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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

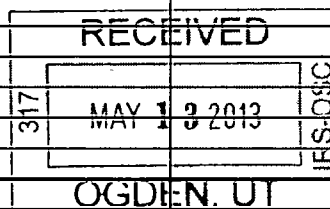
Department of the Treasury
Internal Revenue Service

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

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

Name of foundation ALBERT W. & EDITH V. FLOWERS CHARITABLE		A Employer identification number 34-6608643
12630-00		B Telephone number (see instructions) 330-384-7301
Number and street (or P O box number if mail is not delivered to street address) Room/suite 106 SOUTH MAIN STREET, STE 16		
City or town, state, and ZIP code AKRON, OH 44308		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,440,277.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <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) (see instructions))		(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 (attach schedule)				
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	68,836.	68,836.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	29,990.			
b	Gross sales price for all assets on line 6a 615,637.				
7	Capital gain net income (from Part IV, line 2)		29,990.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	98,826.	98,826.		
13	Compensation of officers, directors, trustees, etc.	21,754.	10,877.		10,877.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT. 3	2,746.	1,373.	NONE	1,373.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 4	5,970.	538.		200.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 5	175.			175.
24	Total operating and administrative expenses. Add lines 13 through 23	30,645.	12,788.	NONE	12,625.
25	Contributions, gifts, grants paid	103,500.			103,500.
26	Total expenses and disbursements. Add lines 24 and 25	134,145.	12,788.	NONE	116,125.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-35,319.			
b	Net investment income (if negative, enter -0-)		86,038.		
c	Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE
MAY 09 2013Operating and Administrative Expenses
MAY 15 2013

2012

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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	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)	2,251,304.	2,215,991.	2,440,277.		
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)	2,251,304.	2,215,991.	2,440,277.		
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)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	2,251,304.	2,215,991.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	2,251,304.	2,215,991.		
	31	Total liabilities and net assets/fund balances (see instructions)	2,251,304.	2,215,991.		

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	2,251,304.
2	Enter amount from Part I, line 27a	2	-35,319.
3	Other increases not included in line 2 (itemize) ▶ <u>ROUNDING</u>	3	6.
4	Add lines 1, 2, and 3	4	2,215,991.
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	2,215,991.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 615,637.		585,647.	29,990.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			
a			29,990.		
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	29,990.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year for 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	118,798.	2,471,228.	0.048072
2010	112,267.	2,401,413.	0.046750
2009	128,268.	2,219,686.	0.057787
2008	145,721.	2,600,349.	0.056039
2007	139,989.	2,985,259.	0.046893
2 Total of line 1, column (d)			2 0.255541
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 0.051108
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,451,949.
5 Multiply line 4 by line 3			5 125,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 860.
7 Add lines 5 and 6			7 126,174.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 116,125.

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	1,721.
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	1,721.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,721.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,236.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,236.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,515.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 1,515. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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"/> OH		
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		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		
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 FirstMerit Bank, NA Telephone no. (330) 384-7301			
	Located at 106 S MAIN ST, STE 500, AKRON, OH ZIP+4 44308			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input 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 <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
FIRST MERIT BANK NA Akron, OH 44308	Trustee 2	21,754.		- 0 -
Ronald B. Tynan, Sr Massillon, OH 44646	Chairman 1			
Charles Tyburski Canton, OH 44702	Comm. Member 1			
F. E. McCullough, CPA North Canton, OH 44721	Comm. Member 1			

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

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

Total number of others receiving over \$50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,469,406.
b	Average of monthly cash balances	1b	19,882.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,489,288.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,489,288.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,339.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,451,949.
6	Minimum investment return. Enter 5% of line 5	6	122,597.

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	122,597.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,721.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,721.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,876.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	120,876.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,876.

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	116,125.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	116,125.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	116,125.

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				120,876.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			101,040.	
b Total for prior years. 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>116,125.</u>				
a Applied to 2011, but not more than line 2a			101,040.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				15,085.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 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				105,791.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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).)

N/A

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.

N/A

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:

SEE STATEMENT 6

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

N/A

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT 106 S MAIN STREET 5TH FLOOR AKRON OH 44308	NONE	N/A	GENERAL SUPPORT	103,500.
Total			3a	103,500.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	68,836.	
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	29,990.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				98,826.	
13	Total. Add line 12, columns (b), (d), and (e)				98,826.	

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

[illegible]

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

- | | | |
|--|-------------------|------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| | | |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[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

**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. I understand that this declaration is based on all information of which preparer has any knowledge.

FIRSTMENT BANK, N.A.

Client/Advisor

5-5-13
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

JEFF MASLANICH, EA

Prepared's signature

OK

Date _____

~~03/21/201~~

Check ☐ if self-employed

PTIN

P00390783

Firm's name ► THOMSON REUTERS TAX & ACCOUNTING

Firm's EIN ► 75-1297386

Firm's address ► 6135 TRUST DRIVE, SUITE 118

HOLLAND, OH

43528

Phone no 419-861-2300

Form **990-PF** (2012)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES INC	898.	898.
AMERICAN EXPRESS CO	330.	330.
ANHEUSER BUSCH	2,525.	2,525.
APPLE COMPUTER INC	297.	297.
AUTOMATIC DATA PROCESSING INC	563.	563.
BANK OF AMERICA	2,438.	2,438.
BLACKROCK INC CL A	726.	726.
CHEVRONTXACO CORP	698.	698.
CITIGROUP INC	2,438.	2,438.
COCA-COLA CO	449.	449.
DANAHER CORP	55.	55.
ECOLAB INC	426.	426.
EXXON MOBIL CORP	658.	658.
FFCB	5,625.	5,625.
FFCB	2,625.	2,625.
FFCB	2,375.	2,375.
FHLB	2,156.	2,156.
FHLMC	2,438.	2,438.
FHLMC	2,250.	2,250.
FNMA	2,188.	2,188.
FNMA	2,313.	2,313.
GENERAL ELEC CAP COR	2,375.	2,375.
HUMANA INC	64.	64.
INTERNATIONAL BUSINESS MACHINE CORP	416.	416.
ISHARES RUSSELL MIDCAP GRWTH	539.	539.
ISHARES RUSSELL MIDCAP INDEX FUND	1,913.	1,913.
ISHARES TRUST S&P SM CAP 600	538.	538.
ISHARES TR S&P SMALLCAP/600 GROWTH	462.	462.
JOHNSON & JOHNSON CO	781.	781.
LOOMIS SAYLES BOND FUND	5,543.	5,543.
MC DONALDS CORP	473.	473.
MICROSOFT CORP	635.	635.

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STATEMENT . 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERATED PRIME OBLIGATIONS FD	16.	16.
NIKE INC CLASS B	408.	408.
ORACLE SYSTEMS CORP.	326.	326.
PEPSICO INC	793.	793.
PFIZER INC 4.500% 2/15/14	2,250.	2,250.
PIMCO ENHANCED SHORT MATURITY ETF	179.	179.
PRAXAIR INC	312.	312.
PROCTER & GAMBLE CO	705.	705.
QUALCOMM INC	92.	92.
SPDR DOW JONES REIT ETF	866.	866.
SCHLUMBERGER LTD	290.	290.
UTILITIES SELECT SECTOR SPDR	778.	778.
JM SMUCKER CO/THE-NEW COM	384.	384.
TARGET CORP	345.	345.
TEVA PHARMACEUTICAL INDS ADR	321.	321.
TRAVELERS COMPANIES INC	91.	91.
US BANCORP	577.	577.
UNION PACIFIC CORP	500.	500.
UNITED TECHNOLOGIES CORP	652.	652.
VANGUARD INTM TERM INV G-INV	2,127.	2,127.
VANGUARD FTSE ALL-WORLD EX-US	2,907.	2,907.
VANGUARD FTSE EMERGING MARKETS ETF	2,859.	2,859.
WELLS FARGO CO 4.950% 10/16/13	2,475.	2,475.
YUM! BRANDS INC	373.	373.
TOTAL	68,836.	68,836.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	900.	450.		450.
OTHER ALLOCABLE EXPENSE-INCOME	695.	348.		348.
TAX PREPARATION FEE (NON-ALLOC	1,151.	575.		575.
	-----	-----	-----	-----
TOTALS	2,746.	1,373.	NONE	1,373.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
FOREIGN TAXES	80.	80.	200.
OTHER TAXES	200.		
FEDERAL TAX PAYMENT - PRIOR YE	1,996.		
FEDERAL ESTIMATES - PRINCIPAL	3,236.		
FOREIGN TAXES ON QUALIFIED FOR	287.	287.	
FOREIGN TAXES ON NONQUALIFIED	171.	171.	
	-----	-----	-----
TOTALS	5,970.	538.	200.
	=====	=====	=====

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	175.	175.
TOTALS	----- 175. =====	----- 175. =====

• ALBERT W. & EDITH V. FLOWERS CHARITABLE
FORM 990PF, PART XV - LINES 2a - 2d
=====

34-6608643

RECIPIENT NAME:

Brenda Moubray

ADDRESS:

FirstMerit Bank, NA

Akron, OH 44308

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Awards generally granted to qualifying organizations in
Stark county.

STATEMENT 6

149 BENEFICIARY DISTRIBUTIONS

10/05/12 CASH DISBURSEMENT
 CHARITABLE CONTRIBUTION
 20/20 VISION MASSILLON TO TURN FIVE BLOCKS ACROSS
 MASSILLON MUSEUM INTO ART AND RETAIL PROJECT
 CALLED "THE QUARTER"
 FOR:

PAID TO:

ARTS IN STARK
 900 CLEVELAND AVE NW
 CANTON, OH 44702

TR TRAN#-CS000090000001 TR CD-146 REG- PORT=PRIN

-2500.00

-2500.00 1210000014
 BENE DISTRIBUTION WITH NO SSN
 CHANGED 02/18/13 BR

10/05/12 CASH DISBURSEMENT
 CHARITABLE CONTRIBUTION
 PURCHASE OF KANOBE GRAND PIANO FOR LIVE SHOWS-
 MATCHING GIFT
 FOR:

PAID TO:

LIONS CLUB OF MASSILLON

-3000.00

-3000.00 1210000015
 BENE DISTRIBUTION WITH NO SSN
 CHANGED 02/18/13 BR

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
LINCOLN THEATRE PROJECT 156 LINCOLN WAY EAST MASSILLON, OH 44646				
TR TRAN#	CS000090000003	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-500.00	-500.00	1210000016	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
LIVING HISTORY EDUCATION PROGRAM FOR STARK COUNTY		**CHANGED** 02/18/13 BR		
3RD GRADERS				
FOR:				
PAID TO:				
OHIO OUTDOOR HISTORICAL DRAMA ASSOC.				
TRUMPET IN THE LAND				
P.O. BOX 450				
NEW PHILADELPHIA, OH 44663				
TR TRAN#	CS000090000005	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-5000.00	-5000.00	1210000017	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
ALUMNI ASSOCIATION CRUSADER CHALLENGE TO PROVIDE		**CHANGED** 02/18/13 BR		
TUITION ASSISTANCE				
FOR:				
PAID TO:				
CENTRAL CATHOLIC HIGH SCHOOL				
4824 WEST TUSCARAWAS STREET				
CANTON, OH 44708-5118				
TR TRAN#	CS000090000007	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-2500.00	-2500.00	1210000018	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
SUPPLEMENTAL SCHOLARSHIPS FOR STUDENTS WHO RECEIVE		**CHANGED** 02/18/13 BR		
AN OHIO EDCHOICE SCHOLARSHIP/STATE VOUCHER				
FOR:				
PAID TO:				
HERITAGE CHRISTIAN SCHOOLS				
OF OHIO INC.				
2107 6TH STREET S.W.				
CANTON, OH 44706				
TR TRAN#	CS000090000009	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-5000.00	-5000.00	1210000019	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
GENERAL SUPPORT		**CHANGED** 02/18/13 BR		
FOR:				
PAID TO:				
MALONE UNIVERSITY				
OFFICE OF ADVANCEMENT				
2600 CLEVELAND AVENUE N.W.				
CANTON, OH 44709-3897				
TR TRAN#	CS000090000011	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-2000.00	-2000.00	1210000020	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
EARLY CHILDHOOD RESOURCE CENTER ANNUAL FUND		**CHANGED** 02/18/13 BR		
FOR:				
PAID TO:				
SISTERS OF CHARITY HEALTH SYSTEM				
1718 CLEVELAND AVENUE N.W.				
CANTON, OH 44703				
TR TRAN#	CS000090000012	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-1000.00	-1000.00	1210000021	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
SPONSORSHIP OF TAP INTO LITERACY 10/11/12		**CHANGED** 02/18/13 BR		
FUNDRAISING EVENT				
FOR:				
PAID TO:				
STARK COUNTY DISTRICT LIBRARY				
FOUNDATION				
715 MARKET AVENUE				
CANTON, OH 44702				
TR TRAN#	CS000090000013	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-5000.00	-5000.00	1210000022	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
FLOWERS SCHOLARSHIP ENDOWMENT		**CHANGED** 02/18/13 BR		
FOR:				
PAID TO:				
STARK STATE COLLEGE FOUNDATION				
6200 FRANK AVENUE, N.W.				
NORTH CANTON, OH 44720-7299				
TR TRAN#	CS000090000015	TR CD=146	REG=	PORT=PRIN
10/05/12 CASH DISBURSEMENT	-1000.00	-1000.00	1210000023	
CHARITABLE CONTRIBUTION		BENE DISTRIBUTION WITH NO SSN		
ORTHODONTIC CARE FOR STARK COUNTY CHILDREN		**CHANGED** 02/18/13 BR		
FOR:				
PAID TO:				
BEACON JOURNAL CHARITY FUND				
333 SOUTH MAIN STREET, SUITE 319				
AKRON, OH 44308-1225				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
TR TRAN#=CS000090000016 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-5000.00		-5000.00	1210000024
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
2012 GENERAL OPERATING EXPENSES			**CHANGED** 02/18/13 BR	
FOR:				
PAID TO:				
AKRON CANTON REGIONAL FOODBANK				
350 OPPORTUNITY PARKWAY				
AKRON, OH 44307-2234				
TR TRAN#=CS000090000017 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1350.00		-1350.00	1210000025
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
LEARN TO SWIM PROGRAM, PARTICIPATION OF 30			**CHANGED** 02/18/13 BR	
STUDENTS				
FOR:				
PAID TO:				
ALLIANCE YOUNG MEN'S CHRISTIAN				
ASSOCIATION				
205 S. UNION AVENUE				
ALLIANCE, OH 44601				
TR TRAN#=CS000090000018 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1000.00		-1000.00	1210000026
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
GENERAL SUPPORT			**CHANGED** 02/18/13 BR	
FOR:				
PAID TO:				
BOY SCOUTS OF AMERICA-				
BUCKEYE COUNCIL				
2301 13TH STREET, N.W.				
CANTON, OH 44708-3157				
TR TRAN#=CS000090000020 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-2000.00		-2000.00	1210000027
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
2012 ANNUAL CAMPAIGN			**CHANGED** 02/18/13 BR	
FOR:				
PAID TO:				
BOYS AND GIRLS CLUB OF MASSILLON				
730 DUNCAN STREET, S.W.				
MASSILLON, OH 44647				
TR TRAN#=CS000090000021 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-500.00		-500.00	1210000028
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
GENERAL SUPPORT			**CHANGED** 02/18/13 BR	
FOR:				
PAID TO:				
FIRST TEE OF CANTON INC.				
2525 25TH STREET, N.E.				
CANTON, OH 44705				
TR TRAN#=CS000090000022 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1000.00		-1000.00	1210000029
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
GENERAL OPERATING SUPPORT FOR STARK COUNTY			**CHANGED** 02/18/13 BR	
PROGRAMMING, 100TH ANNIVERSARY CAMPAIGN FOR GIRLS				
FOR:				
PAID TO:				
GIRL SCOUTS OF NORTH EAST OHIO				
ONE GIRL SCOUT WAY				
MACEDONIA, OH 44056 2156				
TR TRAN#=CS000090000023 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-500.00		-500.00	1210000030
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
T.R.U.S.T. ADVENTURE THERAPY CAMP			**CHANGED** 02/18/13 BR	
FOR:				
PAID TO:				
PATHWAY CARING FOR CHILDREN				
6370 WISE AVENUE, N.W.				
NORTH CANTON, OH 44720				
TR TRAN#=CS000090000025 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-2000.00		-2000.00	1210000031
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
PROVIDE TAKE FLIGHT EQUINE ASSISTED THERAPY FOR			**CHANGED** 02/18/13 BR	
SPECIAL NEEDS CHILDREN WHO LIVE IN STARK COUNTY				
FOR:				
PAID TO:				
PEGASUS FARM				
7490 EDISON STREET, NE				
HARTVILLE, OH 44632				
TR TRAN#=CS000090000026 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1200.00		-1200.00	1210000032
CHARITABLE CONTRIBUTION			BENE DISTRIBUTION WITH NO SSN	
GENERAL SUPPORT			**CHANGED** 02/18/13 BR	
FOR:				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
PAID TO:				
PREGNANCY SUPPORT CENTER 4500 22ND STREET NW CANTON, OH 44708				
TR TRAN#-CS000090000028 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1000.00	-1000.00	1210000033	
CHARITABLE CONTRIBUTION				
YOUTH MENTORING PROGRAM FOR BOYS IN KINDERGARTEN				
THROUGH 3RD GRADE THROUGH JUNE 2013				
FOR:				
PAID TO:				
STARK SOCIAL WORKERS NETWORK P.O. BOX 8223 CANTON, OH 44711				
TR TRAN#-CS000090000029 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1500.00	-1500.00	1210000034	
CHARITABLE CONTRIBUTION				
BRIDGE GAP BETWEEN CLIENT FEES AND OPERATIONAL				
COSTS TO PROVIDE TREATMENT TO MALES CONVICTED OF				
DOMESTIC VIOLENCE				
FOR:				
PAID TO:				
VOYAGER PROGRAM INC. 624 MARKET AVENUE, NORTH, SUITE 245 CANTON, OH 44702				
TR TRAN#-CS000090000031 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-1000.00	-1000.00	1210000035	
CHARITABLE CONTRIBUTION				
STRONG KIDS TO CAMP CAMPAIGN				
FOR:				
PAID TO:				
YMCA OF CENTRAL STARK COUNTY- ERIC SNOW Y 1201 30TH STREET N.W., SUITE 200 CANTON, OH 44709				
TR TRAN#-CS000090000033 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-2500.00	-2500.00	1210000036	
CHARITABLE CONTRIBUTION				
YOUTH SPORT PROGRAM - REPLACE OUT OF DATE				
EQUIPMENT AND INVEST IN SPORTS STAFF				
FOR:				
PAID TO:				
YOUNG MEN'S CHRISTIAN ASSOCIATION- MASSILLON 131 TREMONT AVENUE, SE MASSILLON, OH 44646				
TR TRAN#-CS000090000034 TR CD=146 REG= PORT=PRIN				
10/05/12 CASH DISBURSEMENT	-500.00	-500.00	1210000037	
CHARITABLE CONTRIBUTION				
GENERAL SUPPORT				
FOR:				
PAID TO:				
UNITED SERVICE ORGANIZATIONS INC. P.O. BOX 96860 WASHINGTON, DC 20090-6860				
TR TRAN#-CS000090000036 TR CD=146 REG= PORT=PRIN				
12/17/12 CASH DISBURSEMENT	-5000.00	-5000.00	1212000030	
CHARITABLE CONTRIBUTION				
CHRISTMAS GRANT				
FOR:				
PAID TO:				
CANTON EX-NEWSBOYS' ASSOCIATION P.O. BOX 20124 CANTON, OH 44701				
TR TRAN#-CS000204000002 TR CD=146 REG= PORT=PRIN				
12/17/12 CASH DISBURSEMENT	-5000.00	-5000.00	1212000031	
CHARITABLE CONTRIBUTION				
CHRISTMAS GRANT				
FOR:				
PAID TO:				
SALVATION ARMY - ALLIANCE P.O. BOX 2780 ALLIANCE, OH 44601				
TR TRAN#-CS000204000003 TR CD=146 REG= PORT=PRIN				
12/17/12 CASH DISBURSEMENT	-5000.00	-5000.00	1212000032	
CHARITABLE CONTRIBUTION				
CHRISTMAS GRANT				
FOR:				
PAID TO:				
SALVATION ARMY - CANTON 420 MARKET AVENUE SOUTH CANTON, OH 44702				
TR TRAN#-CS000204000004 TR CD=146 REG= PORT=PRIN				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION CHRISTMAS GRANT FOR: PAID TO: SALVATION ARMY - MASSILLON 143 FIRST STREET SE MASSILLON, OH 44646 TR TRAN#-CS000204000005 TR CD=146 REG= PORT=PRIN	-5000.00	-5000.00	1212000033	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION CHRISTMAS GRANT FOR FOOD BANK FOR: PAID TO: ST. JOAN OF ARC CATHOLIC CHURCH FOOD BANK 4940 TUSCARAWAS WEST CANTON, OH 44708 TR TRAN#-CS000204000006 TR CD=146 REG= PORT=PRIN	-6000.00	-6000.00	1212000034	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION FREE ONE-ON-ONE TUTORING TO CHILDREN WITH DYSLEXIA IN CANTON OHIO FOR: PAID TO: CHILDREN'S DYSLEXIA CENTERS INC.- OF CANTON, OHIO 33 MARRETT ROAD LEXINGTON, MA 02421 TR TRAN#-CS000204000007 TR CD=146 REG= PORT=PRIN	-2000.00	-2000.00	1212000035	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION MEMBERSHIP CAMPAIGN FOR GENERAL SUPPORT FOR: PAID TO: FRIENDS OF THE STARK COUNTY DISTRICT LIBRARY 715 MARKET AVENUE N CANTON, OH 44702-1018 TR TRAN#-CS000204000009 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000036	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION 2 - \$1,000 SCHOLARSHIPS FOR STARK COUNTY GED STUDENTS FOR: PAID TO: KENT STATE UNIVERSITY FOUNDATION P.O. BOX 5190 KENT, OH 44242-0001 TR TRAN#-CS000204000010 TR CD=146 REG= PORT=PRIN	-2000.00	-2000.00	1212000037	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION GREEN & WHITE NIGHT SUPPORT TO ENABLE PURCHASE OF IPADS AND LAPTOPS FOR: PAID TO: ST. MICHAEL SCHOOL 3431 ST. MICHAEL BLVD. N.W. CANTON, OH 44718-3016 TR TRAN#-CS000204000012 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000038	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION ALBERT AND EDITH FLOWERS ENDOWED SCHOLARSHIP FOR: PAID TO: WALSH UNIVERSITY 2020 EAST MAPLE STREET NORTH CANTON, OH 44720-3396 TR TRAN#-CS000204000014 TR CD=146 REG= PORT=PRIN	-5000.00	-5000.00	1212000039	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION BUILDING ON THE PROMISE CAMPAIGN TO EXPAND AKRON CAMPUS FOR: PAID TO: CHILDREN'S HOSPITAL MEDICAL CENTER OF AKRON ONE PERKINS SQUARE AKRON, OH 44308-1063 TR TRAN#-CS000204000015 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000040	BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION	-3950.00	-3950.00	1212000041	BENE DISTRIBUTION WITH NO SSN

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
PURCHASE OF BEM TRACK LIFT SYSTEMS TO BE INSTALLED OVER BATHTUBS FOR: PAID TO: HOUSE OF LORETO 2812 HARVARD AVENUE, N.W. CANTON, OH 44709 TR TRAN#=CS000204000017 TR CD=146 REG= PORT=PRIN			**CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION RESPITE CARE PROGRAM IN STARK COUNTY AREA FOR: PAID TO: NATIONAL MULTIPLE SCLEROSIS SOCIETY- OHIO BUCKEYE CHAPTER 6155 ROCKSIDE ROAD, SUITE 202 INDEPENDENCE, OH 44131 TR TRAN#=CS000204000019 TR CD=146 REG= PORT=PRIN	-500.00	-500.00	1212000042 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION 2012 ANNUAL CAMPAIGN FOR: PAID TO: WESTERN STARK FREE CLINIC INC. 820 AMHERST RD. N.E. MASSILLON, OH 44646 TR TRAN#=CS000204000020 TR CD=146 REG= PORT=PRIN	-5000.00	-5000.00	1212000043 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION DISASTER RELIEF SERVICES FOR: PAID TO: AMERICAN NATIONAL RED CROSS- STARK COUNTY CHAPTER 408 9TH STREET SW CANTON, OH 44707 TR TRAN#=CS000204000021 TR CD=146 REG= PORT=PRIN	-500.00	-500.00	1212000044 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT FOR: PAID TO: HAMMER & NAILS INC. P.O. BOX 8224 CANTON, OH 44711-8224 TR TRAN#=CS000204000022 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000045 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION A.B.O.U.T.F.A.C.E.H.A.L.T. GROUP FOR 3 EIGHT WEEK SESSIONS SERVING 15-20 FAMILIES FOR: PAID TO: TURNING POINT 1221 HARRISBURG RD., N.E. P.O. BOX 8003 CANTON, OH 44711 TR TRAN#=CS000204000023 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000046 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION GENERAL SUPPORT FOR: PAID TO: VILLAGE NETWORK P.O. BOX 518 SMITHVILLE, OH 44677 TR TRAN#=CS000204000025 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000047 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION MEYERS LAKE YMCA AFTER SCHOOL CARE FOR: PAID TO: YMCA OF CENTRAL STARK COUNTY- ERIC SNOW Y 1201 30TH STREET N.W., SUITE 200 CANTON, OH 44709 TR TRAN#=CS000204000026 TR CD=146 REG= PORT=PRIN	-1000.00	-1000.00	1212000048 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	
12/17/12 CASH DISBURSEMENT CHARITABLE CONTRIBUTION ERIC SNOW Y(CANTON AREA) TRAVEL BASKETBALL PROGRAM FOR: PAID TO: YMCA OF CENTRAL STARK COUNTY- ERIC SNOW Y	-1000.00	-1000.00	1212000049 BENE DISTRIBUTION WITH NO SSN **CHANGED** 02/18/13 BR	

ACCT L668 12630-00
PREP.3813 ADMN:17 INV:4

FIRSTMERIT BANK, NA
TAX TRANSACTION DETAIL

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RUN 02/19/2013
11:10:46 AM

TAX
CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

1201 30TH STREET N.W., SUITE 200
CANTON, OH 44709

TR TRANS-CS000204000027 TR CD=146 REG- PORT-PRIN

12/17/12 CASH DISBURSEMENT

-1000.00

-1000.00

1212000050

CHARITABLE CONTRIBUTION
PURCHASE PEDIATRIC VACCINES

BENE DISTRIBUTION WITH NO SSN

CHANGED 02/18/13 BR

FOR:

PAID TO:

RICHARD D. WATKINS CANTON COMMUNITY
CLINIC INC.
2725 LINCOLN STREET EAST
CANTON, OH 44707

TR TRANS-CS000204000028 TR CD=146 REG- PORT-PRIN

12/17/12 CASH DISBURSEMENT

-1000.00

-1000.00

1212000051

CHARITABLE CONTRIBUTION
CANTON FOOD DISTRIBUTION MINISTRY

BENE DISTRIBUTION WITH NO SSN

CHANGED 02/18/13 BR

FOR:

PAID TO:

NORTHWEST CHURCH OF CHRIST
3904 38TH STREET, N.W.
CANTON, OH 44718

TR TRANS-CS000204000029 TR CD=146 REG- PORT-PRIN

TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS

-103500 00

0.00

-103500 00

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FIRSTMERIT BANK, N.A.
SUCCESSOR TRUSTEE OF THE
ALBERT W. AND EDITH V. FLOWERS
CHARITABLE FOUNDATION
U/A/D 5/29/1968

ACCOUNT 12630-00

STATEMENT OF ACCOUNT

FOR THE PERIOD

12/01/12 THROUGH 12/31/12

IF YOU HAVE ANY QUESTIONS
CONCERNING YOUR ACCOUNT, PLEASE CONTACT:

BRENDA J. MOUBRAY
(330) 384-7301 / (888) 384-6388

OR

CHRISTOPHER M. DAVIS
(330) 384-7268 / (888) 384-6388

WEALTH MANAGEMENT SERVICES
106 SOUTH MAIN STREET 5TH FLOOR
AKRON, OH 44308

AV00089 06 AV 1.247 MHAUTO T1 0 0150 44145-



THOMSON REUTERS
ATTN: JEFF MASLANICH
24481 DETROIT RD, STE 400
WESTLAKE, OH 44145-1557



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ACCOUNT: 12630-00

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ACCOUNT SUMMARY

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

FOR THE PERIOD 12/01/12 THROUGH 12/31/12

PAGE: 1

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING MARKET VALUE	2,482,736.08	2,375,974.71
ADDITIONS	42,794.98	42,887.79
DISTRIBUTIONS	100,500.01-	176,440.57-
INCOME	8,937.48	69,032.22
REALIZED CAPITAL GAINS/LOSSES	0.00	29,207.56
UNREALIZED CAPITAL GAINS/LOSSES	6,308.14	99,614.96
ENDING MARKET VALUE	2,440,276.67	2,440,276.67



FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

CASH AND MONEY MARKET SUMMARY

FOR THE PERIOD 12/01/12 THROUGH 12/31/12

	THIS PERIOD	CALENDAR YEAR-TO-DATE
BEGINNING CASH AND MONEY MARKET BALANCE	300,639.83	108,926.19
CASH ADDITIONS	42,794.98	42,887.79
DISTRIBUTIONS		
PAYMENTS TO OR FOR BENEFICIARIES	175.05-	175.05-
FEES	1,812.20-	22,904.08-
EXPENSES	55,759.00-	109,012.22-
OTHER DISBURSEMENTS	42,753.76-	44,349.22-
TOTAL DISTRIBUTIONS	100,500.01-	176,440.57-
INCOME		
TAXABLE INTEREST	1,078.13	36,468.76
NON-TAXABLE INTEREST	0.00	0.00
TAXABLE DIVIDENDS	7,103.23	31,549.84
NON TAXABLE DIVIDENDS	0.00	0.00
OTHER INCOME	0.00	0.00
CAPITAL GAINS/DISTRIBUTIONS	756.12	1,013.62
TOTAL INCOME	8,937.48	69,032.22
BUY AND SELL ACTIVITY		
PURCHASES	756.12-	408,145.06-
SALES	0.00	614,855.59
TOTAL BUY AND SELL ACTIVITY	756.12-	206,710.53
ENDING CASH BALANCE	0.00	0.00
ENDING MONEY MARKET BALANCE	251,116.16	251,116.16



ASSET SUMMARY

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

AS OF 12/31/12

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ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	4,051.45-	0.17-%	4,051.45-			
MONEY MARKET FUNDS	251,116.16	10.29 %	251,116.16	0.00	25	0.01 %
U.S. GOVERNMENT AGENCIES	503,028.75	20.61 %	477,198.69	25,830.06	17,406	3.46 %
CORPORATE & FOREIGN BONDS	264,478.50	10.84 %	250,920.00	13,558.50	12,063	4.56 %
COMMON EQUITY SECURITIES	653,937.60	26.80 %	509,431.20	144,506.40	12,815	1.96 %
CLOSED END EQUITY MUTUAL FUND	503,254.35	20.62 %	485,314.77	17,939.58	8,935	1.78 %
TAXABLE FIXED INCOME FUNDS	149,382.99	6.12 %	126,834.94	22,548.05	7,216	4.83 %
CLOSED-END FIXED INCOME (TAX)	115,078.32	4.72 %	115,175.39	97.07-	1,230	1.07 %
PRINCIPAL PORTFOLIO TOTAL	2,436,225.22	99.83 %	2,211,939.70	224,285.52	59,691	2.45 %
INCOME PORTFOLIO						
INCOME CASH	4,051.45	0.17 %	4,051.45			
TOTAL ASSETS	2,440,276.67	100.00 %	2,215,991.15	224,285.52	59,691	2.45 %



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
 ACCOUNT: 12630-00

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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO							
PRINCIPAL CASH							
MONEY MARKET FUNDS							
251,116.16	FEDERATED PRIME OBLIGATIONS FUND	251,116.16 1.000	10.29 %	251,116.16	0.00	25	0.01
U.S. GOVERNMENT AGENCIES							
50,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 09/26/2003 4.625% 10/15/2013	51,749.00 103.498	2.12 %	50,173.80	1,575.20	2,313	4.47
50,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 10/16/2003 4.875% 11/15/2013	52,065.50 104.131	2.13 %	50,750.00	1,315.50	2,438	4.68
50,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 01/16/2004 4.500% 01/15/2014	52,221.00 104.442	2.14 %	49,426.00	2,795.00	2,250	4.31
100,000	FEDERAL FARM CREDIT BANK DTD 04/17/2009 2.625% 04/17/2014 NON CALLABLE	102,260.00 102.260	4.19 %	100,250.00	2,010.00	2,625	2.57
75,000	FEDERAL HOME LOAN BANK DTD 01/13/2010 2.875% 06/12/2015 NON CALLABLE	79,596.75 106.129	3.26 %	76,598.89	2,997.86	2,156	2.71
150,000	FEDERAL FARM CREDIT BANK DTD 01/29/2009 3.750% 01/29/2016 NON CALLABLE	165,136.50 110.091	6.77 %	150,000.00	15,136.50	5,625	3.41



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
TOTAL U.S. GOVERNMENT AGENCIES							
CORPORATE & FOREIGN BONDS							
50,000	WELLS FARGO COMPANY DTD 10/16/2003 4.950% 10/16/2013	51,693.00 103.386	2.12 %	50,465.00	1,228.00	2,475	4.79
50,000	PFIZER INC DTD 02/03/2004 4.500% 02/15/2014	52,258.00 104.516	2.14 %	50,125.00	2,133.00	2,250	4.31
50,000	CITIGROUP INC DTD 05/07/2003 4.875% 05/07/2015	53,155.50 106.311	2.18 %	49,375.00	3,780.50	2,438	4.59
50,000	ANHEUSER-BUSCH COS INC DTD 10/14/2003 5.050% 10/15/2016	57,206.00 114.412	2.34 %	50,955.00	6,251.00	2,525	4.41
50,000	GENERAL ELEC CAP CORP INTERNOTES BOOK ENTRY TRANCHE # TR 00298 0.000% 00/00/0000	50,166.00 100.332	2.06 %	50,000.00	166.00	2,375	4.73
TOTAL CORPORATE & FOREIGN BONDS							
COMMON EQUITY SECURITIES							
423	AMERICAN EXPRESS CO	24,314.04 57.480	1.00 %	18,882.14	5,431.90	338	1.39
56	APPLE INC	29,801.69 532.173	1.22 %	9,841.33	19,960.36	594	1.99



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
292	AUTOMATIC DATA PROCESSING INC	16,623.56 56.930	0.68 %	14,849.39	1,774.17	508	3.06
121	BLACKROCK INC CL A	25,011.91 206.710	1.02 %	20,583.94	4,427.97	726	2.90
199	CHEVRON CORPORATION	21,519.86 108.140	0.88 %	13,534.05	7,985.81	716	3.33
440	COCA COLA CO	15,950.00 36.250	0.65 %	11,503.30	4,446.70	449	2.82
440	DANAHER CORP	24,596.00 55.900	1.01 %	17,029.21	7,566.79	44	0.18
313	ECOLAB INC	22,504.70 71.900	0.92 %	13,976.39	8,528.31	288	1.28
1,038	EMC CORP/MASS	26,261.40 25.300	1.08 %	25,157.01	1,104.39	0	0.00
478	EXPRESS SCRIPTS HLDG	25,812.00 54.000	1.06 %	26,139.43	327.43-	0	0.00
302	EXXON MOBIL CORPORATION	26,138.10 86.550	1.07 %	12,300.46	13,837.64	689	2.64
246	HUMANA INC	16,882.98 68.630	0.69 %	18,167.35	1,284.37-	256	1.52



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
126	INTERNATIONAL BUSINESS MACHINES CORP	24,135.30 191.550	0.99 %	23,569.58	565.72	428	1.77
192	JM SMUCKER CO/THE-NEW	16,558.08 86.240	0.68 %	13,011.56	3,546.52	399	2.41
356	JOHNSON & JOHNSON	24,955.60 70.100	1.02 %	22,210.30	2,745.30	869	3.48
136	MCDONALDS CORP	11,996.56 88.210	0.49 %	7,241.50	4,755.06	419	3.49
434	NIKE INC-CLASS B	22,394.40 51.600	0.92 %	11,039.25	11,355.15	182	0.81
776	ORACLE CORPORATION	25,856.32 33.320	1.06 %	23,235.73	2,620.59	186	0.72
378	PEPSICO INC	25,866.54 68.430	1.06 %	19,886.07	5,980.47	813	3.14
142	PRAXAIR INC	15,541.90 109.450	0.64 %	8,153.51	7,388.39	312	2.01
319	PROCTER & GAMBLE CO	21,656.91 67.890	0.89 %	14,726.54	6,930.37	717	3.31
367	QUALCOMM INC	22,702.47 61.860	0.93 %	22,844.19	141.72-	367	1.62



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
 ACCOUNT: 12630-00

AS OF 12/31/12

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
261	SCHLUMBERGER LTD	18,086.93 69.299	0.74 %	15,734.23	2,352.70	287	1.59
338	TARGET CORP	19,999.46 59.170	0.82 %	19,474.58	524.88	487	2.44
374	THERMO FISHER SCIENTIFIC INC	23,853.72 63.780	0.98 %	22,900.51	953.21	224	0.94
330	TRAVELERS COMPANIES INC	23,700.60 71.820	0.97 %	22,200.16	1,500.44	607	2.56
203	UNION PAC CORP	25,521.16 125.720	1.05 %	16,624.02	8,897.14	560	2.19
321	UNITED TECHNOLOGIES CORP	26,325.21 82.010	1.08 %	20,523.75	5,801.46	687	2.61
510	US BANCORP NEW	16,289.40 31.940	0.67 %	13,977.44	2,311.96	398	2.44
197	YUM! BRANDS INC	13,080.80 66.400	0.54 %	10,114.28	2,966.52	264	2.02
TOTAL COMMON EQUITY SECURITIES		653,937.60	26.80 %	509,431.20	144,506.40	12,815	1.96
CLOSED END EQUITY MUTUAL FUND							
722	FLEXSHARES MORNINGSTAR UPSTREAM NATURAL RESOURCES INDEX FUND	25,717.64 35.620	1.05 %	26,397.69	680.05-	266	1.03



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
ACCOUNT: 12630-00

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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
322	ISHARES CORE S&P SMALL-CAP ETF	25,148.20 78.100	1.03 %	24,304.95	843.25	416	1.65
653	ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	41,008.40 62.800	1.68 %	38,921.79	2,086.61	539	1.31
797	ISHARES RUSSELL MIDCAP INDEX FUND	90,140.70 113.100	3.69 %	77,289.81	12,850.89	1,635	1.81
301	ISHARES TR S&P SMALLCAP/600 BARRA GROWTH INDEX FUND	25,296.04 84.040	1.04 %	22,336.63	2,959.41	355	1.40
544	SPDR GOLD TRUST	88,139.10 162.020	3.61 %	87,437.61	701.49	0	0.00
692	UTILITIES SELECT SECTOR SPDR	24,164.99 34.920	0.99 %	24,805.64	640.65-	1,001	4.14
2,042	VANGUARD FTSE ALL-WORLD EX-US INDEX FUND	93,421.50 45.750	3.83 %	91,105.82	2,315.68	2,746	2.94
2,026	VANGUARD MSCI EMERGING MARKETS ETF	90,217.78 44.530	3.70 %	92,714.83	2,497.05-	1,975	2.19
TOTAL CLOSED END EQUITY MUTUAL FUND		503,254.35	20.62 %	485,314.77	17,939.58	8,935	1.78
TAXABLE FIXED INCOME FUNDS							
6,366.305	LOOMIS SAYLES BOND FUND	96,258.53 15.120	3.94 %	75,183.23	21,075.30	5,545	5.76



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
5,147.719	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	53,124.46 10.320	2.18 %	51,651.71	1,472.75	1,671	3.15
	TOTAL TAXABLE FIXED INCOME FUNDS	149,382.99	6.12 %	126,834.94	22,548.05	7,216	4.83
	CLOSED-END FIXED INCOME (TAX)						
1,134	PIMCO ENHANCED SHORT MATURITY EXCHANGE-TRADED FUND	115,078.32 101.480	4.72 %	115,175.39	97.07 -	1,230	1.07
	PRINCIPAL PORTFOLIO TOTAL	2,436,225.22	99.83 %	2,211,939.70	224,285.52	59,691	2.45



LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE
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AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
INCOME PORTFOLIO							
	INCOME CASH	4,051.45	0.17 %	4,051.45			
TOTAL ASSETS		2,440,276.67	100.00 %	2,215,991.15	224,285.52	59,691	2.45

