INTERNAL REVENUE SERVICE

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

ENVELOPE POSTMARK DATE APR 0 8 2013

For calendar year 2011 or tax year beginning 12/01 **, 2011, and ending** 11/30, 20 12

Name of foundation: THE FLORENCE FOUNDATION

A Employer identification number: 75-6008029

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see instructions): (800) 357-7094

City or town, state, and ZIP code: DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,407,028.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	57,023.	57,023.		STMT 1
	5a	Gross rents	50.	50.		
	b	Net rental income or (loss) -5,866				
	6a	Net gain or (loss) from sale of assets not on line 10	54,124.			
	b	Gross sales price for all assets on line 6a 759,238.				
	7	Capital gain net income (from Part IV, line 2)		54,124.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	214.	214.		STMT 6
	12	**Total** Add lines 1 through 11	111,411.	111,411.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,080.	9,648.		6,432.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) STMT 7	175.	NONE	NONE	175.
	b	Accounting fees (attach schedule) STMT 8	1,800.	NONE	NONE	1,800.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 9	5,410.	1,032.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	8,955.			8,955.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 10	6,640.	6,116.		500.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,060.	16,796.	NONE	17,862.
	25	Contributions, gifts, grants paid	155,000.			155,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	194,060.	16,796.	NONE	172,862.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-82,649.			
	b	**Net investment income** (if negative, enter -0-)		94,615.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	56,500.	49,350.	49,350.
	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)	14,257.	11,073.	12,327.
	b Investments - corporate stock (attach schedule)	291,736.	268,034.	294,961.
	c Investments - corporate bonds (attach schedule)	204,490.	207,390.	217,583.
	11 Investments - land, buildings, and equipment basis ▶ 2,905.			
	Less accumulated depreciation (attach schedule) ▶	2,905.	2,905.	312,000.
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,314,773.	1,263,050.	1,520,807.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,884,661.	1,801,802.	2,407,028.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,884,661.	1,801,802.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE		
	30 **Total net assets or fund balances** (see instructions)	1,884,661.	1,801,802.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,884,661.	1,801,802.	

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	1,884,661.
2	Enter amount from Part I, line 27a	2	-82,649.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	431.
4	Add lines 1, 2, and 3	4	1,802,443.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	641.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,801,802.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	758,311.		705,114.	53,197.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				53,197.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	54,124.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	149,487.	2,468,987.	0.060546
2009	168,583.	2,430,234.	0.069369
2008	106,305.	2,183,468.	0.048686
2007	190,430.	2,646,162.	0.071965
2006	210,705.	2,999,071.	0.070257

2 **Total** of line 1, column (d)	2	0.320823
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	0.064165
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,371,793.
5 Multiply line 4 by line 3	5	152,186.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	946.
7 Add lines 5 and 6	7	153,132.
8 Enter qualifying distributions from Part XII, line 4	8	172,862.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter _______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	946.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	946.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	946.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,564.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	2,564.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,618.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 948. **Refunded** ▶	11	670.

Part VII-A Statements Regarding Activities

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

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

			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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (817)390-6028

Located at ▶ 500 W 7TH ST, FL 15, FORT WORTH, TX ZIP + 4 ▶ 76102-4700

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*		**6b**	X (No)
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		16,080.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,020,854.
b	Average of monthly cash balances	1b	77,058.
c	Fair market value of all other assets (see instructions)	1c	310,000.
d	**Total** (add lines 1a, b, and c)	1d	2,407,912.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,407,912.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,119.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,371,793.
6	**Minimum investment return.** Enter 5% of line 5	6	118,590.

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	118,590.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	946.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	946.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	117,644.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	117,644.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	117,644.

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	172,862.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	172,862.
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	946.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	171,916.

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				117,644.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			NONE	
b	Total for prior years 20 09 ,20 ____, 20 ____		NONE		
3	Excess distributions carryover, if any, to 2011				
a	From 2006 . . . . . . 67,103.				
b	From 2007 . . . . . . 56,904.				
c	From 2008 . . . . . . NONE				
d	From 2009 . . . . . . 48,563.				
e	From 2010 . . . . . . 28,600.				
f	**Total** of lines 3a through e	201,170.			
4	Qualifying distributions for 2011 from Part XII, line 4. ▶ $ 172,862.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2011 distributable amount				117,644.
e	Remaining amount distributed out of corpus	55,218.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	256,388.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	67,103.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	189,285.			
10	Analysis of line 9				
a	Excess from 2007 . . . 56,904.				
b	Excess from 2008 . . . NONE				
c	Excess from 2009 . . . 48,563.				
d	Excess from 2010 . . . 28,600.				
e	Excess from 2011 . . . 55,218.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				
Total ▶ **3a**				155,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	57,023.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				-5,866.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	54,124.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b GOLDEN FINL CORP D			14	214.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				105,495.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 105,495.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Mary Frost | 04/05/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
THE FLORENCE FOUNDATION	75-6008029

DESCRIPTION OF PROPERTY
48.646 AC WASHINGTON CO RR SVY HARRIS CO

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		50.	
OTHER INCOME:			
TOTAL GROSS INCOME			50.
OTHER EXPENSES.			
INSURANCE		127.	
LEGAL AND OTHER PROFESSIONAL FEES		2,425.	
TAXES		14.	
OTHER EXPENSES		3,350.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			5,916.
TOTAL RENT OR ROYALTY INCOME (LOSS)			-5,866.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			-5,866.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
==

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	3,350.

	3,350.
	==========

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	117.	117.
AT&T INC SR UNSECD NT	1,475.	1,475.
ABBOTT LABS	148.	148.
ADVANCED AUTO PTS INC COM	1.	1.
AETNA INC NEW COM	4.	4.
AIR PRODS & CHEMS INC	20.	20.
ALLEGHENY TECHNOLOGIES INC	10.	10.
ALLERGAN INC	6.	6.
ALTRIA GROUP INC	21.	21.
AMERICAN ELEC PWR INC	88.	88.
ANADARKO PETE CORP	6.	6.
APACHE CORP	7.	7.
APACHE CORP CONV PFD SER D 6.000%	16.	16.
APPLE INC COM	87.	87.
BB&T CORPORATION	20.	20.
BANK NEW YORK MELLON CORP COM	59.	59.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	1,907.	1,907.
BLACKROCK INC	30.	30.
BOFA CASH RESERVES TRUST CLASS	44.	44.
BRISTOL MYERS SQUIBB CO COM	74.	74.
CVS CAREMARK CORP COM	39.	39.
CARNIVAL CORP PAIRED CTF 1 COM	35.	35.
CHEVRONTEXACO CORP COM	165.	165.
CISCO SYS INC	4.	4.
CITIGROUP INC NEW COM	1.	1.
COACH INC COM	32.	32.
COCA COLA CO	54.	54.
COLGATE PALMOLIVE CO	31.	31.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	229.	229.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	57.	57.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	6,596.	6,596.
COMCAST CORP NEW CL A SPL	47.	47.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COSTCO WHSL CORP NEW COM	15.	15.
CUMMINS ENGINE INC	41.	41.
DANAHER CORP	8.	8.
DELAWARE EMERGING MKTS FUND CL INSTL CL	576.	576.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	59.	59.
DOW CHEM CO	32.	32.
EATON VANCE INCOME FUND BOSTON CL I	4,154.	4,154.
EATON VANCE STRUCTURED EMERGING MKTS FUN	1,718.	1,718.
EATON CORP	78.	78.
EL PASO CORP COM	2.	2.
EXPEDIA INC COMMON STOCK	2.	2.
EXPEDIA INC DEL NEW COM	1.	1.
EXXON MOBIL CORPORATION	58.	58.
FLUOR CORP NEW COM	11.	11.
FORD MTR CO DEL COM	7.	7.
GNMA POOL #393302 DTD 02/01/97 7.500% DU	230.	230.
GNMA POOL # 415054 DTD 02/01/96 7.000% D	125.	125.
GNMA POOL #461125 DTD 12/01/97 7.000% DU	78.	78.
GNMA POOL #470015 DTD 02/01/99 7.00% DUE	67.	67.
GNMA POOL #474153 DTD 04/01/98 7.000% DU	45.	45.
GNMA POOL #497582 DTD 02/01/99 6.500% DU	123.	123.
GNMA POOL #518671 DTD 12/01/99 8.000% DU	232.	232.
GENERAL ELEC CO	56.	56.
GENERAL MILLS INC	92.	92.
GENUINE PARTS CO	20.	20.
GOLDEN FINL CORP DEL NT	792.	792.
GOLDMAN SACHS GROUP INC	54.	54.
GRAINGER W W INC	22.	22.
HALLIBURTON * COM	38.	38.
HARBOR INTERNATIONAL FUND INSTL CL	1,399.	1,399.
HEINZ H J CO	18.	18.
HOME DEPOT INC	33.	33.
HONEYWELL INTERNATIONAL INC	34.	34.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEL CORP	27.	27.
INTERNATIONAL BUSINESS MACHS	43.	43.
ISHARES MSCI BRAZIL CAPPED INDEX FUND	136.	136.
ISHARES MSCI CHILE CAPPED INVESTABLE MAR	278.	278.
ISHR MSCI TAIWAN INDEX FUND	648.	648.
ISHERES TR RUSSELL MIDCAP VALUE	607.	607.
ISHARES MSCI INDONESIA INVESTABLE MKT IN	159.	159.
J P MORGAN CHASE & CO COM	179.	179.
JPMORGAN CHASE & CO SR NT	868.	868.
JOHN HANCOCK FDS III DISCIPLINED VALUE M	173.	173.
JOHNSON & JOHNSON	76.	76.
JOHNSON CTLS INC	20.	20.
KELLOGG CO	40.	40.
KINDER MORGAN INC DEL COM	66.	66.
KRAFT FOODS INC CL A COM	60.	60.
LAS VEGAS SANDS CORP	8.	8.
ESTEE LAUDER COMPANIES CL A	51.	51.
LIMITED BRANDS INC COM	67.	67.
LOCKHEED MARTIN CORPORATION	136.	136.
LORILLARD INC COM	144.	144.
MFS SER TR I RESH INTL FD CL I	1,244.	1,244.
MACYS INC COM	16.	16.
MCDONALDS CORP	127.	127.
MEAD JOHNSON NUTRITION CO COM	39.	39.
MEDTRONIC INC	21.	21.
MELLON FUNDING CORP DTD 11/25/2002 5.00%	2,500.	2,500.
MERCK & CO INC NEW COM	62.	62.
METLIFE INC	53.	53.
MONSANTO CO NEW COM	85.	85.
NATIONAL OILWELL VARCO INC COM	17.	17.
NESTLE S A SPONSORED ADR	72.	72.
NIKE INC CL B	71.	71.
NORDSTROM INC	15.	15.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHROP GRUMMAN CORP	32.	32.
NUCOR CORP	6.	6.
OCCIDENTAL PETROLEUM CORP	173.	173.
OMNICOM GROUP	22.	22.
ORACLE SYS CORP	33.	33.
PG&E CORP COM	29.	29.
PIMCO TOTAL RETURN FUND INSTL	10,635.	10,635.
PNC BK CORP	60.	60.
PPG INDS INC	77.	77.
PACCAR INC COM	26.	26.
PEPSICO INC	32.	32.
PFIZER INC	205.	205.
PHILIP MORRIS INTL INC COM	273.	273.
PIMCO COMMODITY REALRETURN STRATEGY FUND	11,914.	11,914.
PIMCO EMERGING MKT CURRENCY FUND INSTL	313.	313.
PIMCO EMERGING LOCAL BD FUND INSTL CL	1,177.	1,177.
PIMCO COMMODITIESPLUS STRATEGY FUND INST	69.	69.
PRAXAIR INC	69.	69.
PRECISION CASTPARTS CORP	2.	2.
PROCTER & GAMBLE CO	30.	30.
QUALCOMM INC	66.	66.
QUEST DIAGNOSTICS INC	3.	3.
SAFEWAY INC COM NEW	10.	10.
ST JUDE MED INC	40.	40.
SCHLUMBERGER LTD FOREIGN	11.	11.
SEMPRA ENERGY	21.	21.
SOTHEBYS HLDGS INC CL A	1.	1.
STANLEY BLACK & DECKER INC COM	27.	27.
STARBUCKS CORP COM	88.	88.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	17.	17.
STRYKER CORP	20.	20.
TJX COS INC NEW	101.	101.
TARGET CORP	47.	47.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEXTRON INC	2.	2.
THERMO ELECTRON CORP	14.	14.
3M CO COM	34.	34.
TIFFANY & COMPANY COMMON	24.	24.
TIME WARNER INC NEW COM	67.	67.
TRAVELERS COS INC COM	42.	42.
US BANCORP DEL COM NEW	85.	85.
UNION PAC CORP	79.	79.
UNITED PARCEL SERVICE CL B	36.	36.
UNITED TECHNOLOGIES CORP	90.	90.
UNITEDHEALTH GROUP INC	14.	14.
VIACOM INC CL B COM	48.	48.
VISA INC CL A COM	47.	47.
VODAFONE GROUP PLC SPONSORED ADR	92.	92.
WAL MART STORES INC	7.	7.
WELLS FARGO COMPANY	141.	141.
WELLS FARGO & CO NEW PFD DEP SHS SER J	62.	62.
WESTERN UNION CO COM	54.	54.
WILLIAMS COS INC DEL COM	36.	36.
WYNN RESORTS LTD COM	241.	241.
XCEL ENERGY INC COM	21.	21.
YUM BRANDS INC COM	54.	54.
ACCENTURE PLC CL A COM	173.	173.
ACE LTD COM	94.	94.
TE CONNECTIVITY LTD COM	23.	23.
TYCO INTL LTD NEW F COM	29.	29.
ASML HLDGS N V NY REG SHS ADR	23.	23.
AVAGO TECHNOLOGIES LTD COM	4.	4.
TOTAL	57,023.	57,023.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDEN FINL CORP DEL NT	214.	214.
TOTALS	214.	214.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BISIGNANO & HARRISON LLP	175.			175.
TOTALS	175.	NONE	NONE	175.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,800.			1,800.
TOTALS	1,800.	NONE	NONE	1,800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
EXCISE TAX - PRIOR YEAR	1,814.	
FEDERAL EXCISE ESTIMATES	2,564.	
FOREIGN TAXES ON QUALIFIED FOR	652.	652.
FOREIGN TAXES ON NONQUALIFIED	366.	366.
TOTALS	5,410.	1,032.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	5,916.		
LEGAL & PROFESSIONAL		2,425.	
OTHER EXPENSES		3,350.	
INSURANCE		127.	
PROPERTY TAXES		14.	
OTHER NON-ALLOCABLE EXPENSE	24.		
OTHER INVESTMENT FEE	88.	88.	
ADVISORY FEE - INVESTMENT	112.	112.	
ASSOCIATION MEMBERSHIP DUES	500.		500.
TOTALS	6,640.	6,116.	500.

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

DESCRIPTION	AMOUNT
PURCHASED ACCRUED INTEREST-2010	218.
ROUNDING	14.
ROC ADJUSTMENT - 2011	199.
TOTAL	431.

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

DESCRIPTION	AMOUNT
YEAR END SALES ADJUSTMENT- 2011	77.
SALES BASIS ADJUSTMENT - CYPRESS SEMICONDUCTOR	8.
YEAR END SALES ADJUSTMENT-2010	556.
TOTAL	641.

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 16,080.

OFFICER NAME:
MRS. SANDRA C. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MR. DAVID L. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
BD CHAIRPERSON
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. HELEN L. FLORENCE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
MR. PAUL W. HARRIS
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MRS. SHARON FLORENCE McCANDLESS
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. KATHERINE FLORENCE PARRISH
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MS. TERRY G. PRITCHETT
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
MR. JOHN T. STUART
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FDN BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
MRS. DENISE A. WICKLINE
ADDRESS:
P.O. BOX 830241
DALLAS, TX 75283-0241
TITLE:
FND BOARD
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 16,080.

RECIPIENT NAME:
BANK OF AMERICA, N.A. - MARK J SMITH
ADDRESS:
500 W 7TH ST
FORT WORTH, TX 76102-4700
RECIPIENT'S PHONE NUMBER: 817-390-6028
FORM, INFORMATION AND MATERIALS:
APPLICATION SHOULD INCLUDE, BUT NOT LIMITED TO THE FOLLOWING: A BRIEF NARRATIVE LETTER DESCRIBING THE PURPOSE OF THE ORGANIZATION, BACKGROUND OR HISTORY OF THE ORGANIZATION OR GROUP, NAMES OF BOARD
SUBMISSION DEADLINES:
PRIOR TO AUGUST 1 FOR THE ANNUAL FALL MEETING
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO EXEMPT PURPOSES AS DESCRIBED IN IRC SECTION 501(C)(3) WITH GEOGRAPHIC PERFERENCE TO BENEFIT THE RESIDENTS OF THE STATE OF TEXAS; THE FOUNDATION DOES NOT GRANT LOANS OR SCHOLARSHIPS.
FORM, INFORMATION AND MATERIALS:
MEMBERS AND OPERATING PERSONNEL, THE AMOUNT REQUESTED AND THE PROPOSED USE OF THE FUNDS, IRS 501(C)(3) OR OTHER EXEMPTION CREDENTIALS, IF ANY, FROM WHATEVER OTHER SOURCES FUNDING IS EXPECTED

RECIPIENT NAME:
NEXUS RECOVERY CENTER, INC.
ADDRESS:
8733 LA PRADA DR
DALLAS, TX 75228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR SUBSTANCE ABUSE RECOVERY CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
A.L.A.R.M. (AFRICAN LEADERSHIP
AND RECONCILAITON MINISTRIES
ADDRESS:
13154 COIT RD, SUITE 102
DALLAS, TX 75240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
INSYNC EXOTICS, INC.
ADDRESS:
3430 SKYVIEW DR
WYLIE, TX 75098
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
PACIFIC CANCER FOUNDATION
ADDRESS:
95 MAHALANI ST, SUITE 8
WAILUKU, HI 96793
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA -
CIRCLE TEN COUNCIL
ADDRESS:
8605 HARRY HINES BLVD
DALLAS, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCOUTREACH PROGRAMS FOR INNER-CITY BOYS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDCAREGROUP
ADDRESS:
8585 N STEMMONS FRWY
DALLAS, TX 75247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR EARLY CHILDHOOD LEARNING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COMMUNITIES FOUNDATION OF
TEXAS, INC.
ADDRESS:
5500 CARUTH HAVEN LN
DALLAS, TX 75225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT COMMUNITY DISASTER RESPONSE TEAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CONTACT CRISIS LINE
ADDRESS:
P.O. BOX 800742
DALLAS, TX 75380
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR TEEN CRISIS GROUPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LOS BARRIOS UNIDOS COMMUNITY
CLINIC, INC.
ADDRESS:
809 SINGLETON BLVD
DALLAS, TX 75212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR LATINO HEALTH CARE SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ASSOCIATION FOR INDEPENDENT LIVING
ADDRESS:
2826 STOREY LN
DALLAS, TX 75220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OUR FRIENDS PLACE
ADDRESS:
3000 CARLISLE,
DALLAS, TX 75204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CARE & SUPPORT OF GIRLS IN GROUP HOMES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OPEN ARMS, INC. dba BRYAN'S HOUSE
ADDRESS:
P.O. BOX 35868
DALLAS, TX 75235
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DAYCARE FOR HIV & TERMINALLY ILL CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
FRIENDS OF THE UNIVERSITY PARK
PUBLIC LIBRARY
ADDRESS:
8383 PRESTON CENTER PLAZA
UNIVERSITY PARK, TX 75225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDREN'S CRANIOFACIAL
ASSOCIATION
ADDRESS:
13140 COIT RD, SUITE 517
DALLAS, TX 75240
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR ATTENDEES TO GROUP EVENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CITYSQUARE
ADDRESS:
511 N AKARD ST, SUITE 302
DALLAS, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR FOOD ACQUISITION & DISTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HEARTLIGHT MINISTRIES, INC.
ADDRESS:
P.O. BOX 286
HALLSVILLE, TX 75650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
ALLEY'S HOUSE
ADDRESS:
4113 JUNIUS ST
DALLAS, TX 75246
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YOUTH BELIEVING IN CHANGE, INC.
ADDRESS:
8574 STULTS RD
DALLAS, TX 75243
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT AFTER SCHOOL ENRICHMENT PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,600.

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

RECIPIENT NAME:
GRADUATE INSTITUTE OF APPLIED
LINGUISTICS, INC.
ADDRESS:
7500 W CAMP WISDOM RD
DALLAS, TX 75231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FURNISHINGS FOR LIBRARY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 1,400.

RECIPIENT NAME:
FAITHFUL FRIEND
ADDRESS:
2701 W 15TH ST, SUITE 553
PLANO, TX 75075
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
DENTON ASSISTANCE CENTER dba
SERVE DENTON
ADDRESS:
821 N ELM ST
DENTON, TX 75201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OPERATION CARE INTERNATIONAL, INC.
ADDRESS:
1200 WARWICK DR
MESQUITE, TX 75150
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MAUI MEMORIAL MEDICAL CENTER FOUNDATION
ADDRESS:
221 MAHALINI ST, STE 25
WAILUKU, HI 96793
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CARDIOVASCULAR CENTER & LIFENET
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 32,000.

RECIPIENT NAME:
HUI NO'EAU VISUAL ARTS CENTER
ADDRESS:
2841 BALDWIN AVE
MAKAWAO, HI 96768
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF ART FAIR 2012
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 155,000.

THE FLORENCE FOUNDATION 75-6008029

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
48.646 AC WASHINGTON	50.		5,916.	-5,866.
TOTALS	50.		5,916.	-5,866.

STATEMENT 25

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092
2011

Name of estate or trust: THE FLORENCE FOUNDATION
Employer identification number: 75-6008029

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,372.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-4,372.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					927.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	57,569.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	58,496.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-4,372.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			58,496.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			54,124.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

THE FLORENCE FOUNDATION
75-6008029
Balance Sheet
11/30/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	23 000	2,010 20	2,091 85
996178117	48 646 AC WASHINGTON CO RR SVY	12 500	2,905 20	312,000 00
002824100	ABBOTT LABS	150 000	9,568 91	9,750 00
G1151C101	ACCENTURE PLC	99 000	5,695 81	6,724 08
H0023R105	ACE LTD	35 000	1,897.81	2,773 05
018490102	ALLERGAN INC	64 000	5,391 76	5,936 00
03073E105	AMERISOURCEBERGEN CORP	93 000	3,534 93	3,926 46
037833100	APPLE INC	13 000	2,714 24	7,608 64
00206R102	AT&T INC	58 000	1,597 17	1,979 54
00206RAW2	AT&T INC	50000 000	51,848 00	53,112 50
064058100	BANK NEW YORK MELLON CORP	106 000	2,379 96	2,537 64
075896100	BED BATH & BEYOND INC	45 000	3,019 50	2,642 40
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	50000 000	53,413 50	57,873 00
09062X103	BIOGEN IDEC INC	12 000	1,683.74	1,789 08
09247X101	BLACKROCK INC	9 000	1,765 33	1,773 36
13342B105	CAMERON INTL CORP	86 000	4,649 16	4,639 70
166764100	CHEVRON CORP	27 000	2,078 80	2,853 63
191216100	COCA COLA CO	213 000	8,269 73	8,076 96
19122T109	COCA-COLA ENTERPRISES INC	43 000	1,336 05	1,340 74
194162103	COLGATE PALMOLIVE CO	55 000	5,806 94	5,967 50
197199813	COLUMBIA ACORN INTERNATIONAL	811 680	28,668 53	32,864 92
19765N245	COLUMBIA DIVIDEND INCOME FUND	17138 470	202,000 00	254,163 51
19765Y688	COLUMBIA SELECT LARGE CAP	17036.279	203,450 33	233,056 30
19765J764	COLUMBIA SMALL CAP VALUE FUND	999 531	7,846 32	14,693 11
20030N200	COMCAST CORP	82 000	2,394 01	2,955 28
22160K105	COSTCO WHSL CORP NEW	54 000	5,165 10	5,611 68
22544R305	CREDIT SUISSE COMMODITY-RETURN	6461.765	50,000 00	53,244 94
126650100	CVS CAREMARK CORP	83 000	3,765 18	3,860 33
235851102	DANAHER CORP DEL	40 000	2,134 60	2,158 80
G27823106	DELPHI AUTOMOTIVE PLC	81 000	2,362 81	2,753 19
25243Q205	DIAGEO PLC	21 000	1,334 33	2,510 97
254687106	DISNEY WALT CO	51 000	2,581 66	2,532 66
269858304	EAGLE SM CAP GROWTH FUND	345 360	12,685 07	14,798 68
278058102	EATON CORP	36 000	1,790 49	1,877 76

THE FLORENCE FOUNDATION
75-6008029
Balance Sheet
11/30/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
277907200	EATON VANCE INCOME FUND	11619.367	67,500.00	69,135 23
277923751	EATON VANCE STRUCTURED	9192 503	93,082 97	132,555 89
278642103	EBAY INC	77 000	3,639 44	4,067 14
268648102	EMC CORP	63.000	1,585.33	1,563 66
30219G108	EXPRESS SCRIPTS HLDG CO	100 000	5,655 89	5,385.00
30231G102	EXXON MOBIL CORP	47 000	4,037 45	4,142 58
369604103	GENERAL ELEC CO	376 000	7,842 10	7,944 88
370334104	GENERAL MLS INC	80 000	3,081 60	3,279 20
38141G104	GOLDMAN SACHS GROUP INC	34.000	4,405 27	4,004 86
38259P508	GOOGLE INC	5.000	3,387 50	3,491 85
36205K3K6	GOVERNMENT NATL MTG ASSN	3002 580	2,996 88	3,084 70
36206MBX4	GOVERNMENT NATL MTG ASSN	1730 250	1,747 55	2,058 63
36208UHA8	GOVERNMENT NATL MTG ASSN	1098.240	1,110 21	1,312 90
36209FDU0	GOVERNMENT NATL MTG ASSN	936 980	952 75	1,124 06
36209KWN4	GOVERNMENT NATL MTG ASSN	522 920	531 04	627 80
36210NXK0	GOVERNMENT NATL MTG ASSN	1856.980	1,865 61	2,197 66
36211PFL2	GOVERNMENT NATL MTG ASSN	1843.220	1,868 58	1,920 86
411511306	HARBOR INTERNATIONAL FUND	761 557	25,367 46	46,675 83
438516106	HONEYWELL INTL INC	36 000	2,143 00	2,207 88
458140100	INTEL CORP	48 000	1,292.88	939 12
459200101	INTERNATIONAL BUSINESS MACHS	11 000	1,107 17	2,090 77
464286400	ISHARES INC MSCI BRAZIL FREE	240 000	15,444 78	12,379 20
464286640	ISHARES MSCI CHILE INVESTABLE	205 000	11,461 02	12,312 30
46429B309	ISHARES MSCI INDONESIA	400 000	12,377 92	11,984 00
464286772	ISHARES MSCI SOUTH KOREA INDEX	210.000	12,435 15	12,524 40
464287473	ISHARES RUSSELL MIDCAP VALUE	1330 000	61,878 51	65,569.00
464286731	ISHR MSCI TAIWAN INDEX	1050 000	12,792 00	14,238 00
46625H100	J P MORGAN CHASE & CO	139.000	5,696 35	5,710 12
47103C795	JANUS ENTERPRISE FUND	1119 456	41,005.92	74,455 02
478160104	JOHNSON & JOHNSON	54 000	3,506.22	3,765.42
478366107	JOHNSON CTLS INC	98 000	2,883 55	2,698 92
46625HHP8	JPMORGAN CHASE & CO	50000 000	52,634 00	52,699 00
48203R104	JUNIPER NETWORKS INC	209 000	3,773 43	3,757 82
50076Q106	KRAFT FOODS GROUP INC	49 000	2,105 81	2,216 76

THE FLORENCE FOUNDATION
75-6008029
Balance Sheet
11/30/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
517834107	LAS VEGAS SANDS CORP	33.000	1,441.77	1,539 45
539830109	LOCKHEED MARTIN CORP	60 000	5,347 99	5,598 00
544147101	LORILLARD INC	26 000	3,187 73	3,150 16
580135101	MCDONALDS CORP	21 000	1,027 06	1,827 84
585515AD1	MELLON FUNDING CORP DTD	50000 000	49,494 50	53,898 00
59156R108	METLIFE INC	87 000	3,530 49	2,887 53
552983470	MFS SER TR I	3108 143	28,594 91	48,114 05
609207105	MONDELEZ INTL INC	233 000	6,207 47	6,032.37
61166W101	MONSANTO CO	75 000	4,553 89	6,869 25
615369105	MOODYS CORP	36 000	1,618 91	1,748 88
641069406	NESTLE S A	26.000	1,598.39	1,702 19
654106103	NIKE INC	24.000	1,222.76	2,339 52
666807102	NORTHROP GRUMMAN CORP	19 000	1,150 58	1,267 30
674599105	OCCIDENTAL PETE CORP DEL	73.000	6,789.94	5,490.33
68389X105	ORACLE CORP	262.000	8,081.73	8,429 85
713448108	PEPSICO INC	59.000	4,304 05	4,142 39
717081103	PFIZER INC	201.000	3,918 95	5,029 02
718172109	PHILIP MORRIS INTL INC	136 000	9,913 64	12,223 68
72201P175	PIMCO COMMODITIESPLUS STRATEGY	7212.013	74,427 97	79,548 50
72201F516	PIMCO EMERGING LOCAL BD FUND	2422 446	26,000 00	26,404 66
72201F409	PIMCO EMERGING MKT CURRENCY	2310 246	22,466 57	24,303 79
693390700	PIMCO TOTAL RETURN FUND	24766 368	253,564.27	287,785 20
693475105	PNC FINL SVCS GROUP INC	26 000	1,531 57	1,459 64
693506107	PPG INDS INC	19 000	1,771 16	2,361 13
742718109	PROCTER & GAMBLE CO	66 000	4,441 12	4,608 78
744320102	PRUDENTIAL FINL INC	31 000	1,872 18	1,615 72
747525103	QUALCOMM INC	119 000	7,084 56	7,570 78
806857108	SCHLUMBERGER LTD	39 000	2,907 06	2,793.18
790849103	ST JUDE MED INC	54 000	2,187 35	1,851 12
854502101	STANLEY BLACK & DECKER INC	27 000	2,090 98	1,941 57
855244109	STARBUCKS CORP	79.000	2,590 80	4,097 73
863667101	STRYKER CORP	72 000	3,882 78	3,899 52
87612E106	TARGET CORP	42 000	2,428 43	2,651 46
883556102	THERMO FISHER SCIENTIFIC CORP	29 000	1,261 86	1,842 95

THE FLORENCE FOUNDATION
75-6008029
Balance Sheet
11/30/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
872540109	TJX COS INC NEW	55 000	1,233 36	2,438 70
89417E109	TRAVELERS COS INC	40.000	2,308 29	2,832 80
H89128104	TYCO INTL LTD	27 000	707 93	765 99
904784709	UNILEVER N V	102 000	3,504.37	3,858 66
911312106	UNITED PARCEL SVC INC	81 000	6,236 70	5,921 91
913017109	UNITED TECHNOLOGIES CORP	30 000	1,169 25	2,403.30
92553P201	VIACOM INC	32 000	1,342 17	1,651.52
92826C839	VISA INC	33 000	2,828 09	4,940 43
92857W209	VODAFONE GROUP PLC	95 000	2,557.59	2,450 53
949746101	WELLS FARGO & CO	161 000	5,048 44	5,314 61
959802109	WESTERN UNION CO	117 000	2,081 85	1,475 37
	Cash/Cash Equivalent	49350 150	49,350 15	49,350 15
		Totals	1,801,802 12	2,407,028.23