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Form 990-PF
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning DEC 1, 2011, and ending NOV 30, 2012

Name of foundation
FLORA L. THORNTON FOUNDATION
C/O EDWARD A. LANDRY, CO-TRUSTEE
Number and street (or P.O. box number if mail is not delivered to street address)
ONE WILSHIRE BOULEVARD, SUITE 2000
Room/suite

A Employer identification number
95-3855595
B Telephone number
213-629-7657

City or town, state, and ZIP code
LOS ANGELES, CA 90017-3321
Check all that apply
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

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

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

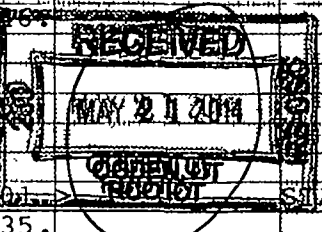
I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 39,293,673. (Part I, column (d) must be on cash basis)
J Accounting method
 Cash Accrual
 Other (specify)

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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments 4,535. 4,535.					
4 Dividends and interest from securities 701,655. 701,655. STATEMENT 1					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 3,101,346.					
b Gross sales price for all assets on line 6a 10,670,299.					
7 Capital gain net income (from Part IV, line 2) 3,101,346.					
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances RECEIVED MAY 21 2014					
b Less Cost of Goods Sold APR 25 2014					
c Gross profit or (loss) RECEIVED APR 25 2014					
11 Other income <196,901.> <196,901.> STATEMENT 3					
12 Total Add lines 1 through 11 3,610,635. 3,610,635.					
13 Compensation of officers, directors, trustees, etc 88,564. 29,519. 59,045.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4 6,710. 0. 6,710.					
b Accounting fees STMT 5 22,500. 8,500. 8,500.					
c Other professional fees					
17 Interest					
18 Taxes STMT 6 316,540. 12,107. 4,433.					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings 7,313. 0. 7,313.					
22 Printing and publications					
23 Other expenses STMT 7 325,359. 287,923. 4,000.					
24 Total operating and administrative expenses Add lines 13 through 23 766,986. 338,049. 90,001.					
25 Contributions, gifts, grants paid 1,789,000. 1,789,000.					
26 Total expenses and disbursements. Add lines 24 and 25 2,555,986. 338,049. 1,879,001.					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements 1,054,649.					
b Net investment income (if negative, enter -0-) 3,272,586.					
c Adjusted net income (if negative, enter -0-) N/A					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	296,084.	678.	678.
	2 Savings and temporary cash investments	2,232,554.	851,973.	851,973.
	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			
	7 Other notes and loans receivable			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	1,935,265.	1,699,073.	1,751,751.
	b Investments - corporate stock STMT 9	10,463,283.	9,567,656.	9,323,183.
	c Investments - corporate bonds STMT 10	920,122.	1,080,575.	1,131,377.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 11	21,298,238.	25,000,240.	26,234,711.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	37,145,546.	38,200,195.	39,293,673.	
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	4,236,839.	4,236,839.		
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	32,908,707.	33,963,356.		
30 Total net assets or fund balances	37,145,546.	38,200,195.		
31 Total liabilities and net assets/fund balances	37,145,546.	38,200,195.		

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	37,145,546.
2 Enter amount from Part I, line 27a	2	1,054,649.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	38,200,195.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,200,195.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	10,670,299.	7,491,669.	3,101,346.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			3,101,346.	
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	3,101,346.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,599,098.	27,047,568.	.059122
2009	6,171,879.	6,030,124.	1.023508
2008	2,702,610.	4,548,585.	.594165
2007	2,490,108.	3,363,595.	.740311
2006	1,943,000.	3,566,744.	.544755

2	Total of line 1, column (d)	2	2.961861
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	.592372
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	29,469,400.
5	Multiply line 4 by line 3	5	17,456,847.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,726.
7	Add lines 5 and 6	7	17,489,573.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,879,001.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____, (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	65,452.
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	0.
3	Add lines 1 and 2	3	65,452.
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	65,452.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	90,000.
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	90,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	24,548.
11	Enter the amount of line 10 to be credited to 2012 estimated tax	11	24,548. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► EDWARD A. LANDRY, CO-TRUSTEE Telephone no ► 213-629-7600 Located at ► ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA ZIP+4 ► 90017			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	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

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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)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

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

(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 12		88,564.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments See instructions	
Total Add lines 1 through 3 ▶ 0.	

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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	28,734,218.
b	Average of monthly cash balances	1b	1,183,955.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	29,918,173.
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	29,918,173.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,773.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,469,400.
6	Minimum investment return. Enter 5% of line 5	6	1,473,470.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	1,473,470.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	65,452.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	65,452.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,408,018.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,408,018.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,408,018.

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	1,879,001.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,879,001.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,879,001.

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

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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				1,408,018.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	1,782,796.			
b From 2007	2,333,112.			
c From 2008	2,477,965.			
d From 2009	6,144,705.			
e From 2010	468,640.			
f Total of lines 3a through e	13,207,218.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,879,001.				
a Applied to 2010, but not more than line 2a			0.	
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				1,408,018.
e Remaining amount distributed out of corpus	470,983.			
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	13,678,201.			
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 instr.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,782,796.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,895,405.			
10 Analysis of line 9				
a Excess from 2007	2,333,112.			
b Excess from 2008	2,477,965.			
c Excess from 2009	6,144,705.			
d Excess from 2010	468,640.			
e Excess from 2011	470,983.			

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12-02-11

FLORA L. THORNTON FOUNDATION

Form 990-PF (2011)

C/O EDWARD A. LANDRY, CO-TRUSTEE

95-385595

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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)

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

Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	
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.				
3 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

EDWARD A. LANDRY
ONE WILSHIRE BOULEVARD, SUITE 2000, LOS ANGELES, CA 90017

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

NO SPECIFIC FORM

c Any submission deadlines

NONE

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

NONE

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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				
AMERICAN YOUTH SYMPHONY	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
ARTS HIGH FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	57,500.
BAY AREA WARRIORS	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
BONOBO HOPE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	7,500.
CATALINA ISLAND CONSERVATORY	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,789,000.
b Approved for future payment				
NONE				
Total				3b 0.

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FLORA L. THORNTON FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE ANGELS NETWORK	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	500.
THE BROAD STAGE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
THE EDIBLE SCHOOLYARD PROJECT	NONE	501(C)(3)	EDUCATION	10,000.
THE HOBART SHAKESPEAREANS	NONE	501(C)(3)	EDUCATION	10,000.
THE MAPLE COUNSELING CENTER	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
THE TRUST FOR PUBLIC LAND	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
TRUSTEES OF HAMPSHIRE COLLEGE	NONE	501(C)(3)	EDUCATION	20,000.
USC THORNTON SCHOOL OF MUSIC	NONE	501(C)(3)	EDUCATION	10,000.
USC THORNTON SCHOOL OF MUSIC	NONE	501(C)(3)	EDUCATION	50,000.
USC THORNTON SCHOOL OF MUSIC	NONE	501(C)(3)	EDUCATION	2,500.
Total from continuation sheets				

FLORA L. THORNTON FOUNDATION
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROCKY MOUNTAIN INSTITUTE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
SAINT MATTHEWS PARISH SCHOOL	NONE	501(C)(3)	EDUCATION	10,000.
SAINT MATTHEWS PARISH SCHOOL	NONE	501(C)(3)	EDUCATION	5,000.
SAN FRANCISCO PERFORMANCES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
SANTA FE INDIAN SCHOOL	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
SIERRA CLUB FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	40,000.
SKIRBALL CULTURAL CENTER	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
STUDENTS RUN LA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	12,500.
SURF RIDER'S FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
TEACH FOR AMERICA	NONE	501(C)(3)	EDUCATION	25,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PARISH OF ST MATTHEWS	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
PASADENA HUMANE SOCIETY	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
POPULATION MEDIA CENTER	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	40,000.
POPULATION MEDIA CENTER	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
RAIN FOREST ALLIANCE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
RARE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
RARE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
RARE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	9,000.
READING IS FUNDAMENTAL	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
ROCKY MOUNTAIN INSTITUTE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	28,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATURAL HISTORY MUSEUM OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	40,000.
NATURAL HISTORY MUSEUM OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
NATURAL RESOURCES DEFENSE COUNCIL	NONE	501(C)(3)	EDUCATION	40,000.
NATURAL RESOURCES DEFENSE COUNCIL	NONE	501(C)(3)	EDUCATION	1,500.
NATURAL RESOURCES DEFENSE COUNCIL	NONE	501(C)(3)	EDUCATION	45,000.
NUMBERS USA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
OPERA LEAGUE OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
PACHAMAMA ALLIANCE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
PACHAMAMA ALLIANCE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
PACIFIC FOREST TRUST	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	35,000.
Total from continuation sheets				

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Part XV. Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LIBRARY FOUNDATION OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
LIBRARY FOUNDATION OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	1,250.
LIBRARY FOUNDATION OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	4,000.
LOS ANGELES POLICE FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
LOS ANGELES PHILHARMONIC	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
LOS ANGELES PHILHARMONIC	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	50,000.
LOS ANGELES REGIONAL FOODBANK	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
MS SOCIETY OF SOUTHERN CALIFORNIA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	1,000.
NATIONAL OPERA CENTER	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	250.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HARVARD WESTLAKE SCHOOL	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
HARMONY PROJECT	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	1,500.
IYENGAR YOGA INSTITUTE OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	2,000.
IYENGAR YOGA INSTITUTE OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	3,000.
KUSC	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	500.
KCR W FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	500.
L A OPERA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	35,000.
L A OPERA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	35,000.
LACMA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
LIBRARY FOUNDATION OF LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FLINTRIGDE PREPARATORY SCHOOL	NONE	501(C)(3)	EDUCATION	5,000.
FLINTRIGDE PREPARATORY SCHOOL	NONE	501(C)(3)	EDUCATION	5,000.
FOOD FORWARD	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
GIRL SCOUTS OF GREATER LOS ANGELES	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
GLAZA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	40,000.
GLAZA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
GLAZA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	7,000.
GREENBELT ALLIANCE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
GREENBELT ALLIANCE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	100,000.
HARVARD UNIVERSITY CENTER FOR ENVIRONMENT	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
Total from continuation sheets				

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3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR SCIENCE IN THE PUBLIC INTEREST	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
CONSERVATION INTERNATIONAL	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	35,000.
CROHN'S & COLITIS FOUNDATION OF AMERICA	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	5,000.
DOHING EYE INSTITUTE	NONE	501(C)(3)	MEDICAL RESEARCH	10,000.
DR CHAN LEE RESEARCH FOUNDATION	NONE	501(C)(3)	MEDICAL RESEARCH	2,500.
ENVIRONMENTAL DEFENSE FUNDS	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	40,000.
ENVIRONMENTAL DEFENSE FUNDS	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	60,000.
FAMILY CIRCLE ADVISORS	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	2,000.
FIRST BASE FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	1,500.
FIRST BASE FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	10,000.
Total from continuation sheets				1,684,000.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
USC WRIGLEY INSTITUTE FOR ENVIRONMENTAL STUDIES	NONE	501(C)(3)	EDUCATION	3,000.
WILDAID	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	25,000.
WILDLIFE CONSERVATION SOCIETY	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	20,000.
WORLD WATER INSTITUTE	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	30,000.
YOSEMITE FOUNDATION	NONE	501(C)(3)	COMMUNITY IMPROVEMENT	15,000.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE B	P		
b SEE ATTACHED SCHEDULE E	P		
c SEE ATTACHED SCHEDULE B	P		
d SEE ATTACHED SCHEDULE E	P		
e NSTCL - ACL ALTERNATIVE FUND K1	P		
f NLTCL - ACL ALTERNATIVE FUND K1	P		
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 8,123,142.		4,617,548.	3,505,594.
b 2,075,348.		2,439,497.	<364,149.>
c 270,734.		182,941.	87,793.
d 201,075.		251,683.	<50,608.>
e			<31,090.>
f			<46,194.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			3,505,594.
b			<364,149.>
c			87,793.
d			<50,608.>
e			<31,090.>
f			<46,194.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	3,101,346.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

FINANCIAL SELECT SECTOR SPDR	882.	0.	882.
FINNING INTL LTD	59.	0.	59.
FNMA 0.625% DUE 10/30/14	69.	0.	69.
FNMA POOL 190379 5.5%	775.	0.	775.
FNMA POOL 745418 5.5%	2,643.	0.	2,643.
FNMA POOL 889579 6.0%	1,646.	0.	1,646.
FNMA POOL 995431 5.5%	1,058.	0.	1,058.
FNMA POOL AE3049 4.5%	5,149.	0.	5,149.
FNMA POOL AH0969 3.5%	1,942.	0.	1,942.
FNMA POOL AL1953 4.5% DUE 01.01.27	<45.>	0.	<45.>
FNMA POOL MA0583 4.0%	1,823.	0.	1,823.
FRESH DEL MONTE PRODUCE INC	444.	0.	444.
GAZPROM OAO	1,669.	0.	1,669.
GENERAL ELECTRIC CO 2.9%	76.	0.	76.
GENERAL ELECTRIC CO 5.0%	786.	0.	786.
GOLDMAN SACHS GP SR 5.45%	702.	0.	702.
GOLDMAN SACHS GP SR 5.45%	903.	0.	903.
GRAINGER W INC	261.	0.	261.
GUESS INC	934.	0.	934.
GUOCO GROUP LTD	720.	0.	720.
HALLIBURTON	110.	0.	110.
HARTFORD FINCS SVCS	1,562.	0.	1,562.
HCP INC 2.625 % DUE 02/01/20	<6.>	0.	<6.>
HESS CORP	57.	0.	57.
HESS CORP	67.	0.	67.
HEWLETT PACKARD	941.	0.	941.
HOME DEPOT INC	513.	0.	513.
IBM CORP 2.0%	478.	0.	478.
IBM CORP 7.625%	1,375.	0.	1,375.
IMPALA PLATINUM HLDGS	465.	0.	465.
INDUSTRIAS BACHOCO	141.	0.	141.
INGERSOLL- RAND COMPANY	112.	0.	112.
INGERSOLL- RAND COMPANY	293.	0.	293.
INTERPUBLIC GROUP	625.	0.	625.
INTERPUBLIC GROUP OF COS INC	625.	0.	625.
INTERSIL HOLDINGS CP	1,202.	0.	1,202.
IPSEN SA	621.	0.	621.
IRSA INVERSIONES Y REPRESENT	445.	0.	445.
ISHARES MSCI EMERGING MKTS	245.	0.	245.
IVA INTERNATIONAL I	49,829.	0.	49,829.
JAPAN STL WKS LTD	375.	0.	375.
JP MORGAN CHASE & CO	910.	0.	910.
JP MORGAN CHASE & CO	1,647.	0.	1,647.
JP MORGAN CHASE & CO	1,125.	0.	1,125.
JP MORGAN CHASE & CO	287.	0.	287.
JP MORGAN CHASE & CO 5.15%	1,033.	0.	1,033.
JP MORGAN CHASE & CO 6.0%	8,010.	0.	8,010.
JSC RUSHYDRO	274.	0.	274.
KINROSS GOLD CORP	478.	0.	478.
KRAFT FOODS INC 4.125%	780.	0.	780.
KROGER CO	201.	0.	201.
KT CORP SPONS	949.	0.	949.
LAS VEGAS SANDS	1,313.	0.	1,313.

LOCKHEED MARTIN CORP	234.	0.	234.
LOEWS CORP	346.	0.	346.
MACYS INC	757.	0.	757.
MANULIFE FINICIAL CORP	546.	0.	546.
MERCK & CO INC	461.	0.	461.
MERCK & CO INC 2.250%	232.	0.	232.
METLIFE INC SR UNS GLOBAL	773.	0.	773.
MICROSOFT CORP	563.	0.	563.
MITSUI & CO	840.	0.	840.
MKS INSTRUMENTS	954.	0.	954.
MORGAN STANLEY 14-AE 549	9.	0.	9.
MORGAN STANLEY 14-AE 759	40.	0.	40.
MORGAN STANLEY 14-AE 772	240.	0.	240.
MORGAN STANLEY 14-AG 234	2.	0.	2.
MORGAN STANLEY PWM 150-423	40.	0.	40.
MORGAN STANLEY PWM 272-423	77.	0.	77.
MORGAN STANLEY PWM 275-423	44.	0.	44.
MORGAN STANLEY PWM 278-423	62.	0.	62.
MORGAN STANLEY PWM 279-423	16.	0.	16.
MOSAIC CO BROOKLYN	168.	0.	168.
MOTOROLA SOLUTIONS	383.	0.	383.
MS&AD INS	724.	0.	724.
NATIONAL OILWELL VARCO INC	494.	0.	494.
NESTLE	1,996.	0.	1,996.
NEWCREST MINING	726.	0.	726.
NEWMONT MINING CORP	1,690.	0.	1,690.
NEWS AMERICA HOLD 4.5% DUE 02/15/11	345.	0.	345.
NEXEN INC	65.	0.	65.
NIKE INC	1,202.	0.	1,202.
NINTENDO LTD	201.	0.	201.
NIPPON TELEG & TEL CORP	1,508.	0.	1,508.
NOBLE CORP	1,022.	0.	1,022.
NOBLE ENERGY CORP	375.	0.	375.
NOKIA CORP	703.	0.	703.
NORFOLK SOUTHERN CORP	558.	0.	558.
NOVAGOLD RES INC	804.	0.	804.
NOVARTIS AG USD SPON ADR	1,167.	0.	1,167.
NRD ENERGY INC	214.	0.	214.
NTT DOMOCO INC	359.	0.	359.
OLD REP INTL CORP	1,470.	0.	1,470.
OMNIOCOM GROUP INC. 3.625%	532.	0.	532.
ORACLE CORP	242.	0.	242.
ORACLE CORP SR GLOBAL 4.95 %	294.	0.	294.
ORACLE CORPORATION USD COM	1,020.	0.	1,020.
PACCAR INC	1,280.	0.	1,280.
PARTNERRE LIMITED	724.	0.	724.
PEABODY ENERGY CORP	45.	0.	45.
PEABODY ENERGY CORP	94.	0.	94.
PENNY CO INC	384.	0.	384.
PETROLEO BRASILEIRO PETROBRAS	647.	0.	647.
PFIZER INC	3,978.	0.	3,978.
PHILLIPS 66	50.	0.	50.
PIMCO FDS PAC INVT MANAGMENT	65,556.	0.	65,556.

PITNEY BOWES INC	1,628.	0.	1,628.
POLYUS GOLD INTL	455.	0.	455.
POTASH CORP	386.	0.	386.
POTASH CORP	605.	0.	605.
PRAXAIR INC	1,456.	0.	1,456.
PRIVATEBAN CORP	151.	0.	151.
PRUDENTIAL FIN SERV 5.1 %	736.	0.	736.
PT TELEKOMUNIKASI INDONESIA	773.	0.	773.
QUALCOMM CO	563.	0.	563.
QUALCOMM CO	2,032.	0.	2,032.
RABOBANK NEDER 3.375%	209.	0.	209.
REDWOOD TRUST	1,391.	0.	1,391.
REINSURANCE GROUP	962.	0.	962.
RIO TINTO PLC SPONS ADR	1,879.	0.	1,879.
ROYAL BNK CANADA 1.150 % DUE 03.13.15	220.	0.	220.
SANOFI - AVENTIS	3,765.	0.	3,765.
SCHLUMBERGER	802.	0.	802.
SCHLUMBERGER	1,238.	0.	1,238.
SCHLUMBERGER	1,002.	0.	1,002.
SCHLUMBERGER	3,419.	0.	3,419.
SEADRILL	1,056.	0.	1,056.
SEAGATE TECHNOLOGY	813.	0.	813.
SEVEN & HOLDINGS	429.	0.	429.
SHIN-ETSU CHEMICAL CO LTD	238.	0.	238.
SK TELECOM CO LTD	1,672.	0.	1,672.
SOUTHWEST AIRLINES	101.	0.	101.
STARBUCKS CORP	1,516.	0.	1,516.
SUMITOMO MITUSI TR HLDGS	845.	0.	845.
SUNCOR ENERGY INC	751.	0.	751.
SUNCOR ENERGY INC	1,052.	0.	1,052.
TALISMAN ENERGY	2,069.	0.	2,069.
TALISMAN ENERGY	316.	0.	316.
TARGET CORP 2.9%	655.	0.	655.
TARGET CORP 5.875%	411.	0.	411.
TELECOM ITAL A	1,304.	0.	1,304.
TEMPLETON GLOBAL BD FD	126,881.	0.	126,881.
TEMPLETON GLOBAL BD FD	28,220.	0.	28,220.
TENARIS	1,877.	0.	1,877.
TEVA PHARM	627.	0.	627.
TEVA PHARMACEUTICALS	1,233.	0.	1,233.
THE MOSAIC CO	84.	0.	84.
TIFFANY AND CO NEW COM	322.	0.	322.
TIME WARNER CABLE 4.125%	1,230.	0.	1,230.
TRANSOCEAN INC	774.	0.	774.
TRANSOCEAN LTD	1,785.	0.	1,785.
TRINITY INDS INC	74.	0.	74.
TYSON FOODS INC CI A	43.	0.	43.
UBS	248.	0.	248.
UNILEVER N V COM	1,156.	0.	1,156.
UNITED PARCEL SR UNS GLOBAL	552.	0.	552.
UNITED TECHNOLOGIES CORP	928.	0.	928.
UNITED TECHNOLOGIES CORP	868.	0.	868.
UNTIED TECHNOLOGIES CORP	5,381.	0.	5,381.

UNUMPROVIDENT CORP	1,505.	0.	1,505.
US TREASURY NOTE .25%	42.	0.	42.
US TREASURY NOTE .25%	79.	0.	79.
US TREASURY NOTE .25%	189.	0.	189.
US TREASURY NOTE 1.0%	36.	0.	36.
US TREASURY NOTE 1.25%	<131.>	0.	<131.>
US TREASURY NOTE 1.25%	1,259.	0.	1,259.
US TREASURY NOTE 1.375%	695.	0.	695.
US TREASURY NOTE 1.375%	299.	0.	299.
US TREASURY NOTE 1.625%	<151.>	0.	<151.>
US TREASURY NOTE 2.375%	942.	0.	942.
US TREASURY NOTE 2.625%	1,693.	0.	1,693.
US TREASURY NOTE 2.75%	1,585.	0.	1,585.
US TREASURY NOTE 3.125%	4,089.	0.	4,089.
US TREASURY NOTE 3.375%	2,396.	0.	2,396.
VALE S.A. ADT	2,261.	0.	2,261.
VANGUARD EMERGING MARKETS VIPERS	120,912.	0.	120,912.
VERIZON COMM INC 4.6%	1,092.	0.	1,092.
VERIZON COMM INC 5.25%	434.	0.	434.
VIACOM CI B	1,878.	0.	1,878.
VISA INC CLASS A	1,562.	0.	1,562.
VIVENDI SA	1,326.	0.	1,326.
W W GRAINGER	893.	0.	893.
WAL MART STORES INC	262.	0.	262.
WATSON PHARMACEUTICALS INC	<22.>	0.	<22.>
WELLS FARGO CO	78.	0.	78.
WELLS FARGO CO 1.25 %	192.	0.	192.
WELLS FARGO CO 2.625 %	721.	0.	721.
WELLS FARGO CO 5.625%	888.	0.	888.
WEST JAPAN RY CO	344.	0.	344.
WESTERN DIGITAL CORP	98.	0.	98.
YARA INTL - ADR	64.	0.	64.
YUM BRAND INC	583.	0.	583.
TOTAL TO FM 990-PF, PART I, LN 4	701,655.	0.	701,655.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH ORDINARY INCOME	12,742.	12,742.	
PASSTHROUGH RENTAL INCOME (LOSS)	<209,643.>	<209,643.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<196,901.>	<196,901.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	6,710.	0.		6,710.
TO FM 990-PF, PG 1, LN 16A	6,710.	0.		6,710.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	22,500.	8,500.		8,500.
TO FORM 990-PF, PG 1, LN 16B	22,500.	8,500.		8,500.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	6,646.	2,213.		4,433.
FOREIGN TAXES WITHHELD	9,894.	9,894.		0.
FEDERAL EXCISE TAX PAID	300,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	316,540.	12,107.		4,433.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	776.	0.		0.
ADVISORY FEE	127,034.	127,034.		0.
MANAGEMENT FEE	158,581.	158,581.		0.
SERVICE FEE	3,808.	2,308.		1,500.
MISCELLANEOUS	24,123.	0.		0.

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INSURANCE	8,537.	0.	0.
CONFERENCE PHILANTHROPY	2,500.	0.	2,500.
TO FORM 990-PF, PG 1, LN 23	325,359.	287,923.	4,000.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	X		1,699,073.	1,751,751.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,699,073.	1,751,751.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,699,073.	1,751,751.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	9,567,656.	9,323,183.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,567,656.	9,323,183.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	1,080,575.	1,131,377.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,080,575.	1,131,377.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	COST	11,967,138.	13,201,609.
ACL ALT FUND SAC LTD	COST	923,193.	923,193.
D.E. SHAW OCULUS INTERNATIONAL FUND	COST	1,000,000.	1,000,000.
DISCOVERY GLOBAL OPPT FUND LTD	COST	1,000,000.	1,000,000.
MILLENNIUM INTERNATIONAL LTD	COST	2,000,000.	2,000,000.
MORGAN STANLEY GLOBAL DISTRESSED	COST		
OPPT FUND (GAYMAN) LP		146,990.	146,990.
PINEHURST INSTITUTIONAL LTD	COST	2,000,000.	2,000,000.
WIEL BRIEN FUND IV, LP	COST	1,218,047.	1,218,047.
GOLDMAN SACHS GAYMAN TRUST, LTD	COST	1,000,000.	1,000,000.
KLS DIVERSIFIED FUND LTD	COST	2,000,000.	2,000,000.
MS PMF V	COST	874,872.	874,872.
OAKTREE	COST	870,000.	870,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,000,240.	26,234,711.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LANEY THORNTON ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
EDWARD A. LANDRY ONE WILSHIRE BLVD., SUTIE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ELIZABETH THORNTON TROY ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.
ERIC SMALL ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 10.00	0.	0.	0.
JENNIFER THORNTON WIELAND ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	TRUSTEE 5.00	0.	0.	0.

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CHARLES THORNTON III	TRUSTEE			
ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	5.00	0.	0.	0.
KAY THORNBORG	DIRECTOR			
ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA 90017	40.00	88,564.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>88,564.</u>	<u>0.</u>	<u>0.</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST FROM ACL ALTERNATIVE K1	477.
INTEREST FROM WIEL BREIN FUND K1	4,026.
STIT LIQUID ASSETS PORTFOLIO	12.
STIT LIQUID ASSETS PORTFOLIO	20.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,535.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ABBOTT LABS	1,005.	0.	1,005.
ABBOTT LABS	823.	0.	823.
AETNA INC	<5.>	0.	<5.>
ALERGAN INC	175.	0.	175.
ALIANTECH SYSTEM	193.	0.	193.
ALLIANZ SE ADR	802.	0.	802.
AMERICAN EXPRESS 5.875% DUE 05.02.13	589.	0.	589.
AMERICAN TOWER	495.	0.	495.
AMGEN	276.	0.	276.
AMGEN	143.	0.	143.
ANGLOGOLD ASHANTI	400.	0.	400.
ANGLOGOLD ASHANTI LIMITED	1,226.	0.	1,226.
AON CORP	728.	0.	728.
APACHE CORP	572.	0.	572.
APPLE INC.	652.	0.	652.
APPLE INC.	2,253.	0.	2,253.
ARCH COAL INC	700.	0.	700.
ARCHER DANIELS MIDLAND	466.	0.	466.
ASML HOLDING NY	963.	0.	963.
AT & T INC	862.	0.	862.
AT & T INC	18.	0.	18.
AXA ADR REPR	908.	0.	908.
BANCO SANTANDER BRASIL	130.	0.	130.
BANK NEW YORK MELLON CORP	619.	0.	619.
BARRICK GOLD CORP	444.	0.	444.
BARRICK GOLD CORP	676.	0.	676.
BARRICK GOLD CORP	987.	0.	987.
BASF SE ADR	1,355.	0.	1,355.
BEST BUY	1,218.	0.	1,218.
BEST BUY	697.	0.	697.
BHP BILLITON LTD	1,893.	0.	1,893.
BLACKROCK HI YLD BD INS MF	803.	0.	803.

BLACKROCK HI YLD BD INS MF	70,292.	0.	70,292.
BRISTOL MYERS .875%	<2.>	0.	<2.>
BRISTOL MYERS SQUIBBCO	1,537.	0.	1,537.
BRITISH AMERN TOB PLC ADR	1,414.	0.	1,414.
BROOKFIELD ASSET MNGMT	253.	0.	253.
C H ROBINSON WORLDWIDE	188.	0.	188.
CA INC	4,096.	0.	4,096.
CAMEO CORP	1,091.	0.	1,091.
CANADIAN NATIONAL RAILWAY	670.	0.	670.
CANADIAN NATURAL RESOURCES	479.	0.	479.
CANADIAN NATURAL RESOURCES	715.	0.	715.
CATERPILLAR INC	566.	0.	566.
CDN PAC RELWAY	1,130.	0.	1,130.
CENTRIAS BRASILEIRAS ADR	2,049.	0.	2,049.
CENTRIAS ELECTRICAL B RASILEIRAS	595.	0.	595.
CHARLES SCWAB CORP	232.	0.	232.
CHESAPEAKE ENERGY CORP	486.	0.	486.
CHEVRON CORP SR UNS GLOBAL 4.95%	1,311.	0.	1,311.
CISCO SYSTEMS INC	498.	0.	498.
CISCO SYSTEMS INC	917.	0.	917.
CISCO SYSTEMS INC	211.	0.	211.
CITIGROUP INC NEW	100.	0.	100.
COACH INC	1,061.	0.	1,061.
COCA COLA CO	920.	0.	920.
COMCAST CORP 5.3%	558.	0.	558.
COMPUTER SCIENCES CP	656.	0.	656.
CONOCO PHILLIPS INC	6,336.	0.	6,336.
CONOCO PHILLIPS SR UNS GLOBAL 4.6%	567.	0.	567.
CONSOL ENERGY INC	141.	0.	141.
CONVERGYS CORP	380.	0.	380.
COOPER INDUSTRIES	1,187.	0.	1,187.
CORE LABORATORIES	140.	0.	140.
CRED SUIS FB GLOBAL 5.125%	651.	0.	651.
CREDIT SUSIE GROUP	357.	0.	357.
CSX CORP	780.	0.	780.
DAIWA SECS GROUP INC	519.	0.	519.
DIAGEO SPONS	1,179.	0.	1,179.
DIRECT TV HLDG/FIN INC 3.5%	843.	0.	843.
EAST JAPAN RY CO	930.	0.	930.
ELECTRICITY DE FRANCE FRF	3,760.	0.	3,760.
ELI LILLY & CO	1,622.	0.	1,622.
EMBRAER S A	46.	0.	46.
ENSGN ENERGY SVCS INC	168.	0.	168.
EXELON CORP	745.	0.	745.
FEDEX CORP	216.	0.	216.
FEDEX CORP	1,494.	0.	1,494.
FHLMC 1.0 % DUE 06/29/17	33.	0.	33.
FHLMC 1.375 % DUE 01/19/13	1,141.	0.	1,141.
FHLMC 15G G13652 4.5%	410.	0.	410.
FHLMC 15G J 19197 3.0% DUE 05/01/27	569.	0.	569.
FHLMC 30G A97040	5,847.	0.	5,847.
FHLMC 5.0%	2,395.	0.	2,395.

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
12/7/2011 264 Shares Wal Mart Stores Inc (MS PWM 278-423)	\$ 15,559.83	\$ 14,450.78	\$ 1,109.05
12/8/2011 56 Shares Motorola Solutions Inc (MS PWM 272-423)	2,631.81	2,170.82	460.99
12/9/2011 164 Shares Motorola Solutions Inc (MS PWM 272-423)	7,706.80	6,357.41	1,349.39
12/14/2011 518 Shares Amgen Inc Dutch (MS PWM 272-423)	31,080.00	27,243.21	3,836.79
12/14/2011 145 Shares Amgen Inc Dutch (MS PWM 272-423)	8,700.00	7,660.56	1,039.44
12/14/2011 201 Shares Amgen Inc Dutch (MS PWM 272-423)	12,060.00	10,607.90	1,452.10
12/15/2011 553 Shares Merck & Co Inc. (MS PWM 278-423)	20,157.12	18,054.95	2,102.17
12/21/2011 92 Shares Amgen (MS PWM 272-423)	5,698.59	4,858.51	840.08
12/21/2011 28 Shares Amgen (MS PWM 272-423)	1,734.35	1,464.05	270.30
12/22/2011 417 Shares Dean Foods Co (MS PWM 278-423)	4,594.08	4,331.92	262.16
12/22/2011 644 Shares Statoil ASA (MS PWM 278-423)	16,368.74	15,827.85	540.89

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
12/22/2011 162 Shares Wal Mart Stores Inc (MS PWM 278-423)	\$ 9,586.24	\$ 8,757.67	\$ 828.57
12/23/2011 347 Shares Eli Lilly & Co (MS PWM 278-423)	14,335.99	12,110.30	2,225.69
12/29/2011 76 Shares Lockheed Martin Corp	6,195.12	6,080.94	114.18
1/4/2012 718 Shares Statoil ASA (MS PWM 278-423)	18,932.50	16,709.21	2,223.29
1/4/2012 293 Shares Wal Mart Stores Inc (MS PWM 278-423)	17,373.72	15,401.46	1,972.26
1/18/2012 141 Shares Amgen Inc (MS PWM 278-423)	9,728.80	7,423.65	2,305.15
1/20/2012 510 Shares Microsoft Corp (MS PWM 278-423)	15,124.06	13,072.50	2,051.56
1/27/2012 40 Shares Intuitive Surgical Inc (MS PWM 279-423)	18,213.94	13,069.16	5,144.78
1/27/2012 239 Shares Transocean Inc (MS PWM 278-423)	11,468.33	9,510.98	1,957.35
1/28/2012 298 Shares Delphi Automotive PLC (MS PWM 272-423)	8,101.48	6,398.54	1,702.94
1/30/2012 223 Shares Delphi Automotive PLC (MS PWM 272-423)	6,062.38	4,788.17	1,274.21

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
1/31/2012 58 Shares Amgen Inc (MS PWM 278-423)	\$ 3,944.49	\$ 3,053.70	\$ 890.79
1/31/2012 402 Shares Western Digital Corp (MS PWM 278-423)	14,603.00	11,255.56	3,347.44
2/1/2012 139 Shares Motorola Solutions Inc (MS PWM 272-423)	6,501.72	5,388.29	1,113.43
2/2/2012 290 Shares Microsoft Corp (MS PWM 278-423)	8,663.03	7,456.19	1,206.84
2/7/2012 1,494 Shares Southwest Airlines (MS PWM 278-423)	14,433.25	12,528.91	1,904.34
2/7/2012 131 Shares Viacom Cl B (MS PWM 272-423)	6,374.88	5,933.95	440.93
2/8/2012 160 Shares Apple Inc	76,122.99	17,197.79	58,925.20
2/8/2012 460 Shares Baidu Com Inc. Spons ADR (279-423)	59,912.87	5,716.34	54,196.53
2/8/2012 930 Shares Celgene Corp	67,215.47	6,419.76	60,795.71
2/8/2012 400 Shares ConocoPhillips Inc.	28,598.72	9,670.81	18,927.91
2/8/2012 860 Shares Fedex Corporation	80,664.96	23,824.08	56,840.88
2/8/2012 1,720 Shares Oracle Corporation	48,853.50	17,310.47	31,543.03

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
2/8/2012	930 Shares Schlumberger LTD USD \$ 72,254.68 \$	36,855.35 \$	35,399.33
2/8/2012	790 Shares United Technologies Corp. Com 64,029.76	13,900.64	50,129.12
2/9/2012	310 Shares Statoil ASA (MS PWM 278-423) 8,330.16	6,750.47	1,579.69
2/15/2012	158 Shares Lockheed Martin Corp 13,602.96	11,581.23	2,021.73
2/15/2012	1,428 Shares Mattson Technology Inc (MS PWM 272-423) 4,576.65	3,530.16	1,046.49
2/16/2012	1,280 Shares Mattson Technology Inc (MS PWM 272-423) 4,115.12	3,164.29	950.83
2/16/2012	196 Shares Transocean Inc (MS PWM 278-423) 9,656.01	7,799.80	1,856.21
2/16/2012	823 Shares Trinity Inds Inc (MS PWM 272-423) 28,268.43	25,292.28	2,976.15
2/17/2012	761 Shares Dean Foods Co (MS PWM 278-423) 9,231.83	7,905.50	1,326.33
2/17/2012	1,042 Shares TNT Express (MS PWM 278-423) 13,097.91	9,947.14	3,150.77
2/21/2012	425 Shares Mattson Technology Inc (MS PWM 272-423) 1,332.73	1,050.64	282.09

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
3/20/2012 1,000 Shares United Technologies Corp. Com	\$ 82,671.04 \$	17,595.74 \$	65,075.30
3/21/2012 809 Shares Mattson Technology Inc (MS PWM 272-423)	2,516.43	1,999.93	516.50
3/21/2012 148 Shares Salix Pharm LTD DE (MS PWM 272-423)	7,874.03	5,633.68	2,240.35
3/22/2012 106 Shares Eli Lilly & Co (MS PWM 278-423)	4,203.95	3,699.40	504.55
3/22/2012 357 Shares Mattson Technology Inc (MS PWM 272-423)	1,115.81	882.54	233.27
3/23/2012 151 Shares Motorola Solutions Inc (MS PWM 272-423)	7,634.71	5,853.47	1,781.24
3/26/2012 200 Shares Apple Inc.	119,364.84	18,613.70	100,751.14
3/26/2012 900 Shares Baidu Com Inc. Spons ADR (279-423)	134,222.31	11,184.14	123,038.17
3/26/2012 1,750 Shares Celgene Corp.	135,201.41	12,080.21	123,121.20
3/26/2012 500 Shares ConocoPhillips Inc.	38,217.64	12,088.51	26,129.13
3/26/2012 89,206.066 Shares Doubleline Total Ret	1,000,892.06	1,000,000.00	892.06
3/26/2012 2,390 Shares Fedex Corporation	219,868.96	66,208.79	153,660.17

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
3/26/2012 500 Shares Molycorp Inc.	\$ 14,674.77	\$ 11,313.19	\$ 3,361.58
3/26/2012 150 Shares Motorola Solutions Inc (MS PWM 272-423)	7,644.85	5,814.71	1,830.14
3/26/2012 4,000 Shares Oracle Corporation	115,328.66	40,256.89	75,071.77
3/26/2012 1,256 Shares Schlumberger LTD USD	90,459.60	49,727.15	40,732.45
3/26/2012 144 Shares Schlumberger LTD USD	10,371.16	5,706.64	4,664.52
3/26/2012 1,500 Shares United Technologies Corp. Com	123,982.94	26,393.62	97,589.32
4/4/2012 145,000 Face US Treasury Note 1.375% DUE: 5/12/12	145,197.78	145,135.19	62.59
4/4/2012 55,000 Face US Treasury Note 2 625% DUE: 08/15/20	57,878 70	51,964.55	5,914.15
4/4/2012 75,000 Face US Treasury Note 3.375% DUE: 11/15/19	83,574 90	76,218.33	7,356.57
4/9/2012 186 Shares Amer Intl Gp Inc (MS PWM 278-423)	5,970.44	4,439.30	1,531.14
4/9/2012 279 Shares Eli Lilly & Co (MS PWM 278-423)	11,106.66	9,737.10	1,369.56
4/18/2012 444 Shares Eli Lilly & Co (MS PWM 278-423)	17,678.44	15,495.60	2,182.84

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
4/18/2012 387 Shares Microsoft Corp (MS PWM 278-423)	\$ 12,035.51	9,988.17	\$ 2,047.34
4/20/2012 150 Shares Apple Inc.	85,674.99	13,960.28	71,714.71
4/20/2012 500 Shares Baidu Com Inc. Spons ADR (279-423)	71,988.87	6,213.41	65,775.46
4/20/2012 1,000 Shares Celgene Corp.	78,611.86	6,902.97	71,708.89
4/20/2012 500 Shares ConocoPhillips Inc.	36,160.83	12,088.51	24,072.32
4/20/2012 1,000 Shares Fedex Corporation	89,323.96	27,702.42	61,621.54
4/20/2012 2,000 Shares Oracle Corporation	57,432.25	20,128.45	37,303.80
4/20/2012 600 Shares Schlumberger LTD USD	42,625.68	23,753.75	18,871.93
4/20/2012 500 Shares United Technologies Corp. Com	40,200.77	8,797.87	31,402.90
4/24/2012 123 Shares PrivateBanCorp Inc (MS PWM 272-423)	1,998.47	1,892.34	106.13
4/25/2012 499 Shares Motorola Solutions Inc (MS PWM 272-423)	25,598.52	19,958.44	5,640.08
4/25/2012 312 Shares PT Telekomunikasi Indonesia (MS PWM 278-423)	10,710.72	10,548.47	162.25

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
4/30/2012 25,000 Face Cred Suis Fb Global 5.125% DUE: 08/15/15	\$ 27,290.75	\$ 26,826.44	\$ 464.31
4/30/2012 261 Shares PrivateBanCorp Inc (MS PWM 272-423)	4,183.97	3,454.86	729.11
4/30/2012 356 Shares Statoil ASA (MS PWM 278-423)	9,487.39	7,752.14	1,735.25
5/1/2012 57 Shares Amgen Inc (MS PWM 278-423)	4,057.57	3,001.05	1,056.52
5/1/2012 79 Shares Amgen Inc (MS PWM 278-423)	5,623.64	4,356.06	1,267.58
5/1/2012 30,000 Face AT&T Inc 0.875% DUE. 02/13/15	29,956.50	29,865.00	91.50
5/1/2012 40,000 Face US Treasury Note 2.625% DUE: 08/15/20	43,020.16	37,792.40	5,227.76
5/3/2012 350 Shares Apple Inc.	203,782.79	32,573.98	171,208.81
5/3/2012 1,000 Shares Baidu Com Inc. Spons ADR (279-423)	131,726.93	12,426.82	119,300.11
5/3/2012 1,250 Shares Celgene Corp.	89,354.96	8,628.72	80,726.24
5/3/2012 500 Shares ConocoPhillips Inc.	26,648.92	9,319.03	17,329.89
5/3/2012 1,500 Shares Fedex Corporation	133,142.77	41,553.64	91,589.13

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
5/16/2012 75 Shares Qualcomm Inc (MS PWM 279-423)	\$ 4,539.28 \$	1,533.00 \$	3,006.28
5/16/2012 30 Shares Salesforce Com (MS PWM 279-423)	4,093.10	4,022.57	70.53
5/16/2012 330 Shares Starbucks Corp (MS PWM 279-423)	17,559.03	10,552.74	7,006.29
5/23/2012 60,000 Face FHLMC 15G G13652 4.5% DUE: 09/01/24	28,053.01	27,756.33	296.68
5/23/2012 10,000 Face US Treasury Note 3.125% DUE: 05/15/19	11,350.74	10,071.86	1,278.88
5/29/2012 1,065 Shares Old Rep Intl Corp (MS PWM 278-423)	10,721.21	10,131.21	590.00
5/30/2012 353 Shares Old Rep Intl Corp (MS PWM 278-423)	3,535.71	2,934.94	600.77
5/31/2012 24 Shares Eli Lilly & Co (MS PWM 278-423)	984.78	837.60	147.18
5/31/2012 411 Shares Eli Lilly & Co (MS PWM 278-423)	16,864.31	15,126.24	1,738.07
6/7/2012 70,000 Face FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	76,721.89	75,069.84	1,652.05
6/7/2012 120,000 Face US Treasury Note 1.375% DUE: 05/15/19	120,393.36	120,257.88	135.48

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
6/22/2012 1,254 Shares Marine Harvest ASA (MS PWM 278-423)	\$ 15,683.04	\$ 13,745.20	\$ 1,937.84
6/25/2012 115 Shares Mattson Technology Inc (MS PWM 272-423)	186.44	166.90	19.54
6/27/2012 1,367 Shares Convergys Corp (MS PWM 272-423)	19,696.50	19,549.47	147.03
6/28/2012 197 Shares Mattson Technology Inc (MS PWM 272-423)	333.77	285.91	47.86
6/28/2012 205 Shares Vertex Pharmaceuticals (MS PWM 272-423)	10,475.16	5,976.16	4,499.00
6/29/2012 200 Shares Starbucks Corp (MS PWM 279-423)	10,618.08	6,395.60	4,222.48
6/29/2012 200 Shares Visa Inc Class A (MS PWM 279-423)	24,566.78	14,614.86	9,951.92
7/9/2012 356 Shares PT Telekomunikasi Indonesia (MS PWM 278-423)	12,187.96	12,036.08	151.88
7/9/2012 139 Shares PT Telekomunikasi Indonesia (MS PWM 278-423)	4,758.78	4,738.90	19.88
7/10/2012 885 Shares Southwest Airlines (MS PWM 278-423)	8,444.21	7,068.23	1,375.98

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
7/12/2012 413 Shares Marine Harvest ASA (MS PWM 278-423)	\$ 5,597.14	\$ 3,924.41	\$ 1,672.73
7/13/2012 300 Shares Alexion Pharmaceuticals Inc (MS PWM 279-423)	29,122.47	13,871.73	15,250.74
7/13/2012 0 Shares Ivanhoe Mines LTD (MS PWM 278-423)	199.28	0.00	199.28
7/13/2012 49 Shares PrivateBanCorp Inc (MS PWM 272-423)	788.89	648.61	140.28
7/13/2012 472 Shares PrivateBanCorp Inc (MS PWM 272-423)	7,599.07	5,596.74	2,002.33
7/13/2012 215 Shares Regeneron Pharm (MS PWM 279-423)	27,502.37	11,791.87	15,710.50
7/18/2012 921 Shares Pfizer Inc (MS PWM 272-423)	21,758.50	17,701.62	4,056.88
7/23/2012 308 Shares Nexen Inc (MS PWM 278-423)	7,939.25	7,638.40	300.85
7/23/2012 129 Shares Nexen Inc (MS PWM 278-423)	3,325.21	2,633.17	692.04
7/26/2012 245 Shares Western Digital Corp (MS PWM 278-423)	9,662.97	6,536.85	3,126.12
7/26/2012 362 Shares Western Digital Corp (MS PWM 278-423)	14,277.54	9,476.98	4,800.56

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
7/30/2012	30,000 Face Barrick Gold Corp 2.90% DUE: 05/30/16 \$ 31,540.20 \$	30,689.01 \$	851.19
7/30/2012	65,000 Face Goldman Sachs GP SR Global 5.45% DUE: 11/01/12 65,757.25	65,654.13	103.12
7/30/2012	40 Shares Noble Energy Inc (MS PWM 272-423) 3,570.32	3,441.77	128.55
7/31/2012	16 Shares Noble Energy Inc (MS PWM 272-423) 1,426.83	1,376.71	50.12
8/1/2012	0 Shares Carrefour SA Paris ADR (MS PWM 278-423) 2.45	0.00	2.45
8/1/2012	58 Shares Noble Energy Inc (MS PWM 272-423) 5,133.20	4,990.56	142.64
8/3/2012	94 Shares Seven & I Holdings (MS PWM 278-423) 5,980.69	5,085.40	895.29
8/8/2012	545 Shares Dean Foods Co (MS PWM 278-423) 9,286.54	4,383.86	4,902.68
8/13/2012	925 Shares East Japan Ry Co (MS PWM 278-423) 10,132.87	8,303.08	1,829.79
8/14/2012	0 Shares Credit Susie Group (MS PWM 278-423) 38.76	0.00	38.76
8/16/2012	71 Shares PrivateBanCorp Inc (MS PWM 272-423) 1,140.95	841.88	299.07

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
8/16/2012 62 Shares Seven & I Holdings (MS PWM 278-423)	\$ 4,107.58	\$ 3,354.20	\$ 753.38
8/17/2012 112 Shares PrivateBanCorp Inc (MS PWM 272-423)	1,812.42	1,328.04	484.38
8/20/2012 185,000 Face FNMA POOL 995431 5.5% DUE: 02/01/23	47,882.96	47,567.47	315.49
8/20/2012 130 Shares PrivateBanCorp Inc (MS PWM 272-423)	2,125.98	1,541.48	584.50
8/31/2012 191 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	2,685.63	2,600.18	85.45
8/31/2012 252 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	3,543.34	3,484.23	59.11
9/6/2012 342 Shares Convergys Corp (MS PWM 272-423)	5,428.47	4,890.94	537.53
9/7/2012 244 Shares Convergys Corp (MS PWM 272-423)	3,892.15	3,489.44	402.71
9/7/2012 189 Shares Silver Standard Resources Inc (MS PWM 278-423)	2,896.21	2,855.62	40.59
9/7/2012 268 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	3,979.31	3,705.45	273.86
9/7/2012 394 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	5,850.17	4,312.41	1,537.76

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
9/10/2012 157 Shares Convergys Corp (MS PWM 272-423)	\$ 2,510.18	\$ 2,245.26	264.92
9/11/2012 198 Shares Convergys Corp (MS PWM 272-423)	3,186.10	2,831.60	354.50
9/11/2012 171 Shares Viacom Cl B (MS PWM 272-423)	8,724.85	7,745.86	978.99
9/12/2012 66 Shares Convergys Corp (MS PWM 272-423)	1,061.75	943.87	117.88
9/12/2012 111 Shares Viacom Cl B (MS PWM 272-423)	5,648.20	5,028.01	620.19
9/13/2012 198 Shares Convergys Corp (MS PWM 272-423)	3,197.98	2,831.60	366.38
9/13/2012 658 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	9,812.53	7,201.94	2,610.59
9/13/2012 456 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	6,800.17	5,273.41	1,526.76
9/13/2012 56 Shares Viacom Cl B (MS PWM 272-423)	2,880.66	2,536.65	344.01
9/14/2012 315 Shares Convergys Corp (MS PWM 272-423)	5,089.46	4,504.82	584.64
9/14/2012 72 Shares Noble Energy Inc (MS PWM 272-423)	6,977.05	6,195.18	781.87

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
9/17/2012 45 Shares Convergys Corp (MS PWM 272-423)	\$ 723.09	\$ 643.55	\$ 79.54
9/17/2012 50 Shares Convergys Corp (MS PWM 272-423)	803.43	488.97	314.46
9/18/2012 43 Shares Computer Sciences CP (MS PWM 278-423)	1,449.78	1,407.59	42.19
9/18/2012 99 Shares Computer Sciences CP (MS PWM 278-423)	3,337.86	2,876.94	460.92
9/18/2012 28 Shares Computer Sciences CP (MS PWM 278-423)	944.04	669.12	274.92
9/18/2012 144 Shares Convergys Corp (MS PWM 272-423)	2,320.10	1,408.22	911.88
9/19/2012 188 Shares Convergys Corp (MS PWM 272-423)	3,015.07	1,838.51	1,176.56
9/27/2012 47 Shares Salix Pharm LTD DE (MS PWM 272-423)	1,992.87	1,779.58	213.29
10/1/2012 321 Shares Newmont Mining Corp (MS PWM 278-423)	18,001.82	16,968.43	1,033.39
10/1/2012 157 Shares Nippon Teleg & Tel Corp (MS PWM 278-423)	3,792.23	3,787.72	4.51
10/1/2012 25,000 Face Verizon Comm Inc 5.25% DUE: 04/15/13	25,641.75	25,532.93	108.82

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
10/5/2012 85 Shares Regeneron Pharm (MS PWM 279-423)	\$ 13,803.17 \$	5,178.21 \$	8,624.96
10/5/2012 623 Shares Salix Pharm LTD DE (MS PWM 272-423)	26,114.89	21,283.74	4,831.15
10/16/2012 10,000 Face Abbott Labs 4.125% DUE: 05/27/20	11,600.80	10,952.60	648.20
10/16/2012 350 Shares Qualcomm Inc (MS PWM 279-423)	20,915.08	7,154.00	13,761.08
10/16/2012 30,000 Face Target Corp 2.9% DUE: 01/15/22	32,127.90	29,997.30	2,130.60
10/16/2012 15,000 Face Wells Fargo & Co 2.625% DUE: 12/15/16	15,873.15	15,018.76	854.39
10/18/2012 60 Shares Noble Energy Inc (MS PWM 272-423)	5,781.91	5,162.65	619.26
10/19/2012 150,000 Face FHLMC 30G A97040 4 0% DUE: 02/01/41	125,080.66	114,577.69	10,502.97
10/22/2012 186 Shares Peabody Energy Corp.	5,241.21	4,522.74	718.47
10/23/2012 20,000 Face Abbott Labs 4.125% DUE 05/27/20	23,284.80	21,900.83	1,383.97
10/23/2012 30,000 Face Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	36,143.70	33,101.91	3,041.79

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
10/23/2012 20,000 Face FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	\$ 20,049.50	\$ 20,025.49	24.01
10/23/2012 25,000 Face FNMA 0.625% DUE: 10/30/14	25,145.55	25,089.59	55.96
10/23/2012 35,000 Face IBM Corp 7.625% DUE: 10/15/18	47,332.60	44,911.62	2,420.98
10/23/2012 692 Shares Korea Electric Power Corp	8,681.08	8,020.07	661.01
10/23/2012 250 Shares Phillips 66	10,897.45	2,769.48	8,127.97
10/23/2012 10,000 Face US Treasury Note .25% DUE 03/31/14	10,000.36	9,980.11	20.25
10/23/2012 10,000 Face US Treasury Note 1.25% DUE: 09/30/15	10,247.62	9,718.00	529.62
10/23/2012 10,000 Face US Treasury Note 2.375% DUE: 11/15/19	10,413.25	10,191.87	221.38
10/23/2012 5,000 Face US Treasury Note 2.75% DUE: 02/15/19	5,522.44	4,923.45	598.99
10/23/2012 10,000 Face US Treasury Note 3.125% DUE: 05/15/19	11,292.93	10,068.05	1,224.88
10/23/2012 5,000 Face US Treasury Note 3.375% DUE: 11/15/19	5,737.68	5,076.05	661.63

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
10/25/2012 30,000 Face US Treasury Note .25% DUE: 02/28/14	\$ 29,996.37	\$ 29,939.16	\$ 57.21
11/1/2012 104 Shares Alliant Tech System (MS PWM 278-423)	6,164.30	6,069.66	94.64
11/1/2012 10 Shares Apple Inc (MS PWM 279-423)	5,982.36	930.90	5,051.46
11/1/2012 1,413 Shares Carrefour SA Paris ADR (MS PWM 278-423)	6,901.35	5,804.70	1,096.65
11/1/2012 225 Shares Qualcomm Inc (MS PWM 279-423)	13,217.46	4,599.00	8,618.46
11/1/2012 90 Shares Regeneron Pharm (MS PWM 279-423)	12,967.31	5,601.89	7,365.42
11/1/2012 125 Shares Visa Inc Class A (MS PWM 279-423)	17,571.03	9,134.29	8,436.74
11/5/2012 207 Shares KT Corp Spons (MS PWM 278-423)	3,612.42	3,558.93	53.49
11/5/2012 230 Shares KT Corp Spons (MS PWM 278-423)	4,013.79	3,431.60	582.19
11/6/2012 30,000 Face Bank of NY Mello Mtn 4 3% Due 05/15/14	31,719.00	31,073.63	645.37
11/6/2012 169 Shares Computer Sciences CP (MS PWM 278-423)	6,165.84	4,038.64	2,127.20

Flora L. Thornton Foundation
Schedule B (Continued)
Gains on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Gain
Sale			
11/6/2012 281 Shares East Japan Ry Co (MS PWM 278-423)	\$ 3,194.64	\$ 2,522.34	\$ 672.30
11/6/2012 518 Shares East Japan Ry Co (MS PWM 278-423)	5,889.06	4,648.38	1,240.68
11/6/2012 12 Shares Noble Energy Inc (MS PWM 272-423)	1,160.33	1,032.53	127.80
11/12/2012 395 Shares W W Grainger (MS PWM 279-423)	76,295.34	52,152.04	24,143.30
11/15/2012 25,348.542 Shares Blackrock Hi Yld Bd Inst MF	200,000.00	184,537.39	15,462.61
11/16/2012 25,000 Face US Treasury Note 2.75% DUE: 02/15/19	27,885.65	24,617.25	3,268.40
11/19/2012 1,415 Shares Korea Electric Power Corp	17,824.35	14,212.73	3,611.62
11/23/2012 584 Shares Aurico Gold Inc (MS PWM 272-423)	4,859.00	3,820.00	1,039.00
11/27/2012 455 Shares Credit Susie Group (MS PWM 278-423)	10,495.20	10,175.93	319.27
11/27/2012 9 Shares Credit Susie Group (MS PWM 278-423)	207.60	198.98	8.62
11/27/2012 1,182 Shares Old Rep Intl Corp (MS PWM 278-423)	12,537.07	9,202.52	3,334.55

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
2/29/2012 FNMA POOL 190379 5.5% \$ DUE: 02/01/23	0.00	\$ 0.00	\$ 0.00
2/29/2012 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
2/29/2012 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
2/29/2012 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00
2/29/2012 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
2/29/2012 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
2/29/2012 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
2/29/2012 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
2/29/2012 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
2/29/2012 IBM Corp 2.0% DUE: 01/05/16	0.00	0.00	0.00
2/29/2012 IBM Corp 7.625% DUE: 10/15/18	0.00	0.00	0.00
2/29/2012 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
2/29/2012 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00
2/29/2012 Kraft Foods Inc 4.125% DUE: 02/09/16	0.00	0.00	0.00
2/29/2012 Merck & Co Inc 2.250% DUE: 01/15/16	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
2/29/2012 Metlife Inc Sr Uns Global	\$ 0.00	\$ 0.00	\$ 0.00
2/29/2012 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
2/29/2012 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
2/29/2012 Target Corp 5.875% DUE: 03/01/12	0.00	0.00	0.00
2/29/2012 Time Warner Cable 4.125% DUE: 02/15/21	0.00	0.00	0.00
2/29/2012 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
2/29/2012 United Tech Corp 6.125% DUE: 02/01/19	0.00	0.00	0.00
2/29/2012 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
2/29/2012 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00
2/29/2012 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00
2/29/2012 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
2/29/2012 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
2/29/2012 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
2/29/2012 Verizon Communications 4.6% DUE: 04/01/21	0.00	0.00	0.00
2/29/2012 Wells Fargo & Co 2.625% DUE: 12/15/16	0.00	0.00	0.00
2/29/2012 Wells Fargo Co 5.625% DUE: 12/11/17	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
4/30/2012 Cred Suis Fb Global 5.125% \$ DUE: 08/15/15	0.00	\$ 0.00	\$ 0.00
5/23/2012 FHLMC 15G G13652 4.5% DUE: 09/01/24	0.00	0.00	0.00
5/31/2012 Abbott Labs 4.125% DUE: 05/27/20	0.00	0.00	0.00
5/31/2012 American Express 5.875% DUE.05/02/13	0.00	0.00	0.00
5/31/2012 Bank of NY Mello Mtn 4.3% Due 05/15/14	0.00	0.00	0.00
5/31/2012 Barrick Gold Corp 2.90% DUE: 05/30/16	0.00	0.00	0.00
5/31/2012 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
5/31/2012 Cisco Systems Inc 5.50% DUE: 02/22/16	0.00	0.00	0.00
5/31/2012 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
5/31/2012 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
5/31/2012 DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	0.00	0.00	0.00
5/31/2012 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
5/31/2012 FHLMC 30G A97040 4.0% DUE. 02/01/41	0.00	0.00	0.00
5/31/2012 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
5/31/2012 FNMA 0.625% DUE: 10/30/14	\$ 0.00	\$ 0.00	\$ 0.00
5/31/2012 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
5/31/2012 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
5/31/2012 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
5/31/2012 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00
5/31/2012 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
5/31/2012 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
5/31/2012 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
5/31/2012 General Electric Capital Corp 2.9% DUE: 01/09/17	0.00	0.00	0.00
5/31/2012 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
5/31/2012 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
5/31/2012 IBM Corp 2.0% DUE:01/05/16	0.00	0.00	0.00
5/31/2012 IBM Corp 7.625% DUE: 10/15/18	0.00	0.00	0.00
5/31/2012 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
5/31/2012 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
5/31/2012 Kraft Foods Inc 4.125% DUE: 02/09/16	\$ 0.00	\$ 0.00	\$ 0.00
5/31/2012 Merck & Co Inc 2.250% DUE: 01/15/16	0.00	0.00	0.00
5/31/2012 News America Hold 4.5% DUE: 02/15/11	0.00	0.00	0.00
5/31/2012 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
5/31/2012 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
5/31/2012 Rabobank Neder 3.375% DUE: 01/19/17	0.00	0.00	0.00
5/31/2012 Time Warner Cable 4.125% DUE: 02/15/21	0.00	0.00	0.00
5/31/2012 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
5/31/2012 United Tech Corp 6.125% DUE: 02/01/19	0.00	0.00	0.00
5/31/2012 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
5/31/2012 US Treasury Note 1.375% DUE: 5/12/12	0.00	0.00	0.00
5/31/2012 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00
5/31/2012 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
5/31/2012 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
5/31/2012 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
5/31/2012 Verizon Communications 4.6% DUE: 04/01/21	\$ 0.00	\$ 0.00	\$ 0.00
5/31/2012 Wells Fargo & Co 2.625% DUE: 12/15/16	0.00	0.00	0.00
5/31/2012 Wells Fargo Co 5.625% DUE:12/11/17	0.00	0.00	0.00
6/6/2012 US Treasury Note 1.375% DUE: 05/15/19	0.00	0.00	0.00
7/29/2012 Barrick Gold Corp 2.90% DUE: 05/30/16	0.00	0.00	0.00
7/29/2012 Goldman Sachs GP SR Global 5.45% DUE: 11/01/12	0.00	0.00	0.00
8/19/2012 FNMA POOL 995431 5.5% DUE: 02/01/23	0.00	0.00	0.00
8/31/2012 Abbott Labs 4 125% DUE: 05/27/20	0.00	0.00	0.00
8/31/2012 American Express 5.875% DUE:05/02/13	0.00	0.00	0.00
8/31/2012 Bank of NY Mello Mtn 4.3% Duc 05/15/14	0.00	0.00	0.00
8/31/2012 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
8/31/2012 Cisco Systems Inc 5.50% DUE: 02/22/16	0.00	0.00	0.00
8/31/2012 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
8/31/2012 DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	0.00	0.00	0.00

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2012 FHLMC 1.375% Due 01/19/13 (Fed Home Ln Mtg Corp)	\$ 0 00	\$ 0.00	\$ 0.00
8/31/2012 FHLMC 15G J19197 3.0% DUE: 05/01/27	0.00	0.00	0.00
8/31/2012 FHLMC 30G A97040 4.0% DUE: 02/01/41	0 00	0.00	0 00
8/31/2012 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
8/31/2012 FNMA 0.625% DUE: 10/30/14	0.00	0.00	0.00
8/31/2012 FNMA POOL 190379 5.5% DUE: 02/01/23	0.00	0.00	0.00
8/31/2012 FNMA POOL 745418 5.5% DUE: 04/01/36	0 00	0.00	0.00
8/31/2012 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
8/31/2012 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
8/31/2012 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
8/31/2012 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
8/31/2012 General Electric Capital Corp 2.9% DUE: 01/09/17	0.00	0.00	0.00
8/31/2012 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
8/31/2012 IBM Corp 2.0% DUE:01/05/16	0.00	0.00	0.00

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2012 IBM Corp 7.625% DUE 10/15/18	\$ 0.00	\$ 0.00	\$ 0.00
8/31/2012 JP Morgan Chase & Co 5 15% DUE 10/01/15	0.00	0.00	0.00
8/31/2012 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0.00	0.00
8/31/2012 Kraft Foods Inc 4.125% DUE: 02/09/16	0.00	0.00	0.00
8/31/2012 Merck & Co Inc 2.250% DUE: 01/15/16	0.00	0.00	0.00
8/31/2012 Metlife Inc Sr Uns Global	0.00	0.00	0.00
8/31/2012 News America Hold 4 5% DUE. 02/15/11	0.00	0.00	0.00
8/31/2012 Omnicom Group Inc. 3.625% DUE: 05/01/22	0.00	0.00	0.00
8/31/2012 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
8/31/2012 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
8/31/2012 Rabobank Neder 3.375% DUE: 01/19/17	0.00	0.00	0.00
8/31/2012 Time Warner Cable 4.125% DUE: 02/15/21	0.00	0.00	0.00
8/31/2012 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
8/31/2012 United Tech Corp 6.125% DUE: 02/01/19	0.00	0.00	0.00
8/31/2012 US Treasury Note 1.0% DUE: 03/31/17	0.00	0.00	0.00
8/31/2012 US Treasury Note 2.375% DUE: 11/15/19	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
8/31/2012 US Treasury Note 3.125% DUE: 05/15/19	\$ 0.00	\$ 0.00	\$ 0.00
8/31/2012 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
8/31/2012 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
8/31/2012 Verizon Communications 4.6% DUE: 04/01/21	0.00	0.00	0.00
8/31/2012 Wells Fargo & Co 2.625% DUE: 12/15/16	0.00	0.00	0.00
8/31/2012 Wells Fargo Co 5.625% DUE: 12/11/17	0.00	0.00	0.00
11/30/2012 Abbott Labs 4.125% DUE: 05/27/20	0.00	0.00	0.00
11/30/2012 Aetna Inc 1.5% DUE: 11/15/17	0.00	0.00	0.00
11/30/2012 American Express 5.875% DUE: 05/02/13	0.00	0.00	0.00
11/30/2012 Bank of NY Mello Mtn 4.3% Due 05/15/14	0.00	0.00	0.00
11/30/2012 Chevron Corp SR UNS Global 4.95% DUE: 03/03/19	0.00	0.00	0.00
11/30/2012 Cisco Systems Inc 5.50% DUE: 02/22/16	0.00	0.00	0.00
11/30/2012 Comcast Corp 5.3% DUE: 01/15/14	0.00	0.00	0.00
11/30/2012 Conoco Phillips SR Uns Global 4.6% DUE: 01/15/15	0.00	0.00	0.00
11/30/2012 DirecTV Hldg/Fin Inc 3.5% DUE: 03/01/16	0.00	0.00	0.00

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Amortization of Premium			
11/30/2012 FHLMC 1 375% Due \$ 01/19/13 (Fed Home Ln Mtg Corp)	0.00	\$ 0.00	\$ 0.00
11/30/2012 FHLMC 15G J19197 3.0% DUE: 05/01/27	0.00	0.00	0.00
11/30/2012 FHLMC 30G A97040 4.0% DUE: 02/01/41	0.00	0.00	0.00
11/30/2012 FHLMC 5.00% Due 07/15/14 (Fed Home Ln Mtg Corp)	0.00	0.00	0.00
11/30/2012 FNMA 0.625% DUE: 10/30/14	0.00	0.00	0.00
11/30/2012 FNMA POOL 745418 5.5% DUE: 04/01/36	0.00	0.00	0.00
11/30/2012 FNMA POOL 889579 6.0% DUE: 05/01/38	0.00	0.00	0.00
11/30/2012 FNMA POOL AE3049 4.5% DUE: 09/01/40	0.00	0.00	0.00
11/30/2012 FNMA POOL AH0969 3.5% DUE: 12/01/25	0.00	0.00	0.00
11/30/2012 FNMA POOL AL1953 4.5% DUE: 01/01/27	0.00	0.00	0.00
11/30/2012 FNMA POOL MA0583 4.0% DUE: 12/01/40	0.00	0.00	0.00
11/30/2012 General Electric Capital Corp 2.9% DUE: 01/09/17	0.00	0.00	0.00
11/30/2012 General Electric Co 5.0% DUE: 02/01/13	0.00	0.00	0.00
11/30/2012 IBM Corp 2.0% DUE:01/05/16	0.00	0.00	0.00

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
11/30/2012 IBM Corp 7.625% DUE: 10/15/18	\$ 0 00	\$ 0.00	\$ 0.00
11/30/2012 JP Morgan Chase & Co 5.15% DUE: 10/01/15	0.00	0.00	0.00
11/30/2012 JP Morgan Chase & Co 6.0% DUE: 01/15/18	0.00	0 00	0.00
11/30/2012 Kraft Foods Inc 4.125% DUE: 02/09/16	0.00	0 00	0.00
11/30/2012 Merck & Co Inc 2.250% DUE: 01/15/16	0.00	0 00	0.00
11/30/2012 Metlife Inc Sr Uns Global	0.00	0.00	0.00
11/30/2012 News America Hold 4.5% DUE: 02/15/11	0.00	0.00	0.00
11/30/2012 Omnicom Group Inc. 3.625% DUE: 05/01/22	0.00	0.00	0.00
11/30/2012 Oracle Corp Sr Global 4.95% DUE: 04/15/13	0.00	0.00	0.00
11/30/2012 Prudential Fin Ser 5.1% DUE: 09/20/14	0.00	0.00	0.00
11/30/2012 Rabobank Neder 3.375% DUE: 01/19/17	0.00	0 00	0.00
11/30/2012 Time Warner Cable 4.125% DUE: 02/15/21	0.00	0.00	0.00
11/30/2012 United Parcel Sr Uns Global 4.5% DUE: 01/15/13	0.00	0.00	0.00
11/30/2012 United Tech Corp 6.125% DUE: 02/01/19	0 00	0.00	0.00
11/30/2012 US Treasury Note 1.0% DUE: 03/31/17	0.00	0.00	0.00
11/30/2012 US Treasury Note 1.25% DUE: 04/15/14	0.00	0.00	0.00

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Amortization of Premium			
11/30/2012 US Treasury Note 2.375% DUE: 11/15/19	\$ 0.00	\$ 0.00	\$ 0.00
11/30/2012 US Treasury Note 3.125% DUE: 05/15/19	0.00	0.00	0.00
11/30/2012 US Treasury Note 3.375% DUE: 11/15/19	0.00	0.00	0.00
11/30/2012 Verizon Comm Inc 5.25% DUE: 04/15/13	0.00	0.00	0.00
11/30/2012 Verizon Communications 4.6% DUE: 04/01/21	0.00	0.00	0.00
11/30/2012 Watson Pharmaceuticals Inc 1.8755 DUE: 10/01/2017	0.00	0.00	0.00
11/30/2012 Wells Fargo & Co 2.625% DUE: 12/15/16	0.00	0.00	0.00
11/30/2012 Wells Fargo Co 5.625% DUE: 12/11/17	0.00	0.00	0.00
Total Amortization of Premium	\$ 0.00	\$ 0.00	\$ 0.00
Exchange			
12/6/2011 Amgen (MS PWM 272-423) \$ for Amgen Inc Dutch (MS PWM 272-423)	45,511.67	\$ 45,522.42	\$ 10.75
Total Exchange	\$ 45,511.67	\$ 45,522.42	\$ 10.75
Sale			
12/1/2011 54 Shares Trinity Inds Inc (MS PWM 272-423)	\$ 1,552.25	\$ 1,701.21	\$ 148.96
12/6/2011 310 Shares Western Digital Corp (MS PWM 278-423)	9,754.39	9,955.60	201.21

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Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Sale			
12/8/2011 398 Shares Shaw Group Inc (MS PWM 278-423)	\$ 9,602.44	\$ 9,842.92	\$ 240.48
12/22/2011 46 Shares Teva Pharm (MS PWM 278-423)	1,923.18	2,401.62	478.44
1/3/2012 341 Shares Hess Corp (MS PWM 272-423)	19,939.21	28,268.93	8,329.72
1/4/2012 1,491 Shares East Japan Ry Co (MS PWM 278-423)	15,773.43	16,858.09	1,084.66
1/4/2012 64 Shares Hess Corp (MS PWM 272-423)	3,752.88	5,305.61	1,552.73
1/4/2012 160 Shares Hess Corp (MS PWM 272-423)	9,382.20	9,474.74	92.54
1/9/2012 360 Shares Amcr Intl Gp Inc (MS PWM 278-423)	8,515.81	10,182.13	1,666.32
1/12/2012 1,229 Shares Old Rep Intl Corp (MS PWM 278-423)	11,368.03	13,404.16	2,036.13
1/13/2012 1,466 Shares Shin-Etsu Chemical Co LTD (MS PWM 278-423)	17,576.71	20,460.48	2,883.77
1/23/2012 1,067 Shares PrivateBanCorp Inc (MS PWM 272-423)	14,382.88	16,415.69	2,032.81
1/24/2012 761 Shares PrivateBanCorp Inc (MS PWM 272-423)	10,369.41	11,707.91	1,338.50

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Schedule E (Continued)
Losses on Sales or Other Disposition
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Description	Proceeds	Carrying Value	Loss
Sale			
2/28/2012 3,038 Shares PMC Sierra Inc (MS PWM 272-423)	\$ 21,345.37	\$ 24,820.46	\$ 3,475.09
2/29/2012 480 Shares PrivateBanCorp Inc (MS PWM 272-423)	7,153.90	7,384.75	230.85
3/1/2012 25,000 Face Target Corp 5.875% DUE: 03/01/12	25,000.00	25,000.00	0.00
3/8/2012 900 Shares Illumina Inc (MS PWM 279-423)	45,241.19	54,609.85	9,368.66
3/8/2012 350 Shares Opentable Inc	15,149.75	34,692.25	19,542.50
3/15/2012 2,603 Shares Daiwa Secs Group Inc (MS PWM 278-423)	10,794.44	14,716.58	3,922.14
3/15/2012 1,038 Shares Sumitomo Mitsui TR Hldgs Inc (MS PWM 278-423)	3,526.02	3,633.00	106.98
3/26/2012 60,893.066 Shares JP Morgan Strategic Inc Opp CI Sel	705,141.70	731,241.06	26,099.36
4/2/2012 3,860 Shares Charles Schwab Corp (MS PWM 279-423)	55,959.86	70,763.16	14,803.30
4/10/2012 1,588 Shares Daiwa Secs Group Inc (MS PWM 278-423)	6,235.94	8,978.08	2,742.14
4/26/2012 7,916 Shares Genworth Financial Inc (MS PWM 272-423)	47,691.88	84,395.15	36,703.27

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<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
4/27/2012 4,042 Shares PMC Sierra Inc (MS PWM 272-423)	\$ 28,886.31	\$ 30,551.52	\$ 1,665.21
4/30/2012 213 Shares Newmont Mining Corp (MS PWM 278-423)	10,098.40	12,540.65	2,442.25
5/1/2012 189 Shares West Japan RY CO (MS PWM 278-423)	7,710.09	7,848.91	138.82
5/7/2012 187 Shares Novagold Res Inc (MS PWM 278-423)	613.05	804.10	191.05
5/15/2012 215 Shares Archer Daniels Midland Co (MS PWM 278-423)	7,041.84	8,028.58	986.74
6/5/2012 211 Shares Newmont Mining Corp (MS PWM 278-423)	10,865.09	12,422.90	1,557.81
6/6/2012 130 Shares Barrick Gold Corp (MS PWM 272-423)	5,233.41	6,438.43	1,205.02
6/18/2012 0 Shares Vivendi Sa Unspn Adr (MS PWM 278-423)	3.06	3.12	0.06
6/25/2012 148 Shares Mattson Technology Inc (MS PWM 272-423)	239.95	365.87	125.92
7/3/2012 111 Shares Cameco Corp (MS PWM 278-423)	2,490.94	4,758.96	2,268.02
7/3/2012 44 Shares Loews Corp (MS PWM 272-423)	1,818.39	1,897.00	78.61

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Losses on Sales or Other Disposition
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Description	Proceeds	Carrying Value	Loss
Sale			
7/5/2012 8 Shares Loews Corp (MS PWM 272-423)	\$ 327.75	\$ 344.91	\$ 17.16
7/12/2012 317 Shares Mattson Technology Inc (MS PWM 272-423)	342.76	460.06	117.30
7/16/2012 725 Shares Mattson Technology Inc (MS PWM 272-423)	724.11	1,052.19	328.08
7/17/2012 366 Shares Mattson Technology Inc (MS PWM 272-423)	365.44	531.18	165.74
7/18/2012 129 Shares Loews Corp (MS PWM 272-423)	5,298.00	5,561.65	263.65
7/19/2012 114 Shares Loews Corp (MS PWM 272-423)	4,678.63	4,914.95	236.32
7/19/2012 196 Shares Mattson Technology Inc (MS PWM 272-423)	198.22	284.45	86.23
8/1/2012 399 Shares Daiwa Secs Group Inc (MS PWM 278-423)	1,449.13	2,255.83	806.70
8/1/2012 1,231 Shares Daiwa Secs Group Inc (MS PWM 278-423)	4,470.89	4,874.76	403.87
8/2/2012 557 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	7,575.03	9,126.89	1,551.86
8/6/2012 266 Shares Best Buy (MS PWM 278-423)	5,388.66	6,347.99	959.33

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From 12/01/2011 to 11/30/2012

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
8/6/2012 179 Shares Best Buy (MS PWM 278-423)	\$ 3,626.18	\$ 4,349.58	\$ 723.40
8/6/2012 136 Shares Best Buy (MS PWM 278-423)	2,755.13	3,304.76	549.63
8/6/2012 195 Shares Best Buy (MS PWM 278-423)	3,950.34	4,714.63	764.29
8/7/2012 433 Shares SK Telecom CO LTD (MS PWM 278-423)	5,980.25	7,387.33	1,407.08
8/7/2012 144 Shares SK Telecom CO LTD (MS PWM 278-423)	1,988.81	2,565.96	577.15
8/8/2012 166 Shares Computer Sciences CP (MS PWM 278-423)	4,972.43	5,433.94	461.51
8/9/2012 2,215 Shares Daiwa Secs Group Inc (MS PWM 278-423)	8,125.09	8,771.39	646.30
8/10/2012 1,084 Shares Mattson Technology Inc (MS PWM 272-423)	914.16	1,573.21	659.05
8/16/2012 382 Shares KT Corp Spons (MS PWM 278-423)	5,727.11	7,547.33	1,820.22
8/16/2012 223 Shares KT Corp Spons (MS PWM 278-423)	3,343.32	4,444.39	1,101.07
8/30/2012 367 Shares Chesapeake Energy Corp (MS PWM 278-423)	7,004.84	8,615.51	1,610.67

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Sale			
8/30/2012 54 Shares Chesapeake Energy Corp (MS PWM 278-423)	\$ 1,030.69	\$ 1,216.01	\$ 185.32
8/31/2012 143 Shares Turkcell Iletisim Hizmet (MS PWM 278-423)	2,010.70	2,343.17	332.47
9/6/2012 55 Shares Newmont Mining Corp (MS PWM 278-423)	2,786.29	3,238.20	451.91
9/7/2012 780 Shares Carrefour SA Paris ADR (MS PWM 278-423)	3,353.92	7,411.20	4,057.28
9/7/2012 821 Shares Carrefour SA Paris ADR (MS PWM 278-423)	3,530.22	4,703.38	1,173.16
9/7/2012 420 Shares Silver Standard Resources Inc (MS PWM 278-423)	6,436.02	8,036.15	1,600.13
9/7/2012 47 Shares Silver Standard Resources Inc (MS PWM 278-423)	720.22	737.39	17.17
9/12/2012 220 Shares Netflix Inc (MS PWM 279-423)	12,707.12	20,356.34	7,649.22
9/12/2012 305 Shares Netflix Inc (MS PWM 279-423)	17,616.67	67,266.33	49,649.66
9/18/2012 857 Shares Aurico Gold Inc (MS PWM 272-423)	5,987.03	8,522.87	2,535.84
9/18/2012 125 Shares KT Corp Spons (MS PWM 278-423)	1,941.08	2,491.25	550.17

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Sale			
9/18/2012 141 Shares KT Corp Spons (MS PWM 278-423)	\$ 2,189.53	\$ 2,424.20	\$ 234.67
9/18/2012 207 Shares Newmont Mining Corp (MS PWM 278-423)	11,752.88	12,187.39	434.51
9/18/2012 2,784 Shares Nokia Corp (MS PWM 278-423)	8,068.12	17,056.78	8,988.66
9/18/2012 154 Shares SK Telecom CO LTD (MS PWM 278-423)	2,193.08	2,744.16	551.08
9/19/2012 885 Shares Aurico Gold Inc (MS PWM 272-423)	6,181.05	8,801.33	2,620.28
9/21/2012 358 Shares Aurico Gold Inc (MS PWM 272-423)	2,668.62	3,560.31	891.69
9/24/2012 317 Shares Aurico Gold Inc (MS PWM 272-423)	2,315.15	3,152.57	837.42
10/10/2012 6,030 Shares Intersil Holdings CP (MS PWM 272-423)	41,942.40	63,290.45	21,348.05
10/11/2012 280 Shares Aurico Gold Inc (MS PWM 272-423)	2,138.31	2,784.60	646.29
10/16/2012 793 Shares Arch Coal Inc (MS PWM 278-423)	6,403.25	11,585.97	5,182.72
10/16/2012 294 Shares Aurico Gold Inc (MS PWM 272-423)	2,259.77	2,923.83	664.06

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

Description	Proceeds	Carrying Value	Loss
Sale			
10/17/2012 1,040 Shares Aurico Gold Inc (MS PWM 272-423)	\$ 8,358.08	\$ 10,342.80	\$ 1,984.72
10/23/2012 5,000 Face US Treasury Note 1.0% DUE: 03/31/17	5,071.08	5,091.19	20.11
10/24/2012 139 Shares Best Buy Co (MS PWM 272-423)	2,345.64	3,022.43	676.79
10/24/2012 256 Shares Best Buy Co (MS PWM 272-423)	4,320.03	5,653.04	1,333.01
10/24/2012 174 Shares Best Buy Co (MS PWM 272-423)	2,936.27	3,796.05	859.78
11/1/2012 215 Shares Aurico Gold Inc (MS PWM 272-423)	1,812.66	2,138.18	325.52
11/1/2012 9 Shares Carrefour SA Paris ADR (MS PWM 278-423)	43.96	51.56	7.60
11/1/2012 713 Shares NII Holdings Inc (MS PWM 278-423)	5,736.31	23,973.89	18,237.58
11/6/2012 80 Shares Aurico Gold Inc (MS PWM 272-423)	665.62	795.60	129.98
11/8/2012 389 Shares Aurico Gold Inc (MS PWM 272-423)	3,290.08	3,868.61	578.53
11/15/2012 29,873.04 Shares Templeton Global BD FD (MS PWM 891007-212)	400,000.00	404,182.23	4,182.23

Flora L. Thornton Foundation
Schedule E (Continued)
Losses on Sales or Other Disposition
From 12/01/2011 to 11/30/2012

<u>Description</u>	<u>Proceeds</u>	<u>Carrying Value</u>	<u>Loss</u>
Sale			
11/20/2012 3,247 Shares Hewlett Packard (MS PWN 272-423)	\$ 38,506.93	\$ 75,566.41	\$ 37,059.48
11/21/2012 686 Shares Aurico Gold Inc (MS PWM 272-423)	5,598.45	6,822.27	1,223.82
11/27/2012 713 Shares Allianz SE ADR (MS PWM 278-423)	9,141.38	10,416.93	1,275.55
Total Sale	<u>\$ 2,029,836.82</u>	<u>\$ 2,393,974.20</u>	<u>\$ 364,137.38</u>
Total Schedule E	<u>\$ 2,075,348.49</u>	<u>\$ 2,439,496.62</u>	<u>\$ 364,148.13</u>

- 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 FLORA L. THORNTON FOUNDATION	Employer identification number (EIN) or
File by the due date for filing your return. See instructions	C/O EDWARD A. LANDRY, CO-TRUSTEE	<input checked="" type="checkbox"/> 95-3855595
	Number, street, and room or suite no. If a P O box, see instructions C/O STEVE COLDWELL, CPA - 3239 N. VERDUGO ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GLENDALE, CA 91208	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (sec. 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.

EDWARD A. LANDRY, CO-TRUSTEE

- The books are in the care of **ONE WILSHIRE BLVD., SUITE 2000, LOS ANGELES, CA - 90017**
Telephone No. **213-629-7600** 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 OCTOBER 15, 2013

5 For calendar year _____, or other tax year beginning DEC 1, 2011, and ending NOV 30, 2012

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 NEEDED TO OBTAIN INFORMATION NECESSARY TO DETERMINE THE CORRECT BASIS OF ASSETS DISPOSED OF DURING THE YEAR SO THAT A COMPLETE AND ACCURATE RETURN MAY BE FILED.

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	\$ 72,144.
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	\$ 90,000.
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 Date