8,286.75	55.55	6,873 86	1,468.44
MICROCHIP TECHNOLOGY INC	525	VAR	11/25/2011	17,050 40	18,199.12	(1,148.72)	15,150.29	1,900.11

FLOWERRE FOUNDATION
FORM 990-PF, PART IV, LN. 1a & 1B
Capital Gains and Losses for Tax on Investment Income

LONG TERM TRANSACTIONS

Description	Shares	Date Acquired	Date Sold	Gross Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
PARKER-HANNIFIN CORP	112	5/1/2006	11/25/2011	8,497.10	7,284.48	1,212.62	6,148.80	2,348.30
OUALCOMM COMMON	188	VAR	11/25/2011	9,846.80	9,435.94	410.86	7,334.35	2,512.45
	187		11/25/2011	9,794 42	7,825.95	1,968.47	7,295.34	2,499.08
ROYAL DUTCH SHELL PLC ADR CLASS B	194	5/1/2006	11/25/2011	13,082 65	13,055.74	26.91	14,032.02	(949.37)
ROYAL DUTCH SHELL PLC	31	VAR	11/25/2011	2,025.42	1,780.02	245.40	2,136.83	(111.41)
	31		11/25/2011	2,025 42	2,080.50	(55 08)	2,136.83	(111.41)
SARA LEE CORP	525	VAR	11/25/2011	9,369.80	7,266.00	2,103.80	7,076.42	2,293.38
	75		11/25/2011	1,338.54	1,038 00	300.54	1,137.94	200.60
SCHLUMBERGER LIMITED	75	VAR	11/25/2011	5,058.48	4,709 25	349.23	5,287.13	(228.65)
	75		11/25/2011	5,058.48	6,297.00	(1,238.52)	5,287.13	(228.65)
KINDER MORGAN ENERGY PARTNERS	100	5/1/2006	11/29/2011	7,777.62	5,517.10	2,260.52	4,618 00	3,159.62
FORD MOTOR CREDIT CO NOTE	3450	1/1/1970	10/25/2011	3,450.00	3,564.71	(114 71)	3,088.79	361.21
PROLOGIS	100000	3/2/2010	5/9/2011	99,500.00	99,250 00	250.00	100,000.00	(500.00)
FEDERAL NATIONAL MORTGAGE	50000	4/21/2009	10/17/2011	50,000.00	54,281.05	(4,281.05)	54,281.05	(4,281.05)
US TREASURY NOTES	45000	VAR	12/19/2011	50,058 83	50,674.40	(615.57)	50,674.40	(615.57)
TOTAL 15% RATE CAPITAL GAINS (LOSSES)				**1,039,197.91**	**1,105,604.24**	**(66,406.33)**	**935,576.87**	**103,621.04**

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: FLOWERREE FOUNDATION

Employer identification number (EIN) or: [X] 93-6034207

Number, street, and room or suite number If a P O box, see instructions: 805 SW BROADWAY, SUITE 2290

Social security number (SSN): [ ]

City, town or post office, state, and ZIP code For a foreign address, see instructions: PORTLAND, OR 97205-3368

Enter the Return code for the return that this application is for (file a separate application for each return) . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► HAZEL J. WIENEKE

Telephone No ► (503) 228-1958 FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ]. If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above The extension is for the organization's return for:

► [X] calendar year 20 11 or

► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$	9,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$	1,400.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$	8,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions FLOWERREE FOUNDATION	Employer identification number (EIN) or [X] 93-6034207
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions THOMPSON KESSLER WIEST & BORQUIST PC 111 SW COLUMBIA STREET, SUITE 750	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PORTLAND, OR 97201-5806	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► HAZEL J. WIENEKE
Telephone No ► (503) 228-1958 FAX No. ►

• If the organization does not have an office or place of business in the United States, check this box ► [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 12

5 For calendar year 2011 , or other tax year beginning ______ , 20 __ , and ending ______ , 20 __

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension. ADDITIONAL TIME IS REQUESTED TO COMPILE THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 1,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 1,400.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Title ► PRESIDENT Date ►