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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

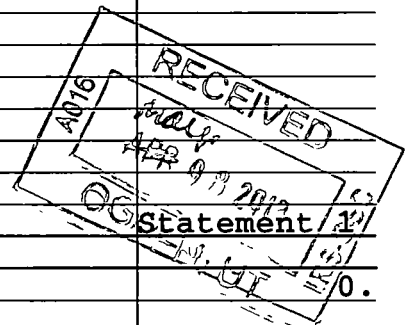
Name of foundation <b>FLINT FAMILY FOUNDATION</b>		A Employer identification number <b>30-0582777</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 490</b>	Room/suite	B Telephone number <b>918-587-8451</b>
City or town, state, and ZIP code <b>TULSA, OK 74101</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 29,997,859.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		13,162,449.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		281,948.	281,948.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,400,512.			
b Gross sales price for all assets on line 6a	28,467,496.				
7 Capital gain net income (from Part IV, line 2)			6,400,512.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		36,170.	30,484.		
12 Total Add lines 1 through 11		19,881,079.	6,712,944.		
13 Compensation of officers, directors, trustees, etc		0.	0.		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		314.	314.		0.
b Accounting fees					
c Other professional fees Stmt 3		93,673.	93,673.		0.
17 Interest		178.	178.		0.
18 Taxes Stmt 4		8,919.	3,897.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		650.	650.		0.
22 Printing and publications		387.	387.		0.
23 Other expenses Stmt 5		13,431.	13,259.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		117,552.	112,358.		0.
25 Contributions, gifts, grants paid		1,000,500.			1,000,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,118,052.	112,358.		1,000,500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		18,763,027.			
b Net investment income (if negative, enter -0-)			6,600,586.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 09 2013

Revenue

Operating and Administrative Expenses



2

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	16,296.	18,728.	18,728.
	2	Savings and temporary cash investments	1,756,065.	1,217,339.	1,217,339.
	3	Accounts receivable ▶ 21,020.			
		Less: allowance for doubtful accounts ▶	852.	21,020.	21,020.
	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 6	0.	2,950,347.	2,943,100.
	b	Investments - corporate stock Stmt 7	7,722,017.	16,904,555.	17,228,530.
	c	Investments - corporate bonds Stmt 8	131,577.	4,660,094.	4,650,407.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 9	1,131,197.	3,748,948.	3,869,935.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ ARTWORK)	0.	0.	48,800.
	16	Total assets (to be completed by all filers)	10,758,004.	29,521,031.	29,997,859.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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.	
		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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	10,758,004.	29,521,031.	
	30	Total net assets or fund balances	10,758,004.	29,521,031.	
	31	Total liabilities and net assets/fund balances	10,758,004.	29,521,031.	

## 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	10,758,004.
2	Enter amount from Part I, line 27a	2	18,763,027.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,521,031.
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	29,521,031.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 28,467,496.		22,066,984.	6,400,512.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			6,400,512.

<b>2</b> 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 }	<b>2</b>	6,400,512.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	150,300.	4,588,899.	.032753
2010	150,000.	4,142,929.	.036206
2009	153,500.	3,268,319.	.046966
2008	326,951.	2,630,454.	.124295
2007	287,628.	2,875,545.	.100026

<b>2</b> Total of line 1, column (d)	<b>2</b>	.340246
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.068049
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	24,524,556.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	1,668,872.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	66,006.
<b>7</b> Add lines 5 and 6	<b>7</b>	1,734,878.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,000,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	132,012.
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	132,012.
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	132,012.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,700.	
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	2,700.	
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	129,312.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses Stmt 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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ EVELYN FIFER Telephone no. ▶ 918-587-8451			
Located at ▶ 1625 WEST 21 STREET, TULSA, OK		ZIP+4 ▶ 74107		
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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				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	
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	
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 2012 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 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(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
ROBIN F. BALLENGER	TRUSTEE			
1625 WEST 21 STREET				
TULSA, OK 74107	0.00	0.	0.	0.
CHARLES W. FLINT, III	TRUSTEE			
1625 WEST 21 STREET				
TULSA, OK 74107	0.00	0.	0.	0.
SUSAN F. SEAY	TRUSTEE			
1625 WEST 21 STREET				
TULSA, OK 74107	0.00	0.	0.	0.
KELLEY F. BALLENGER	TRUSTEE			
1625 WEST 21 STREET				
TULSA, OK 74107	0.00	0.	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	
All other program-related investments. See instructions.	
3	
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	15,684,717.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	9,213,309.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	24,898,026.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	24,898,026.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	373,470.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	24,524,556.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,226,228.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,226,228.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	132,012.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	132,012.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,094,216.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,094,216.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,094,216.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,000,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,000,500.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,000,500.

**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.

Form 990-PF (2012)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,094,216.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008	189,522.			
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	189,522.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,000,500.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				1,000,500.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	93,716.			93,716.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	95,806.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	95,806.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	95,806.			
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

**N/A**

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

30-05821

**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
<b>a Paid during the year</b>				
SEE ATTACHMENT			GENERAL FUNDING	1,000,500.
<b>Total</b>			<b>▶ 3a</b>	1,000,500.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>▶ 3b</b>	0.



## Part XVII

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


- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |          |

[illegible]

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

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

and believe it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign Here**  **30 April 13** **President**

Signature of officer or trustee Date Title

☐ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

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

OMB No 1545-0047

**2012**

Name of the organization

Employer identification number

**FLINT FAMILY FOUNDATION****30-0582777**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

**Special Rules**

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization <b>FLINT FAMILY FOUNDATION</b>	Employer identification number <b>30-0582777</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>FLINT RESOURCES COMPANY, LLC</u> <u>1625 WEST 21 STREET</u> <u>TULSA, OK 74107</u>	\$ <u>13,162,449.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Employer identification number

30-0582777

[illegible]



Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
ROYALTY	9,725.	9,725.		
PARTNERSHIP OTHER	20,738.	20,738.		
OTHER	21.	21.		
K-1 CAPITAL	3,415.	0.		
NON-DIVIDENDS	2,271.	0.		
Total to Form 990-PF, Part I, line 11	36,170.	30,484.		

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	314.	314.		0.
To Fm 990-PF, Pg 1, ln 16a	314.	314.		0.

Form 990-PF	Other Professional Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PROFESSIONAL	93,673.	93,673.		0.
To Form 990-PF, Pg 1, ln 16c	93,673.	93,673.		0.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ROYALTY PRODUCTION	700.	700.			0.
FOREIGN WITHHOLDING	3,197.	3,197.			0.
FEDERAL INCOME	5,022.	0.			0.
To Form 990-PF, Pg 1, ln 18	8,919.	3,897.			0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PARTNERSHIP OTHER	10,925.	10,925.			0.
BOND PREMIUM	2,147.	2,147.			0.
BANK FEES	15.	15.			0.
MEETING MEALS	344.	172.			0.
To Form 990-PF, Pg 1, ln 23	13,431.	13,259.			0.

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
ARVEST	X		2,950,347.	2,943,100.	
Total U.S. Government Obligations			2,950,347.	2,943,100.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			2,950,347.	2,943,100.	

Form 990-PF	Corporate Stock	Statement	7
Description	Book Value	Fair Market Value	
F&M BANCORPORATION	7,818.	95,480.	
SB- 30386	0.	0.	
SB- 30387	0.	0.	
SB- 30389	0.	0.	
SB- 30389	0.	0.	
SB- 30390	0.	0.	
SB- 30731	0.	0.	
SB- 30385	0.	0.	
ARVEST	7,756,660.	8,069,913.	
SB- 117794	1,500,000.	1,468,226.	
SB- 011805	2,987,557.	2,944,106.	
SB- 011806	4,652,520.	4,650,805.	
Total to Form 990-PF, Part II, line 10b	16,904,555.	17,228,530.	

Form 990-PF	Corporate Bonds	Statement	8
Description	Book Value	Fair Market Value	
SB- 30388	0.	0.	
ARVEST	2,571,143.	2,578,819.	
SB- 011805	1,457,270.	1,433,427.	
SB- 011806	631,681.	638,161.	
Total to Form 990-PF, Part II, line 10c	4,660,094.	4,650,407.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
ORION L.P.	COST	1,649,773.	1,634,622.
SB- 30385	COST	0.	0.
BRISTOL L.P.	COST	0.	0.
ARVEST	COST	249,199.	247,605.
ARVEST	COST	249,976.	251,942.
SB- 117794	COST	1,600,000.	1,735,766.
Total to Form 990-PF, Part II, line 13		3,748,948.	3,869,935.

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Form 990-PF	List of Substantial Contributors Part VII-A, Line 10	Statement 10
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Name of ContributorAddress

FLINT RESOURCES COMPANY, LLC

1625 WEST 21 STREET  
TULSA, OK 74107

Flint Family Foundation  
2012 Contribution List

Nonprofit Agency	Restriction	\$ Amount
<b>12 &amp; 12, Inc.</b> 6333 East Skelly Drive Tulsa, OK 74135	Extended Care Unit	10,000
<b>A New Leaf</b> 2306 S. 1 <sup>st</sup> Place Broken Arrow, OK 74012	Employment Training	10,000
<b>All Souls Unitarian Church</b> 2952 South Peoria Tulsa, OK 74114	Partners in Education – Jackson SOARS Camp	20,000
<b>Big Brothers Big Sisters of Oklahoma, Inc.</b> 5840 S. Memorial Drive, #105 Tulsa, OK 74145	Amachi: Mentoring Children of Promise	10,000
<b>Center for Employment Opportunities</b> 111 West 5 <sup>th</sup> Street, Suite 401 Tulsa, OK 74103	Operations	20,000
<b>Cherokee Nation Education Corporation</b> 306 West Choctaw Tahlequah, OK 74464	Early Edge & ACT College Readiness Initiative	20,000
<b>Child Abuse Network, Inc.</b> 2829 South Sheridan Road Tulsa, OK 74129	Operations	20,000
<b>Clarehouse, Inc.</b> 7617 S. Mingo Rd. Tulsa, OK 74133	End-of-Life Care	20,000
<b>Community Action Project of Tulsa County</b> 4606 South Garnett, Suite 100 Tulsa, OK 74146	Comprehensive Health Program	5,000
<b>Community Food Bank of Eastern Oklahoma, INC</b> 1304 N. Kenosha Ave. Tulsa, OK 74106	Operations - Food Distribution	90,000
<b>Community Service Council of Greater Tulsa, Inc.</b> PO Box 52847 Tulsa, OK 74152	Operations - 2-1-1 Helpline	45,000
<b>Domestic Violence Intervention Services, Inc.</b> 4300 South Harvard Avenue Tulsa, OK 74135	Comprehensive Therapeutic Children's Program	5,000
<b>Eastern Oklahoma Donated Dental Services, Inc.</b> 3741 S. Peoria Ave. Tulsa, OK 74105	Operations	15,000
<b>Eugene Field Elementary School Alumni Foundation</b> 2249 S. Phoenix Tulsa, OK 74107	"I Can Read" tutoring program	20,000

Flint Family Foundation  
2012 Contribution List

Nonprofit Agency	Restriction	\$ Amount
<b>Family Safety Center, Inc.</b> 3010 S. Harvard, Suite 200 Tulsa, OK 74114	Operations	20,000
<b>Goodwill Industries of Tulsa, Inc.</b> 2800 Southwest Blvd. Tulsa, OK 74107-3817	TulsaWorks & ASD Pilot Program	20,000
<b>Health Outreach Prevention Education, Inc.</b> 3540 East 31 <sup>st</sup> Street, Suite 3 Tulsa, OK 74135	Empowered 4 Life – Making Thoughtful Choices	20,000
<b>Indian Health Care Resource Center of Tulsa, Inc.</b> 550 South Peoria Ave. Tulsa, OK 74120-3820	Enhancement of Psychotropic Medical Management	90,000
<b>KIPP Tulsa Academy College Preparatory, Inc.</b> 1661 East Virgin Street Tulsa, OK 74106	Operations	20,000
<b>LIFE Senior Services, Inc.</b> 5950 E. 31 <sup>st</sup> Street Tulsa, OK 74135	Programs of All-Inclusive Care for the Elderly	20,000
<b>Mental Health Association, Inc.</b> 1870 S. Boulder Tulsa, OK 74119	Operations	20,000
<b>Palmer Continuum of Care, Inc.</b> PO Box 580700 Tulsa, OK 74158-0700	Operations	20,000
<b>Philbrook Museum of Art, Inc.</b> 2727 S. Rockford Road Tulsa, OK 74114	Education Operating Fund	20,000
<b>Planned Parenthood of Arkansas and Eastern Oklahoma, Inc.</b> 5780 S. Peoria Tulsa, OK 74105	Family Planning/Contraception Services for Low-Income Women in Tulsa, OK	90,000
<b>Saint Simeon's Episcopal Home Foundation</b> 3701 Martin Luther King, Jr. Boulevard Tulsa, OK 74106-1559	Resident Impact Grant	20,000
<b>San Miguel School of Tulsa, Inc.</b> 2444 East Admiral Blvd. Tulsa, OK 74110	Creating A Culture of Literacy	10,000
<b>Spay Oklahoma Inc.</b> 501 E. 36 <sup>th</sup> St. North Tulsa, OK 74106	Operations – Momma Dog & Cat Specials	10,000



Flint Family Foundation  
2012 Contribution List

Nonprofit Agency	Restriction	\$ Amount
<b>Street School Inc.</b> 1135 S. Yale Tulsa, OK 74112	Operations	5,000
<b>Teach for America</b> 1202 West Easton Street Tulsa, OK 74127	Operations	20,000
<b>The Center for Individuals with Physical Challenges</b> 815 South Utica Avenue Tulsa, OK 74104	Operations	20,000
<b>Town &amp; Country School, Inc.</b> 8906 E. 34 <sup>th</sup> St. Tulsa, OK 74145	Financial Aid	20,000
<b>Transitional Living Centers of Oklahoma, Inc.</b> 601 S. Elgin Avenue Tulsa, OK 74120	Operations	10,000
<b>Tulsa Advocates for the Protection of Children</b> PO Box 14044 Tulsa, OK 74159-1044	CARE Program	10,000
<b>Tulsa Children's Museum</b> P.O. Box 701620 Tulsa, OK 74170-1620	Accessible Discovery Program	20,000
<b>Tulsa Community Foundation</b> 7030 S. Yale Ave. #600 Tulsa, OK 74136	<b>Tulsa County Child Protection Designated Fund – Operations</b> Lynn Sossamon 102 East 22 <sup>nd</sup> Court Owasso, OK 74055-4418	10,000
<b>Tulsa Community Foundation</b> 7030 S. Yale Ave. #600 Tulsa, OK 74136	Funders Roundtable	350
<b>Tulsa Day Center for the Homeless, Inc.</b> 415 W. Archer Tulsa, OK 74103	Case Management and Eviction Prevention	20,000
<b>Tulsa Girls Art School Project, Inc.</b> 2202 E. Admiral Blvd. Tulsa, OK 74110	Operations	10,000
<b>Tulsa Library Trust</b> 400 Civic Center Tulsa, OK 74103	Library Services for Children	20,000
<b>Tulsa Metropolitan Ministry</b> 221 S. Nogales Ave. Tulsa, OK 74127	Tulsa Metro Mechanic	10,000

Flint Family Foundation  
2012 Contribution List

Nonprofit Agency	Restriction	\$ Amount
<b>Tulsa Spotlighters, Inc.</b> 1381 Riverside Drive Tulsa, OK 74127-9167	Operations	5,000
<b>University of Oklahoma Foundation</b> 100 Timberdell Road Norman, OK 73019	Helping Families Help Themselves: <u>EduCareers</u>	10,000
<b>Up With Trees</b> 1102 S. Boston Ave. Tulsa, OK 74119	Operations	500
<b>Youth At Heart, Inc.</b> PO Box 35798 Tulsa, OK 74153-0798	Operations	20,000
<b>Youth Services of Tulsa, Inc.</b> 311 S. Madison Ave. Tulsa, OK 74120-3208	Transitional Living Program	90,000
<b>Zoi's Animal Rescue</b> P.O. Box 2905 Claremore, OK 74018	Operations	10,000
	<b>Total</b>	<b>1,000,850</b>

Ref: 00000379 00010628

## 2012 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30387-13 643

## Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	50	BMW UNSPONSORED ADR CGMI AND/OR ITS AFFILIATES	02/08/11	02/08/12	\$ 1,527.81	\$ 1,387.30		\$ 140.51
125000080	249	JULIUS BAER GROUP LTD	07/05/11	02/28/12	1,978.42	2,118.64	(140.22)	
	53	TRADE AS OF 02/28/12	08/31/11		500.56	515.17	(14.61)	
125000120	35	RYANAIR HLDGS PLC SPON ADR CGMI AND/OR ITS AFFILIATES	06/29/11	04/27/12	1,180.30	1,023.63		156.67
125000130	16	SIEMENS A G SPONS ADR	05/17/11	04/18/12	1,498.97	2,107.27	(608.30)	
<b>Total</b>					<b>\$ 6,686.06</b>	<b>\$ 7,152.01</b>	<b>(\$ 763.13)</b>	<b>\$ 297.18</b>

## Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	91	ASSA ABLOY AB-SEK	02/08/10	02/14/12	\$ 1,332.97	\$ 807.05		\$ 525.92
125000030	19	BHP BILLITON LTD SPONS	05/11/09	02/24/12	1,482.16	1,021.83		460.33
	7	ADR	06/02/09		546.06	420.82		125.24
125000040	45	DAITO TRUST CONSTRUCTION ADR	06/23/10	02/03/12	1,043.70	611.37		432.33
125000050	19	FANUC CORP	05/07/09	04/10/12	540.02	260.26		279.76
	53	CGMI AND/OR ITS AFFILIATES	06/03/09		1,506.37	730.50		775.87
125000060	34	FANUC CORP	06/03/09	04/27/12	962.84	468.62		494.22
	8	CGMI AND/OR ITS AFFILIATES	06/03/10		226.55	140.28		86.27
125000070	9	HONDA MOTOR CO LTD ADR-NEW	06/14/10	01/19/12	302.07	264.69		37.38
	38		08/19/10		1,275.41	1,259.24		16.17
	19		09/16/10		637.71	661.25	(23.54)	
125000090	42	LVMH MOET HENNESSY LOUIS VUITTON, PARIS-EUR ADR	04/27/09	01/30/12	1,336.20	625.15		711.05





Morgan Stanley

Ref: 00000379 00010629

## 2012 Year End Summary

FLINT FAMILY FOUNDATION  
Account Number 644-30387-13 643

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	82	MITSUBISHI EST CO LTD ADR CGMI AND/OR ITS AFFILIATES	05/07/09	01/30/12	\$ 1,320.42	\$ 1,176.25		\$ 144.17
125000110	58	MITSUBISHI EST CO LTD ADR	05/07/09	02/24/12	1,045.36	831.98		213.38
60		CGMI AND/OR ITS AFFILIATES	09/09/09		1,081.40	1,068.22		13.18
125000130	12	SIEMENS A G SPONS ADR	02/28/11	04/18/12	1,124.23	1,616.68	(492.45)	
125000140	36	TECHNIP ADR	09/23/10	01/18/12	814.87	695.22		119.65
3			10/29/10		67.91	62.67		5.24
125000150	561	XSTRATA PLC ADR	03/10/10	02/24/12	2,131.48	2,055.28		76.20
125000160	179	YAHOO JAPAN CORP UNSPN ADR	01/26/10	04/11/12	1,840.16	2,117.69	(277.53)	
Total					\$ 20,517.89	\$ 16,895.05	(\$ 793.52)	\$ 4,516.36

### Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

#### Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	05/04/12	MORGAN STANLEY LIQUID ASSET FUND INC TRANSFER TO MSSB		\$ 8,622.10
220000300	02/01/12	SIEMENS A G SPONS ADR ADR FEE OF .02000 PER SHR RECORD 01/24/12 PAY 02/01/12		.56
220000500	03/02/12	HONDA MOTOR CO LTD ADR-NEW ADR FEE OF .00350 PER SHR RECORD 12/29/11 PAY 03/02/12		.49
220000700	04/05/12	NOVARTIS AG ADR ADR FEE OF .00350 PER SHR RECORD 02/29/12 PAY 04/05/12		.56
220000900	04/20/12	CONSULTING & ADVISORY SERVICES FROM 04/01/12 TO 06/30/12		827.21
220000400	02/03/12	VODAFONE GROUP PLC SPONS ADR NEW ADR FEE OF .01000 PER SHR RECORD 11/18/11 PAY 02/03/12		1.10
220000600	04/03/12	TELSTRA LTD SPONS ADR ADR FEE OF .02000 PER SHR RECORD 02/23/12 PAY 04/03/12		9.66
220000800	04/09/12	CANON INC ADR ADR FEE OF .00350 PER SHR RECORD 12/29/11 PAY 04/06/12		.39
220001000	04/24/12	SWEDBANK AB ADR ADR FEE OF .00350 PER SHR RECORD 03/30/12 PAY 04/24/12		93





Morgan Stanley

Ref: 00000379 00010636

## 2012 Year End Summary

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FLINT FAMILY FOUNDATION

Account Number 644-30388-12 643

### Details of Earnings 2012 - continued

#### Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax. "Total dividends" includes both Qualified and non-qualified dividends received. "Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec 1250 gain and Section 1202 gain.

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	616980108000 MORGAN STANLEY LIQUID ASSET FUND INC	\$ .04						

Totals

\$ .04

### Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	5,000	HEWLETT-PACKARD CO GLOBAL BDS BOOK/ENTRY DD 2/27/2007 DUE 03/01/2012 RATE 5.250	08/02/07	03/01/12	\$ 5,000.00	\$ 4,961.40 \$ 4,961.40	\$ 38.60 \$ 38.60	\$ 0.00 \$ 38.60
125000020	1,000	U S TREASURY NOTE SER B-2012 DTD 02/15/2002 DUE 02/15/2012 RATE 4.875	12/18/06	02/15/12	1,000.00	1,016.09 1,000.00	(16.09) 0.00	0.00 0.00
125000030	10,000	U S TREASURY NOTES SER AK-2012 DTD 04/30/2010 DUE 04/30/2012 RATE 1.000	05/20/10	04/30/12	10,000.00	10,060.16 10,000.00	(60.16) 0.00	0.00 0.00
Total					\$ 16,000.00	\$ 16,037.65 \$ 15,961.40	(\$ 37.65) \$ 38.60	\$ 0.00 \$ 38.60

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Ref: 00000379 00010643

## 2012 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 643

## Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000180	109 83	SWIRE PACIFIC LTD SP ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	01/19/11 01/27/11	01/06/12	\$ 1,061.01 807.92	\$ 1,787.60 1,340.20	(\$ 726.59) (532.28)	
125000190	50 211 40	SWIRE PACIFIC LTD SP ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	01/27/11 02/08/11 03/16/11	01/26/12	515.26 2,174.38 412.20	807.35 3,210.39 562.80	(292.09) (1,036.01) (150.60)	
125000200	538	SWIRE PACIFIC LTD SP ADR SALE OF RTS ON 538 0000 SHS	02/06/12	02/06/12	836.45	.01		836.44
125000210	163 142 233	SWIRE PACIFIC LTD SP ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	03/16/11 05/09/11 05/24/11	02/15/12	1,812.20 1,578.73 2,590.44	2,293.41 2,194.35 3,486.61	(481.21) (615.62) (896.17)	
<b>Total</b>					<b>\$ 11,788.59</b>	<b>\$ 15,682.72</b>	<b>(\$ 4,730.57)</b>	<b>\$ 836.44</b>

## Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	13	CNOOC LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	01/25/12	\$ 2,605.95	\$ 664.82		\$ 1,941.13
125000020	13	CNOOC LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	02/07/12	2,826.32	664.82		2,161.50





Morgan Stanley

Ref. 00000379 00010644

## 2012 Year End Summary

FLINT FAMILY FOUNDATION  
Account Number 644-30389-11 643

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	17	CNOOC LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	02/21/12	\$ 3,774.87	\$ 869.38		\$ 2,905.49
125000040	46	FOREST CITY ENTERPRISES INC	04/22/10	01/11/12	528.90	712.81	(183.91)	
	141	CLASS A	05/12/10		1,621.20	2,185.50	(564.30)	
	26	MorganStanley SmithBarney LLC acted as your agent	07/16/10		298.95	310.26	(11.31)	
125000050	137	FOREST CITY ENTERPRISES INC	07/16/10	02/08/12	2,058.97	1,634.82		424.15
	149	CLASS A MorganStanley SmithBarney LLC acted as your agent	08/25/10		2,239.32	1,651.95		587.37
125000060	41	FRANCO-NEVADA CORP	09/21/10	01/13/12	1,636.52	1,279.93		356.59
	6	MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/15/10		239.49	200.74		38.75
125000070	61	FRANCO-NEVADA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/15/10	02/09/12	2,653.01	2,040.88		612.13
125000080	8	FRANCO-NEVADA CORP	10/15/10	03/09/12	348.39	267.66		80.73
	42	MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/27/10		1,829.06	1,412.21		416.85
125000090	8	GRUPO TELEVISA SA DE CV	10/23/09	01/25/12	167.27	162.96		4.31
	109	SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/02/09		2,279.08	2,157.25		121.83
125000100	136	GRUPO TELEVISA SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/02/09	03/08/12	2,801.34	2,691.62		109.72
125000110	127	GRUPO TELEVISA SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/02/09	04/10/12	2,613.51	2,513.49		100.02

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2 0 1 2 Y E A R E N D S U M M A R Y

## 2012 Year End Summary

Ref: 00000379 00010645

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 643

## Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	192	GRUPO TELEVISA SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	11/02/09	04/25/12	\$ 3,858.15	\$ 3,799.93		\$ 58.22
125000130	49	IMPERIAL OIL LTD NEW MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/25/08	02/29/12	2,342.40	2,410.47	(68.07)	
125000140	48	LIBERTY MEDIA CORP LIBERTY CAP CL A MorganStanley SmithBarney LLC acted as principal	06/09/10	03/01/12	4,300.07	1,902.94		2,397.13
125000150	94 65 3	MARKET VECTORS ETF TR GAMING ETF MorganStanley SmithBarney LLC acted as your agent	03/13/09 04/29/09 05/08/09	02/22/12	3,189.39 2,205.43 101.79	1,413.11 R 1,256.65 R 66.55 R		1,776.28 948.78 35.24
125000160	72	MARKET VECTORS ETF TR GAMING ETF MorganStanley SmithBarney LLC acted as your agent	05/08/09	04/26/12	2,623.68	1,597.18 R		1,026.50
125000170	4	MASTERCARD INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	07/23/08	05/01/12	1,849.82	1,084.53		765.29
<b>Total</b>					<b>\$ 50,992.88</b>	<b>\$ 34,952.46</b>	<b>(\$ 827.59)</b>	<b>\$ 16,868.01</b>

R The basis for this tax lot has been adjusted due to a reclassification of income



2 0 1 2 Y E A R E N D S U M M A R Y



Ref: 00000379 00010650

## 2012 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30390-18 643

### Details of Earnings 2012 - continued

#### Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160000900	867224107001 *** SUNCOR ENERGY INC NEW THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		\$ 21.38				
<b>Totals</b>			\$ 21.38				

### Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	195	INVESCO LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/15/11	01/31/12	\$ 4,365.26	\$ 3,555.73		\$ 809.53
125000020	3	APPLE INC MorganStanley SmithBarney LLC acted as principal in this transaction	02/23/11	02/16/12	1,473.46	1,022.99		450.47
<b>Total</b>					\$ 5,838.72	\$ 4,578.72		\$ 1,260.00





Morgan Stanley

Ref: 00000379 00010651

## 2012 Year End Summary

FLINT FAMILY FOUNDATION

Account Number 644-30390-18 643

### Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1,091	INVECO LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/14/10	01/31/12	\$ 24,423.09	\$ 20,892.43		\$ 3,530.66
125000020	47	APPLE INC MorganStanley SmithBarney LLC acted as principal in this transaction.	07/19/10	02/16/12	23,084.20	11,413.09		11,671.11
125000030	27	APPLE INC MorganStanley SmithBarney LLC acted as principal in this transaction.	02/23/11	04/03/12	17,023.32	9,206.88		7,816.44
125000040	184	C.H. ROBINSON WORLDWIDE INC MorganStanley SmithBarney LLC acted as principal	10/27/09	05/04/12	11,179.56	10,992.16		187.40 <sup>b</sup>
125000050	26	MASTERCARD INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/06/09	02/06/12	10,081.68	4,529.10		5,552.58
125000060	234	TERADATA CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/06/10	02/15/12	14,476.68	9,777.39		4,699.29
<b>Total</b>					<b>\$ 100,268.53</b>	<b>\$ 66,811.05</b>		<b>\$ 33,457.48</b>

<sup>b</sup> Based on information supplied by your Financial Advisor.



**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	ARVEST			
b	ARVEST			
c	SB 011806			
d	SB 117794	D		
e	SB 117794	D		
f	SB 117794			
g	SB 117795			
h	SB 117795			
i	SB 117796			
j	SB 117796			
k	SB 117797			
l	SB 117797			
m	SB 117798			
n	SB 117798			
o	SB 117799			

(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 291,964.		301,791.	<9,827.>
b 216,922.		214,367.	2,555.
c 256,844.		264,503.	<7,659.>
d 12,354,220.		6,209,000.	6,145,220.
e 12,876,062.		13,162,449.	<286,387.>
f 462.		6,328.	<5,866.>
g 1,924.		1,636.	288.
h 386,613.		209,438.	177,175.
i 76,023.		73,193.	2,830.
j 224,663.		191,028.	33,635.
k 37,557.		37,057.	500.
l 113,070.		106,746.	6,324.
m 147,464.		126,178.	21,286.
n 461,951.		351,650.	110,301.
o 128,750.		118,543.	10,207.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<9,827.>
b			2,555.
c			<7,659.>
d			6,145,220.
e			<286,387.>
f			<5,866.>
g			288.
h			177,175.
i			2,830.
j			33,635.
k			500.
l			6,324.
m			21,286.
n			110,301.
o			10,207.

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 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

## FLINT FAMILY FOUNDATION

**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	SB 117799			
b	SB 118093			
c	SB 30387			
d	SB 30387			
e	SB 30388			
f	SB 30389			
g	SB 30389			
h	SB 30390			
i	SB 30390			
j	Capital Gains Dividends			
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	452,389.	342,063.	110,326.
b	200,348.	188,903.	11,445.
c	6,686.	7,152.	<466.>
d	20,618.	16,895.	3,723.
e	16,000.	16,038.	<38.>
f	11,789.	15,683.	<3,894.>
g	50,993.	34,953.	16,040.
h	5,839.	4,579.	1,260.
i	100,268.	66,811.	33,457.
j	28,077.		28,077.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			110,326.
b			11,445.
c			<466.>
d			3,723.
e			<38.>
f			<3,894.>
g			16,040.
h			1,260.
i			33,457.
j			28,077.
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	6,400,512.
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