Form **990-PF** | Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: FLOWERS FAMILY FOUNDATION

A Employer identification number: 30-6036225

Number and street (or P O box number if mail is not delivered to street address): 151 ROSE LAKE ROAD

Room/suite:

B Telephone number (see instructions): 803-359-3399

City or town, state, and ZIP code: LEXINGTON, SC 29072-7999

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☑ 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)* ▶ $ 672,928.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	1.	1.		Statement 1
	4	Dividends and interest from securities	15,195.	15,195.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	12,655.			
	b	Gross sales price for all assets on line 6a 148,573.				
	7	Capital gain net income (from Part IV, line 2)		12,655.		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	69.	69.		Statement 3
	12	**Total.** Add lines 1 through 11	27,920.	27,920.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,171.	4,171.		Statement 4
	c	Other professional fees (attach schedule)	3,885.	3,885.		Statement 5
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,187.	2,197.		Statement 6
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10.	10.		Statement 7
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,253.	10,253.		
	25	Contributions, gifts, grants paid	33,500.			
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,753.	10,253.		
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-15,833.			
	b	**Net investment income** (if negative, enter -0-)		17,667.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	8,899.	5,399.	5,399.
	2 Savings and temporary cash investments	22,733.	20,461.	20,461.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) Schedule A	675,662.	665,601.	647,068.
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	707,294.	691,461.	672,928.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	819,869.	819,869.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-112,575.	-128,408.	
	30 **Total net assets or fund balances** (see instructions)	707,294.	691,461.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	707,294.	691,461.	

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	707,294.
2	Enter amount from Part I, line 27a	2	-15,833.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	691,461.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	691,461.

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	SHORT-TERM GAIN ON SECURITITES SCHEDULE B, PAGES 1-5			
b	LONG-TERM GAIN ON SECURITIES SCHEDULE B, PAGES 5-6			
c	LONG-TERM CAPITAL GAIN DIVIDENDS SCHEDULE B , PAGE 7			
d	CLASS ACTION PROCEEDS SCHEDULE B, PAGE 8			
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	113,184.		111,318.	1,866.
b	30,474.		23,553.	6,921.
c	3,838.			3,838.
d	30.			30.
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 12,655.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . **3** 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2011	52,200.	703,983.	0.074150
2010	62,990.	691,075.	0.091148
2009	54,090.	642,484.	0.084189
2008	83,762.	854,363.	0.098040
2007	78,792.	1,047,015.	0.075254

2	**Total** of line 1, column (d) . . .	2	0.422781
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.084556
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	639,174.
5	Multiply line 4 by line 3 . . .	5	54,046.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	177.
7	Add lines 5 and 6 . . .	7	54,223.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	33,500.

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 ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	353.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	353.
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	353.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 988.		
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	988.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	635.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 400. **Refunded** ▶	11	235.

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ JOANNE FLOWERS DUNCAN Telephone no. ▶ 803-359-3399
Located at ▶ 151 ROSE LAKE ROAD, LEXINGTON, SC ZIP+4 ▶ 29072-7999

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 |

		Line	Yes	No
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		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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		✓
	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?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 9		0	0	0

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	637,944.
b	Average of monthly cash balances	1b	10,964.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	648,908.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	648,908.
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	9,734.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	639,174.
6	**Minimum investment return.** Enter 5% of line 5	6	31,959.

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

1	Minimum investment return from Part X, line 6			1	31,959.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	353.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	353.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	31,606.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	31,606.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	31,606.

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	33,500.
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	33,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,500.

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.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				31,606.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . . 30,561.				
b	From 2008 . . . . 41,336.				
c	From 2009 . . . . 22,031.				
d	From 2010 . . . . 28,656.				
e	From 2011 . . . . 17,989.				
f	**Total** of lines 3a through e	140,573.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 33,500.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				31,606.
e	Remaining amount distributed out of corpus	1,894.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	142,467			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	30,561.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	111,906.			
10	Analysis of line 9:				
a	Excess from 2008 . . . . 41,336.				
b	Excess from 2009 . . . . 22,031.				
c	Excess from 2010 . . . . 28,656.				
d	Excess from 2011 . . . . 17,989.				
e	Excess from 2012 . . . . 1,894.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
				33,500.
SEE SCHEDULE C ATTACHED				
Total . . . . ▶ 3a				33,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1.	
4 Dividends and interest from securities			14	15,195.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	13,702.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a BNY MELLON NON-DIVIDEND			14	69.	
b DISTRIBUTION INGERSOLL-RAND					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				27,920.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 27,920.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A	NOT APPLICABLE	N/A

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joanne F. Duncan | 3-4-13 | TRUSTEE/CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FLOWERS FAMILY FOUNDATION
FORM 990 PF
FEDERAL STATEMENTS 1 THROUGH 8

DESCRIPTION	REVENUE AND EXPENSE PER BOOKS	NET INVESTMENT INCOME
STATEMENT 1		
FORM 990-PF, PART I - LINE 3 INTEREST ON TEMPORARY INVESTMENTS		
BNY MELLON BANK INTEREST INCOME	1	1
STATEMENT 2		
FORM 990-PF, PART I - LINE 4 DIVIDENDS & INTEREST FROM SECURITIES		
BNY MELLON BANK DIVIDENDS	15,195	15,195
STATEMENT 3		
FORM 990-PF, PART I - LINE 11 OTHER INCOME		
BNY MELLON BANK NON-DIVIDEND DISTRIBUTIONS INGERSOLL-RAND	69	69
STATEMENT 4		
FORM 990-PF, PART I LINE 16b - ACCOUNTING FEES		
TAX PREPARATION FEE	4,171	4,171

FLOWERS FAMILY FOUNDATION
FORM 990 PF
FEDERAL STATEMENTS 1 THROUGH 8

DESCRIPTION	REVENUE & EXPENSE PER BOOKS	NET INVESTMENT INCOME
STATEMENT 5		
FORM 990-PF, PART I - LINE 16c OTHER PROFESSIONAL FEES		
BNY MELLON BANK INVESTMENT FEES	3,885	3,885
STATEMENT 6		
FORM 990-PF, PART I LINE 18 TAXES		
FOREIGN TAXES PAID	323	323
EXCISE TAX	1,864	1,864
TOTAL TAXES	2,187	2,187
STATEMENT 7		
FORM 990-PF, PART I - LINE 23 OTHER EXPENSES		
POSTAGE	10	10

STATEMENT 8

FORM 990-PF, PART 7a-LINE8b

Foundation raised less than $ 10,000 and is therefore exempt from filing in NJ.

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
20,461.47	CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	$ 20,461.47	$ 20,461.47		$ 2.05	0.0%	3.1%
	Principal Cash	-10,907.78					
	Income Cash	10,907.78					
Total cash and cash equivalents		$ 20,461.47	$ 20,461.47	$ 0.00	$ 2 05		3 1%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,670.193	BNY Mellon Bond Fund	$ 13.5800	$ 90,581 22	$ 82,241.99	$ 8,339.23	$ 2,821.49	3.1%	13.6%
Total taxable pooled vehicle			$ 90,581.22	$ 82,241.99	$ 8,339.23	$ 2,821.49		13.6%
Total taxable fixed income			$ 90,581.22	$ 82,241.99	$ 8,339.23	$ 2,821.49		13.6%
Total fixed income			$ 90,581.22	$ 82,241.99	$ 8,339.23	$ 2,821.49		13 6%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
110	Aon PLC (AON)	$ 55.6100	$ 6,117.10	$ 5,447.63	$ 669.47	$ 69.30	1.1%	0.9%
60	Accenture PLC (ACN)	66.5000	3,990 00	3,443.37	546.63	97 20	2 4	0.6
80	Covidien PLC (COV)	57.7400	4,619.20	3,780.31	838.89	83.20	1.8	0.7
110	Eaton Corp PLC (ETN)	54.1800	5,959.80	5,682.05	277.75	167.20	2.8	0.9
110	Ingersoll-Rand PLC (IR)	47.9600	5,275.60	4,477.13	798 47	70 40	1.3	0.8

Portfolio manager Steven Narbus
215 553 3032

Schedule A Page 2.

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
240	Invesco Limited (IVZ)	26.0900	6,261 60	4,836.32	1,425 28	165.60	2.6	0.9
140	Nxp Semiconductors N V (NXPI)	26.3201	3,684 81	2,525.71	1,159 10	0 00	0.0	0.6
70	AT&T Inc (T)	33.7100	2,359.70	2,562.80	-203.10	126.00	5.3	0.4
40	Air Products & Chemicals Inc (APD)	84.0200	3,360.80	3,394 98	-34 18	102.40	3.1	0.5
23	Amazon.Com Inc (AMZN)	250.8700	5,770 01	4,648.60	1,121.41	0 00	0.0	0.9
36	Apple Inc (AAPL)	532.1730	19,158.23	6,575.24	12,582.99	381.60	2.0	2.9
130	B B & T Corporation (BBT)	29.1100	3,784.30	3,011.80	772.50	104 00	2.8	0.6
160	Broadcom Corp Cl A (BRCM)	33.2100	5,313.60	5,451.18	-137.58	64 00	1 2	0.8
120	Carnival Corp (CCL)	36.7700	4,412.40	3,893.83	518.57	120.00	2.7	0.7
50	Caterpillar Inc (CAT)	89 6085	4,480 43	3,217.41	1,263.02	104.00	2.3	0.7
90	Celanese Corp (CE) Series A	44.5300	4,007.70	3,901.23	106 47	27.00	0.7	0.6
280	Centerpoint Energy Inc (CNP)	19.2500	5,390.00	5,674.69	-284.69	226 80	4 2	0.8
55	Chevron Corporation (CVX)	108.1400	5,947.70	5,810.69	137.01	198.00	3.3	0.9
140	Coca - Cola Co (KO)	36.2500	5,075 00	4,729.58	345.42	142.80	2 8	0.8
190	Comcast Corp Cl A (CMCSA)	37.3600	7,098.40	5,776.09	1,322.31	123.50	1.7	1.1
50	Costco Whsl Corp New (COST)	98.7300	4,936.50	4,193.11	743.39	55.00	1.1	0.7
160	The Walt Disney Company (DIS)	49 7900	7,966.40	5,473 56	2,492.84	120.00	1.5	1.2
70	Dover Corp (DOV)	65.7100	4,599.70	3,790.78	808.92	98.00	2.1	0.7
100	E M C Corp Mass (EMC)	25.3000	2,530.00	1,371.82	1,158.18	0.00	0.0	0.4
110	Express Scripts Holdings, Inc. (ESRX)	54.0000	5,940 00	5,236.20	703.80	0.00	0.0	0.9
70	Exxon Mobil Corp (XOM)	86.5500	6,058.50	2,426.37	3,632 13	159.60	2.6	0.9
50	Family Dlr Stores Inc (FDO)	63.4100	3,170.50	3,482.10	-311.60	42 00	1.3	0.5
100	Freeport McMoran Copper & Gold Inc (FCX)	34.2000	3,420.00	3,926.95	-506.95	125.00	3.7	0.5
200	General Electric Company (GE)	20.9900	4,198.00	4,281.90	-83.90	152.00	3.6	0.6
80	Gilead Sciences Inc (GILD)	73.4500	5,876.00	3,206.53	2,669.47	0 00	0.0	0.9

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
140	Halliburton Co (HAL)	34.6900	4,856.60	4,983.45	-126.85	50.40	1.0	0.7
110	Home Depot Inc (HD)	61.8500	6,803 50	4,125.86	2,677 64	127.60	1.9	1.0
80	Honeywell Intl Inc (HON)	63.4700	5,077.60	2,879.36	2,198.24	131.20	2.6	0.8
52	International Business Machines (IBM) Corporation	191.5500	9,960.60	7,605.18	2,355.42	176.80	1.8	1.5
79	JP Morgan Chase & Co (JPM)	43.9691	3,473.56	1,851.81	1,621.75	94.80	2.7	0.5
120	Johnson Controls Inc (JCI)	30.6700	3,680.40	3,751.00	-70 60	91.20	2.5	0.6
90	Las Vegas Sands Corp (LVS)	46.1600	4,154.40	4,128.25	26.15	337.50	8.1	0.6
100	Lilly Eli & Co (LLY)	49.3200	4,932.00	4,362.94	569.06	196.00	4.0	0.7
180	Marathon Oil Corp (MRO)	30.6600	5,518.80	5,211.37	307 43	122 40	2.2	0.8
40	Mead Johnson Nutrition Company (MJN)	65.8900	2,635.60	2,796.57	-160.97	48.00	1.8	0.4
130	Metlife Inc (MET)	32.9400	4,282 20	4,304.81	-22.61	96 20	2.3	0.6
250	Mondelez International-W/I (MDLZ)	25.4532	6,363.30	6,114.40	248.90	290.00	4.6	1.0
60	Occidental Petroleum Corp (OXY)	76.6100	4,596.60	4,592.11	4.49	129 60	2.8	0.7
130	PNC Financial Services Group (PNC)	58.3100	7,580.30	7,116.34	463.96	208.00	2.7	1.1
80	Pepsico Inc (PEP)	68.4300	5,474 40	3,989.75	1,484 65	172 00	3.1	0.8
343	Pfizer Inc (PFE)	25.0793	8,602.20	6,229.98	2,372.22	329.28	3.8	1.3
60	Philip Morris International Inc (PM)	83.6400	5,018.40	2,703.11	2,315.29	204.00	4.1	0.8
110	The Procter & Gamble Company (PG)	67.8900	7,467.90	5,403.29	2,064.61	247.28	3.3	1.1
130	Qualcomm Inc (QCOM)	61.8596	8,041.75	7,593.63	448.12	130.00	1.6	1.2
36	Salesforce.Com Inc (CRM)	168.1000	6,051 60	4,738.53	1,313.07	0 00	0.0	0.9
80	Schlumberger Ltd (SLB)	69.2986	5,543.89	5,904.60	-360.71	88.00	1.6	0.8
60	Sempra Energy (SRE)	70.9400	4,256 40	3,215.28	1,041.12	144 00	3.4	0.6
40	Shire PLC (SHPG) ADR	92.1800	3,687.20	3,710.46	-23.26	18.40	0.5	0.6
170	Southwestern Energy Co (SWN)	33.4100	5,679.70	5,928.62	-248.92	0.00	0.0	0.9
130	State Street Corp (STT)	47.0100	6,111.30	5,273.41	837.89	124.80	2.0	0.9

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Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
90	Teradata Corporation (TDC)	61.8900	5,570.10	4,546.98	1,023 12	0 00	0.0	0.8
140	Teva Pharmaceutical Inds Ltd ADR (TEVA)	37.3400	5,227.60	5,717.36	-489.76	112.56	2.2	0.8
60	The Travelers Companies Inc (TRV)	71.8200	4,309.20	3,818.61	490.59	110 40	2.6	0.7
160	US Bancorp (USB)	31 9400	5,110.40	4,087.96	1,022 44	124.80	2.4	0.8
35	Union Pac Corp (UNP)	125.7200	4,400.20	3,496 39	903.81	96.60	2.2	0.7
70	United Technologies Corp (UTX)	82.0100	5,740.70	5,429.55	311.15	149.80	2.6	0.9
140	Valero Energy Corp New (VLO)	34.1200	4,776.80	3,691.63	1,085.17	98 00	2.1	0.7
60	Verizon Communications Inc (VZ)	43.2700	2,596.20	2,241.39	354.81	123.60	4.8	0.4
50	Watson Pharmaceuticals Inc (WPI)	86.0000	4,300.00	3,257.90	1,042.10	0.00	0.0	0.6
240	Wells Fargo & Company (WFC)	34.1800	8,203.20	6,491.72	1,711.48	211.20	2.6	1.2
230	Yahoo Inc (YHOO)	19.9000	4,577.00	3,996.18	580.82	0.00	0.0	0.7
50	Yum! Brands Inc (YUM)	66.4000	3,320 00	2,758.98	561 02	67.00	2.0	0.5
Total U.S. large cap			$ 358,743.58	$ 294,278.72	$ 64,464.86	$ 7,776.02		53.7%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,698.719	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	$ 11.2000	$ 52,625.65	$ 63,911.57	$ -11,285.92	$ 0.00	0.0%	7.9%
Total U.S. mid cap			$ 52,625.65	$ 63,911.57	$ -11,285.92	$ 0.00		7.9%

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,142.481	The BNY Mellon Small Cap (MPSSX) Multi-Strategy Fund	$ 11.9200	$ 25,538.37	$ 31,276.29	$ -5,737.92	$ 72.84	0.3%	3.8%
Total U.S. small cap			$ 25,538.37	$ 31,276.29	$ -5,737.92	$ 72.84		3.8%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
7,164.618	BNY Mellon International Fund (MPITX)	$ 10.0500	$ 72,004 41	$ 124,562.82	$ -52,558.41	$ 2,285.51	3.2%	10.8%
Total developed international			$ 72,004 41	$ 124,562.82	$ -52,558 41	$ 2,285 51		10.8%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,641.458	BNY Mellon Emerging Markets Fund (MEMKX)	$ 10.2500	$ 47,574.94	$ 69,330.10	$ -21,755.16	$ 454.86	1.0%	7.1%
Total emerging markets			$ 47,574.94	$ 69,330.10	$ -21,755.16	$ 454.86		7.1%
Total equities			$ 556,486.95	$1583,359.50	$ -26,872.55	$ 10,589.23		83.4%
Total assets			$ 667,529.64	$ 686,062.96	$ -18,533.32	$ 13,412.77		100.0%

Portfolio manager Steven Narbus
215 553 3032

Schedule

Income for 2012

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	30	11/10/11	01/09/12	$1,550.44	$1,721.69	$-171.25
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	10	11/10/11	01/10/12	$1,817.97	$1,837.03	$-19.06
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	5	11/10/11	01/12/12	$899.92	$918.51	$-18.59
EMC CORP(MASS) USD 0.01	EMC	268648102	40	05/02/11	01/18/12	$901.96	$1,135.71	$-233.75
SALESFORCE COM INC	CRM	79466L302	10	11/10/11	01/18/12	$1,041.23	$1,294.97	$-253.74
CITIGROUP INC	C	172967424	8	01/31/11	01/27/12	$243.54	$387.70	$-144.16
CITIGROUP INC	C	172967424	3	01/31/11	01/27/12	$91.33	$145.80	$-54.47
CITIGROUP INC	C	172967424	1	01/31/11	01/27/12	$30.44	$48.26	$-17.82
CITIGROUP INC	C	172967424	8	01/31/11	01/27/12	$243.54	$386.31	$-142.77
CITIGROUP INC	C	172967424	7	01/31/11	01/27/12	$213.09	$338.66	$-125.57
CITIGROUP INC	C	172967424	4	01/31/11	01/27/12	$121.77	$193.20	$-71.43
CITIGROUP INC	C	172967424	2	01/31/11	01/27/12	$60.88	$97.17	$-36.29
CITIGROUP INC	C	172967424	3	01/31/11	01/27/12	$91.33	$143.93	$-52.60
CITIGROUP INC	C	172967424	5	01/31/11	01/27/12	$152.21	$241.42	$-89.21

Schedule

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CITIGROUP INC	C	172967424	2	01/31/11	01/27/12	$60.88	$96.74	$-35.86
CITIGROUP INC	C	172967424	2	01/31/11	01/27/12	$60.88	$96.59	$-35.71
CITIGROUP INC	C	172967424	14	01/31/11	01/27/12	$426.19	$677.80	$-251.61
CITIGROUP INC	C	172967424	1	01/31/11	01/27/12	$30.44	$48.30	$-17.86
DUKE ENERGY HLDG CORP		26441C105	160	11/10/11	01/27/12	$3,385.56	$3,315.20	$70.36
CAMERON INTL CORP	CAM	13342B105	70	11/10/11	02/10/12	$3,935.64	$3,480.47	$455.17
TERADATA CORP DEL	TDC	88076W103	30	11/10/11	02/10/12	$1,863.04	$1,662.02	$201.02
DEERE & COMPANY	DE	244199105	50	11/10/11	02/16/12	$4,142.24	$3,679.62	$462.62
APPLE COMPUTER INC COM	AAPL	037833100	1	11/10/11	03/01/12	$543.73	$394.37	$149.36
TEXAS INSTRUMENTS INC	TXN	882508104	10	01/18/12	03/09/12	$322.39	$330.87	$-8.48
TEXAS INSTRUMENTS INC	TXN	882508104	10	01/19/12	03/09/12	$322.39	$338.47	$-16.08
TEXAS INSTRUMENTS INC	TXN	882508104	10	01/12/12	03/09/12	$322.39	$312 73	$9.66
EXXON MOBIL CORP	XOM	30231G102	10	11/10/11	03/09/12	$843.24	$785.38	$57.86
AON CORPORATION COM		037389103	90	01/01/12	04/02/12	$4,414.28	$4,289.40	$124.88
AIR PRODUCTS AND CHEMICALS IN(	APD	009158106	20	11/10/11	04/03/12	$1,831.88	$1,697.49	$134.39
ROVI CORP	ROVI	779376102	43	11/10/11	04/13/12	$1,262.98	$1,254.36	$8.62
ROVI CORP	ROVI	779376102	47	11/10/11	04/16/12	$1,358.52	$1,371.05	$-12.53
JOHNSON & JOHNSON COM	JNJ	478160104	80	11/10/11	04/19/12	$5,033.27	$5,111.53	$-78.26
STATE ST CORP COM	STT	857477103	30	11/10/11	04/27/12	$1,388.52	$1,207.62	$180.90
TEXAS INSTRUMENTS INC	TXN	882508104	10	01/12/12	05/17/12	$294.89	$312.73	$-17.84
TEXAS INSTRUMENTS INC	TXN	882508104	20	11/10/11	05/17/12	$589.77	$610.59	$-20.82
COCA-COLA CO USD	KO	191216100	30	11/10/11	06/01/12	$2,192.62	$2,026.96	$165.66
AGILENT TECHNOLOGIES INC	A	00846U101	80	11/10/11	06/04/12	$3,011.10	$2,970.18	$40.92
CATERPILLAR INC	CAT	149123101	10	11/10/11	06/08/12	$865.00	$931.68	$-66.68
BRISTOL MYERS SQUIBB CO COM	BMY	110122108	10	04/19/12	06/08/12	$342.31	$339.28	$3.03
SCHLUMBERGER LIMITED COM	SLB	806857108	10	03/09/12	06/08/12	$635.40	$765.99	$-130.59
SALESFORCE COM INC	CRM	79466L302	1	03/01/12	06/08/12	$135.72	$144.83	$-9.11

Schedule

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
INTERNATIONAL BUSINESS MACHINI	IBM	459200101	1	03/15/12	06/08/12	$194.13	$206.01	$-11.88
VALERO ENERGY CORP NEW	VLO	91913Y100	10	11/10/11	06/08/12	$212.82	$258.18	$-45.36
HOME DEPOT INC USD 0.05	HD	437076102	10	11/10/11	06/08/12	$512.71	$375.08	$137.63
UNION PACIFIC CORP	UNP	907818108	5	11/10/11	06/08/12	$549.35	$499.48	$49.87
KRAFT FOODS INC		50075N104	10	11/10/11	06/08/12	$381.91	$350.75	$31.16
EATON CORPORATION COMMON	ETN	278058102	10	01/27/12	06/08/12	$410.22	$497.57	$-87.35
METLIFE INC	MET	59156R108	10	01/27/12	06/08/12	$294.21	$354.28	$-60.07
DOVER CORPORATION	DOV	260003108	10	11/10/11	06/08/12	$564.01	$541.54	$22.47
CHEVRONTEXACO CORP	CVX	166764100	1	11/10/11	06/08/12	$99.98	$105.57	$-5.59
MERCK & CO INC	MRK	58933Y105	10	06/04/12	06/08/12	$383.81	$373.71	$10.10
PROCTER & GAMBLE CO COM	PG	742718109	10	11/10/11	06/08/12	$629.71	$633.84	$-4.13
PEPSICO INC	PEP	713448108	10	06/01/12	06/08/12	$676.70	$675.48	$1.22
CENTERPOINT ENERGY INC	CNP	15189T107	10	11/10/11	06/08/12	$203.41	$198.73	$4.68
MEAD JOHNSON NUTRITION CO-A	MJN	582839106	10	11/10/11	06/08/12	$808.80	$699.14	$109.66
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	10	11/10/11	06/08/12	$584.21	$525.58	$58.63
WATSON PHARMACEUTICALS INC	WPI	942683103	10	11/10/11	06/08/12	$692.60	$651.58	$41.02
CELANESE CORP DEL	CE	150870103	10	11/10/11	06/08/12	$389.81	$433.47	$-43.66
INVESCO LTD	IVZ	G491BT108	10	11/10/11	06/08/12	$223.32	$198.14	$25.18
BB&T CORP COM	BBT	054937107	10	11/10/11	06/08/12	$284.81	$231.68	$53.13
LAS VEGAS SANDS CORP	LVS	517834107	10	11/10/11	06/08/12	$453.51	$458.69	$-5.18
GILEAD SCIENCES INC	GILD	375558103	10	11/10/11	06/08/12	$488.21	$400.82	$87.39
BAIDU COM INC	BIDU	056752108	1	03/01/12	06/08/12	$121.07	$138.68	$-17.61
TEXAS INSTRUMENTS INC	TXN	882508104	10	11/10/11	06/08/12	$280.61	$305.29	$-24.68
AMAZON COM INC	AMZN	023135106	1	11/10/11	06/08/12	$218.55	$213.57	$4.98
SHIRE PHARMACEUTICALS GROUP	SHPG	82481R106	10	11/10/11	06/08/12	$864.10	$960.12	$-96.02
QUALCOMM INC	QCOM	747525103	10	03/09/12	06/08/12	$578.11	$641.95	$-63.84
BNY MELLON BOND FD CL M	MPBFX	05569M830	14.87	12/15/11	06/12/12	$201.02	$197.60	$3.42

BNY MELLON
WEALTH MANAGEMENT

FLOWERS FAMILY FDN-IMA

2012 Tax Information

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Schedule

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
VERIZON COMMUNICATIONS INC	VZ	92343V104	30	11/10/11	06/19/12	$1,310.72	$1,120.70	$190.02
BAIDU COM INC	BIDU	056752108	5	03/01/12	06/27/12	$557.31	$693.42	$-136.11
BAIDU COM INC	BIDU	056752108	7	11/10/11	06/27/12	$780.24	$966.97	$-186.73
BAIDU COM INC	BIDU	056752108	12	11/10/11	07/02/12	$1,340.80	$1,657.66	$-316.86
BAIDU COM INC	BIDU	056752108	2	11/10/11	07/11/12	$217.03	$276.28	$-59.25
JOHNSON CONTROLS INC	JCI	478366107	40	11/10/11	07/11/12	$1,073.55	$1,250.34	$-176.79
YUM BRANDS INC	YUM	988498101	40	11/10/11	07/11/12	$2,480.56	$2,207.18	$273.38
BAIDU COM INC	BIDU	056752108	10	01/09/12	07/11/12	$1,085.16	$1,206.41	$-121.25
BB&T CORP COM	BBT	054937107	110	11/10/11	07/19/12	$3,504.44	$2,548.45	$955.99
CITIGROUP INC	C	172967424	130	11/10/11	07/19/12	$3,453.23	$3,824.34	$-371.11
BRISTOL MYERS SQUIBB CO COM	BMY	110122108	100	04/19/12	08/10/12	$3,168.85	$3,392.77	$-223.92
BRISTOL MYERS SQUIBB CO COM	BMY	110122108	1	04/19/12	08/10/12	$31.69	$33.93	$-2.24
BRISTOL MYERS SQUIBB CO COM	BMY	110122108	39	04/19/12	08/13/12	$1,229.77	$1,323.18	$-93.41
VALERO ENERGY CORP NEW	VLO	91913Y100	40	11/10/11	08/15/12	$1,143.25	$1,032.72	$110.53
HALLIBURTON COMPANY COM	HAL	406216101	30	11/10/11	09/21/12	$1,081.95	$1,122.75	$-40.80
SCHLUMBERGER LIMITED COM	SLB	806857108	10	03/09/12	09/21/12	$745.94	$765.99	$-20.05
MERCK & CO INC	MRK	58933Y105	40	06/04/12	09/25/12	$1,808.01	$1,494.84	$313.17
MERCK & CO INC	MRK	58933Y105	20	12/15/11	09/25/12	$904.00	$722.04	$181.96
MERCK & CO INC	MRK	58933Y105	100	12/15/11	09/26/12	$4,526.67	$3,610.18	$916.49
TEXAS INSTRUMENTS INC	TXN	882508104	80	11/10/11	09/27/12	$2,215.90	$2,442.35	$-226.45
TEXAS INSTRUMENTS INC	TXN	882508104	50	01/10/12	09/27/12	$1,384.94	$1,518.90	$-133.96
VALERO ENERGY CORP NEW	VLO	91913Y100	40	11/10/11	09/27/12	$1,251.29	$1,032.72	$218.57
NOBLE CORPORATION BAAR	NE	H5833N103	100	02/10/12	09/27/12	$3,552.32	$3,877.15	$-324.83
ACCENTURE PLC IRELAND SHS CL A	ACN	G1151C101	20	07/02/12	09/28/12	$1,399.31	$1,207.78	$191.53
COMCAST CORP NEW CL A	CMCSA	20030N101	30	07/11/12	10/09/12	$1,065.90	$948.16	$117.74
KRAFT FOODS GROUP INC	KRFT	50076Q106	53	11/10/11	10/10/12	$2,458.26	$1,947.91	$510.35
KRAFT FOODS GROUP INC	KRFT	50076Q106	0.33	11/10/11	10/25/12	$15.08	$12.25	$2.83

Schedule

Short term transactions

This category includes sales of assets held 12 months or less.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
EMC CORP(MASS) USD 0.01	EMC	268648102	30	11/10/11	11/05/12	$742.38	$726.84	$15.54
EMC CORP(MASS) USD 0.01	EMC	268648102	40	06/08/12	11/05/12	$989.84	$984.32	$5.52
NXP SEMICONDUCTORS N V	NXPI	N6596X109	40	06/08/12	11/05/12	$1,030.78	$796.32	$234.46
QEP RESOURCES INC	QEP	74733V100	90	11/10/11	11/09/12	$2,562.70	$3,201.04	$-638.34
COMCAST CORP NEW CL A	CMCSA	20030N101	10	07/11/12	11/19/12	$357.81	$316.05	$41.76
COMCAST CORP NEW CL A	CMCSA	20030N101	20	06/19/12	11/19/12	$715.63	$630.85	$84.78
EATON CORPORATION COMMON	ETN	278058102	30	01/01/12	12/05/12	$1,549.67	$1,381.54	$168.13
PLAINS EXPL & PRODTN CO COM	PXP	726505100	40	09/21/12	12/06/12	$1,739.98	$1,587.56	$152.42
VALERO ENERGY CORP NEW	VLO	91913Y100	40	11/09/12	12/14/12	$1,332.21	$1,186.93	$145.28
Total short term gain/loss from sales:						$113,183.79	$111,317.96	$1,865.83

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
APPLE COMPUTER INC COM	AAPL	037833100	3	04/23/10	03/01/12	$1,631.20	$811.84	$819.36
EXXON MOBIL CORP	XOM	30231G102	40	04/27/02	03/09/12	$3,372.94	$1,386.50	$1,986.44
APPLE COMPUTER INC COM	AAPL	037833100	1	04/23/10	03/15/12	$587.27	$270.61	$316.66
APPLE COMPUTER INC COM	AAPL	037833100	2	07/08/08	03/15/12	$1,174.53	$353.92	$820.61
AT&T INC	T	00206R102	40	03/08/07	05/01/12	$1,329.24	$1,464.46	$-135.22
J P MORGAN CHASE & CO	JPM	46625H100	10	11/22/02	06/08/12	$326.91	$252.67	$74.24
COVIDIEN PLC	COV	G2554F113	10	01/04/11	06/08/12	$516.01	$475.83	$40.18
HONEYWELL INTL INC	HON	438516106	10	01/14/04	06/08/12	$553.60	$359.92	$193.68
PFIZER INC COM	PFE	717081103	20	05/17/02	06/08/12	$438.43	$555.39	$-116.96
BNY MELLON BOND FD CL M	MPBFX	05569M830	405.27	05/15/07	06/12/12	$5,479.26	$4,992.94	$486.32
BNY MELLON BOND FD CL M	MPBFX	05569M830	9.86	12/16/10	06/12/12	$133.32	$127.80	$5.52
J P MORGAN CHASE & CO	JPM	46625H100	60	11/22/02	07/19/12	$2,099.12	$1,516.02	$583.10

Schedule

Long term transactions

This category includes sales of assets held more than 12 months.

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CITIGROUP INC	C	172967424	1	01/31/11	07/19/12	$26.56	$47.98	$-21.42
EMC CORP(MASS) USD 0.01	EMC	268648102	30	10/18/11	11/05/12	$742.38	$720.65	$21.73
EMC CORP(MASS) USD 0.01	EMC	268648102	20	05/02/11	11/05/12	$494.92	$567.85	$-72.93
EMC CORP(MASS) USD 0.01	EMC	268648102	10	10/18/11	11/07/12	$246.28	$240.21	$6.07
EMC CORP(MASS) USD 0.01	EMC	268648102	20	07/16/09	11/07/12	$492.56	$275.00	$217.56
EMC CORP(MASS) USD 0.01	EMC	268648102	10	07/16/09	11/07/12	$246.28	$137.46	$108.82
AT&T INC	T	00206R102	30	03/08/07	11/16/12	$991.83	$1,098.34	$-106.51
EATON CORPORATION COMMON	ETN	278058102	80	01/01/01	12/05/12	$4,132.38	$3,684.04	$448.34
PLAINS EXPL & PRODTN CO COM	PXP	726505100	10	11/10/11	12/06/12	$435.00	$349.14	$85.86
SEMPRA ENERGY	SRE	816851109	20	11/10/11	12/12/12	$1,431.25	$1,071.76	$359.49
PLAINS EXPL & PRODTN CO COM	PXP	726505100	80	11/10/11	12/12/12	$3,592.81	$2,793.14	$799.67
Total long term gain/loss from sales:						$30,474.08	$23,553.47	$6,920.61

BNY MELLON
WEALTH MANAGEMENT

FLOWERS FAMILY FDN-IMA

Supplemental 2012 Tax Information

Account Number 108433U9000

Schedule

Capital Gain Distributions - Subject to 15% Rate

Shares	Description	Date	Amount of gain	
4,320	BNY MELLON MID CAP STK FD CL M	12/11/2012	$3,114.53	
Subtotal			**$3,114.53**	
6,617	BNY MELLON BOND FD CL M	12/18/2012	$723.87	
Subtotal			**$723.87**	
Total capital gain distributions - Subject to 15% Rate			**$3,838.40**	
Total Capital Gain Distributions				**$3,838.40**

BNY MELLON
WEALTH MANAGEMENT

FLOWERS FAMILY FDN-IMA

Supplemental 2012 Tax Information

Account Number 108433U9000

Schedule

Detail for Miscellaneous Receipts

This section provides details for miscellaneous receipts or reimbursements. These receipts (which are shown as positive amounts) may be taxable to you or may reduce available credits, depending on your individual circumstances. Please consult your tax advisor.

Class Action Settlements

Date	Description	Amount
05/22/2012	MISCELLANEOUS ENTRY NET OF EXPENSES QWEST VICTIMS REMISSION FUND A CUSIP - VARIOUS CLASS PERIOD - 5/24/99-7/28/02 FROM ACCT - 108493B0304	$11.45
11/16/2012	MISCELLANEOUS ENTRY NET OF EXPENSES APPLE COMPUTER INC. (2006) CLASS ACTION CUSIP: 037833100; CLASS PERIOD 8/24/01-6/29/06	$16.17
12/18/2012	MISCELLANEOUS ENTRY NET OF EXPENSES BANK OF AMERICA CLASS ACTION CUSIP: VARIOUS - CLASS PERIOD 12/31/08 - 1/16/09	$2.83
Total Class Action Settlements		**$30.45**

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Children's AIDS Foundation of Tampa Bay P. O. Box 4049 Tampa. FL 33677	None	Exempt	Research and programming for children with AIDS	$100.00
Mansfield Education Foundation 609 E. Broad Street Mansfield, TX 76063	None	Exempt	Education Projects	1,000.00
Food Bank of South Jersey 1501 John Tipton Boulevard Pennsauken, NJ 08110	None	Exempt	Feeding Homeless	4,000.00
Gay Men's Health Crisis The Tisch Building New York, NY 10011-1913	None	Exempt	Operating Fund	2,500.00
Texas Cty Jr. Livestock Association P. O. Box 162793 Ft. Worth, TX 76161	None	Exempt	Fundraiser for Stock Show	200.00
Church of the Ascension 110 South Sussex Street Gloucester, NJ 08030	None	Exempt	Operating Fund/Building Fund	3,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Spartans Baseball Booster Club 201 S. Hurst Rd. Burleson, TX 76028	None	Exempt	Field Improvements & Equipment	500.00
United Way 1800 North Lamar Street Dallas, TX 75202	None	Exempt	Fundraiser	700.00
Pinewood Derby Boy Scouts of America 5049 E. Broadway Blvd. Tucson, AZ 85711	None	Exempt	Annual Building Fund	500.00
Disabled American Veterans P. O. Box 14301 Cincinnati, Ohio 45250	None	Exempt	Support/encouragement to disabled American veterans	300.00
Boys and Girls Clubs of Arlington 608 North Elm Street Arlington, TX 76011	None	Exempt	Building Fund	500.00
Irish Children's Foundation 506 Park Avenue Swedesboro, NJ 08085	None	Exempt	Bike Rally for Irish Children's exchange program	250.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Bobby Bragan Youth Foundation 3116 West 6th Street Ft. Worth, TX 76107	None	Exempt	Youth Scholarship Fund	1,000.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105	None	Exempt	Funding children's cancer cures	700.00
Brain & Behavior Research Foundation 60 Cutter Mill Road Great Neck, NY 11021	None	Exempt	Autism Research	700.00
Sisters of Christian Charity 350 Bernardsville Rd. Mendham, NJ 07945	None	Exempt	Memorial Fund	100.00
Incarnation Church 240 Main Street Mantua, NJ 08080	None	Exempt	Memorial Fund	150.00
St. Bridget's Church 202 Ellis Street Glassboro, NJ 08028	None	Exempt	Memorial Fund	100.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Holy Angels Parish 64 Cooper Street Woodbury, NJ 08096	None	Exempt	Operating Fund	1,000.00
St. Alban's Episcopal Church P. O. Box 882 Lexington, SC 29071	None	Exempt	Operating and Building Funds	1,000.00
Big Hearts to Little Hearts P. O. Box 597 Spring Lake, NJ 07762	None	Exempt	Voided check from a previous year-Carol Carmasino	(400.00)
Columbia Museum of Art P. O. Box 2068 Columbia, SC 29202	None	Exempt	Support travelling exhibits and Art Education	1,000.00
Keystone Care 8765 Stenton Avenue Wyndmoor, PA 19038	None	Exempt	Memorial Fund	100.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Abramson Cancer Center 3400 Spruce Street Philadelphia, PA 19104	None	Exempt	Fund Cancer research	100.00
Presbyterian Church 551 4th Street Woodbury Heights, NJ 08077	None	Exempt	Memorial Fund	100.00
Hospice of Madison County P. O. Box 69 Marshall, NC 28753	None	Exempt	Benefit Operating Fund	300.00
ALS Chapter Philadelphia 321 Norristown Rd., Suite 260 Ambler, PA 19002	None	Exempt	Funding research to treat and cure ALS	250.00
Boys and Girls Club Gloucester County NJ P. O. Box 742 Glassboro, NJ 08028	None	Exempt	General Fund Youth Programs	100.00
Robin's Nest, Inc. 42 South Delsea Drive Glassboro, NJ 08028	None	Exempt	Children's Shelter Operating Fund	1,250.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Advancing Opportunities/Cerebral Palsy of NJ 1005 Whitehead Road Ext Ewing, NJ 08638	None	Exempt	Operating Fund	1,900.00
South Carolina Historical Society 100 Meeting Street Charleston, SC 29401-2215	None	Exempt	Preserve & make accessible historic documents	2,500.00
Smile Train 41 Madison Avenue, 28th Floor New York City, NY 10010	None	Exempt	Repair to children's cleft palates	250.00
Corpus Christi Church 100 James Street South River, NJ 08882	None	Exempt	Memorial Fund	250.00
Pi Beta Phi Foundation 1154 Town & Country Commons Drive St. Louis, MO 63017	None	Exempt	Fundraiser for Centennial Plaza project	1,000.00
United Way of Gloucester County 454 Crown Point Road Thorofare, NJ 08086	None	Exempt	Operating Fund/Campaign	2,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2012 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Arrowmont School of Arts & Crafts 556 Parkway Gatlinburg, TN 37738	None	Exempt	Fund scholarships & youth programs	500.00
USC Educational Foundation 1600 Hampton Street, Suite 736 Columbia, SC 29208	None	Exempt	Tommy Suggs Endowed Quarterback Scholarship	2,500.00
University South Caroliniana Society South Caroliniana Library University of South Carolina Columbia, SC 29208	None	Exempt	To collect and preserve South Carolina historical documents	500.00
2012 Total Contributions				$33,500.00

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

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK	COMPENSATION	CONTRIBUTIONS TO BENEFIT PLANS	EXPENSE ACCOUNT
JOANNE FLOWERS DUNCAN	TRUSTEE/CFO	0	0	0
151 ROSE LAKE ROAD	NONE			
LEXINGTON, SC 29072-7999				
FRANCIS W. FLOWERS, JR.	TRUSTEE	0	0	0
C/O GENERAL ENGINES CO., INC.	NONE			
14893 HIGHWAY 27				
LAKE WALES, FL 33859-2541				
MICHAEL J. FLOWERS	TRUSTEE	0	0	0
2 SHANNON LANE	NONE			
MANTUA, NJ. 08051				
STEVEN W. FLOWERS	TRUSTEE	0	0	0
C/O INTERSTATE TRAILERS	NONE			
1101 HERITAGE HIGHWAY				
MANSFIELD, TX 76063				
CAROL FLOWERS CARMASINO	TRUSTEE	0	0	0
31 COVE ROAD	NONE			
MOORESTOWN, NJ 08057-3949				