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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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 FLINN FOUNDATION		A Employer identification number 86-0421476						
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (602) 744-6800						
1802 N. CENTRAL AVENUE								
City or town, state, and ZIP code PHOENIX, AZ 85004-1506								
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<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"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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							
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								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 194,755,468.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)						

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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	172,814.			
	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	963,005.	963,005.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,116,909.			
	b Gross sales price for all assets on line 6a 22,616,650.				
	7 Capital gain net income (from Part IV, line 2)		8,725,305.		
	8 Net short-term capital gain				
	9 Income modifications			14,615.	
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	1,358,239.	3,940,463.		
	12 Total. Add lines 1 through 11	14,610,967.	13,628,773.	14,615.	
	13 Compensation of officers, directors, trustees, etc.	743,602.	125,629.		617,973.
	14 Other employee salaries and wages	1,486,659.			1,486,659.
	15 Pension plans, employee benefits	578,266.			578,266.
	16a Legal fees (attach schedule) ATCH. 2	22,495.			22,495.
	b Accounting fees (attach schedule) ATCH. 3	74,670.	37,335.		37,335.
	c Other professional fees (attach schedule)	407,425.	407,425.		
	17 Interest		489,886.		
	18 Taxes (attach schedule) (see instructions) ATCH. 5	354,202.	89,437.		2,647.
	19 Depreciation (attach schedule) and depletion	154,689.	15,469.		
	20 Occupancy				
	21 Travel, conferences, and meetings	94,098.	4,427.		89,670.
	22 Printing and publications	72,760.			72,760.
	23 Other expenses (attach schedule) ATCH. 6	899,315.	1,370,909.		779,170.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,888,181.	2,540,517.		3,686,975.
	25 Contributions, gifts, grants paid	6,014,244.			5,250,603.
	26 Total expenses and disbursements. Add lines 24 and 25	10,902,425.	2,540,517.	0	8,937,578.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,708,542.			
	b Net investment income (if negative, enter -0-)		11,088,256.		
	c Adjusted net income (if negative, enter -0-)			14,615.	

USA For Paperwork Reduction Act Notice, see instructions.

*ATCH 4

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		226,392.	56,077.	56,077.
	2	Savings and temporary cash investments		2,438,801.	2,836,651.	2,836,651.
	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)	ATCH 7	175,571,516.	187,582,435.	187,582,435.	
14	Land, buildings, and equipment basis ▶	6,473,521.			ATCH 8	
	Less: accumulated depreciation (attach schedule) ▶	2,409,801.	4,159,714.	4,063,720.	4,063,720.	
15	Other assets (describe ▶)	ATCH 9	451,926.	216,585.	216,585.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		182,848,349.	194,755,468.	194,755,468.	
Liabilities	17	Accounts payable and accrued expenses		37,969.	153,324.	
	18	Grants payable		8,067,990.	8,846,246.	
	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 ▶)	ATCH 10	85,000.	239,000.	
	23	Total liabilities (add lines 17 through 22)		8,190,959.	9,238,570.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		174,657,390.	185,516,898.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	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)		174,657,390.	185,516,898.		
31	Total liabilities and net assets/fund balances (see instructions)		182,848,349.	194,755,468.		

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	174,657,390.
2	Enter amount from Part I, line 27a	2	3,708,542.
3	Other increases not included in line 2 (itemize) ▶	3	7,150,966.
4	Add lines 1, 2, and 3	4	185,516,898.
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	185,516,898.

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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 SEE PART IV SCHEDULE					
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					
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					
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	8,725,305.	
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.

(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	7,806,630.	178,347,440.	0.043772
2010	7,564,146.	182,228,894.	0.041509
2009	7,494,822.	162,684,492.	0.046070
2008	7,919,002.	157,744,266.	0.050202
2007	7,936,061.	200,381,632.	0.039605
2 Total of line 1, column (d)			2 0.221158
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 0.044232
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 187,569,086.
5 Multiply line 4 by line 3			5 8,296,556.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 110,883.
7 Add lines 5 and 6			7 8,407,439.
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 8,937,578.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	110,883.
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	110,883.
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	110,883.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	300,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	300,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		0
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		189,117.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 189,117. 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 checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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 checked="" type="checkbox"/> ARIZONA		
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)	ATCH 12	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
Website address WWW.FLINN.ORG					
14	The books are in care of THE FLINN FOUNDATION	Telephone no (602) 744-6800			
	Located at 1802 N CENTRAL AVENUE	ZIP+4 85012			
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		
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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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 ☐ **5b** X**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 ☐ NoIf "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 13****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 ☒ NoIf "Yes" to 6b, file Form 8870 **6b** X**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 **7b** N/A**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
ATCH 14		636,492.	113,162.	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
ATCH 15		753,270.	181,758.	0

Total number of other employees paid over \$50,000 ☐ **0**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, LLC BOSTON, MA 02110	INVESTMENT CONSULT.	254,067.
ERNST & YOUNG LLP PHOENIX, AZ 85004	AUDIT & TAX SVC	69,170.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE ATTACHED STATEMENT 17	
	2,470,177.
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	46,549,647.
b	Average of monthly cash balances	1b	540,957.
c	Fair market value of all other assets (see instructions)	1c	143,334,864.
d	Total (add lines 1a, b, and c)	1d	190,425,468.
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	190,425,468.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,856,382.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	187,569,086.
6	Minimum investment return. Enter 5% of line 5	6	9,378,454.

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	9,378,454.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	110,883.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	110,883.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,267,571.
4	Recoveries of amounts treated as qualifying distributions	4	14,615.
5	Add lines 3 and 4	5	9,282,186.
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	9,282,186.

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	8,937,578.
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	8,937,578.
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	110,883.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,826,695.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2012)

Page **9****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				9,282,186.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			560,851.	
b Total for prior years 20 <u>10</u> 20 <u>09</u> 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	143,875.			
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	143,875.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>8,937,578.</u>				
a Applied to 2011, but not more than line 2a			560,851.	
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				8,376,727.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	143,875.			143,875.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				761,584.
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Form **990-PF** (2012)

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 18				5,250,603.
Total ▶ 3a				5,250,603.
b Approved for future payment SEE STATEMENT 18				8,839,946.
Total ▶ 3b				8,839,946.

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	963,005.		
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		82,364.	18	12,034,545.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATCH 16 _____		-231,764.		1,594,332.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-149,400.		14,587,553.		
13 Total. Add line 12, columns (b), (d), and (e)						14,438,153.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization
FLINN FOUNDATION

Employer identification number
86-0421476

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

Name of organization **FLINN FOUNDATION**Employer identification number
86-0421476**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS R. BROWN FAMILY FOUNDATION P.O. BOX 31930 TUCSON, AZ 85751	\$ 172,814.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization FLINN FOUNDATION

Employer identification number

86-0421476

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization FLINN FOUNDATION

Employer identification number

86-0421476

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME PER BOOKS		
PARTNERSHIP K-1 INFORMATION:		
INTEREST INCOME	1,353,910.	
DIVIDEND INCOME		578,663.
ROYALTY INCOME		2,564,184.
ORDINARY INCOME/(LOSS)		551,046.
PORTFOLIO INCOME		130,636.
TAMARACK GAS AND OIL COMPANY - ROYALTIES	768.	111,605.
OTHER INCOME	3,561.	768.
		3,561.
TOTALS	<u>1,358,239.</u>	<u>3,940,463.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	22,495.			22,495.
TOTALS	<u>22,495.</u>			<u>22,495.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES - TAX RETURN	21,170.	10,585.		10,585.
AUDIT FEES	53,500.	26,750.		26,750.
TOTALS	<u>74,670.</u>	<u>37,335.</u>		<u>37,335.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGER FEES	133,349.	133,349.
CUSTODY FEES	9,508.	9,508.
CONSULTANT FEES	254,201.	254,201.
OTHER INVESTMENT EXPENSE	10,367.	10,367.
TOTALS	<u>407,425.</u>	<u>407,425.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
K-1 FLOW THRU FOREIGN TAX PAID NET EXCISE TAX ON INVESTMENTS	354,202.	89,437.	2,647.
TOTALS	<u>354,202.</u>	<u>89,437.</u>	<u>2,647.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK & PAYROLL FEES	10,933.		10,933.
INSURANCE	62,666.	2,380.	60,286.
CONSULTING FEES	251,079.		251,079.
PROFESSIONAL DEVELOPMENT	1,994.		1,994.
SUBSCRIPTIONS AND REFERENCES	27,639.		27,639.
EQUIPMENT & REPAIRS	163,235.		163,235.
UTILITIES	68,368.		68,368.
OFFICE SUPPLIES	21,300.		21,300.
POSTAGE & SHIPPING	12,662.		12,662.
TELEPHONE / FAX	23,748.		23,748.
PORTFOLIO DEDUCTIONS		1,222,046.	
BOARD EXPENSES	12,049.	2,410.	9,639.
MEETINGS & PROGRAMS	222,757.		222,757.
ROYALTY INTEREST DEPLETION		144,073.	
CASH BASIS ADJUSTMENT	2,615.		-115,355.
INTEREST & PENALTIES	18,270.		2,615.
MISC EXPENSE			18,270.
TOTALS	<u>899,315.</u>	<u>1,370,909.</u>	<u>779,170.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADAGE CAPITAL PARTNERS, LP	33,957,604.	33,957,604.
ASIA ALTERNATIVES II	1,785,545.	1,785,545.
BENNETT RESTRUCTURING, LP	3,644,065.	3,644,065.
CAPITAL DYNAMICS/HRJ VI US LP	1,553,343.	1,553,343.
CITY OF LONDON	7,887,278.	7,887,278.
COMMONFUND INT'L P.E. III, LP	448,317.	448,317.
COMMONFUND IPE V, LP	897,213.	897,213.
COMMONFUND VENTURE PARTNERS VI	531,324.	531,324.
COMMONFUND VP VII, LP	946,813.	946,813.
COMMONFUND VP VIII, LP	875,912.	875,912.
DAVIDSON KEMPNER L.P.	9,261,345.	9,261,345.
DODGE & COX INCOME FUND	7,926,879.	7,926,879.
DOVER STREET, L.P.	278,162.	278,162.
ENCAP ENERGY FUND VI-B	263,341.	263,341.
ENCAP ENERGY FUND VIII	759,911.	759,911.
FARALLON, LP	1,412,228.	1,412,228.
FIRST STATE ASIA PACIFIC, LP	1,462,369.	1,462,369.
FRONTIER SMID CAP GROWTH LP	4,185,735.	4,185,735.
GOLD ETF	1,580,830.	1,580,830.
HRJ VI INTERNATIONAL LP	1,104,010.	1,104,010.
LEGACY VENTURES VI	383,170.	383,170.
LEXINGTON CAP PARTNERS VII, LP	1,766,161.	1,766,161.
LOOMIS SAYLES GLOBAL BOND FUND	5,612,987.	5,612,987.
MERIT ENERGY PARTNERSHIP	5,430,841.	5,430,841.
MFS INTERNATIONAL GROWTH LLC	7,547,404.	7,547,404.
MONTAG & CALDWELL	6,694,579.	6,694,579.
NATURAL GAS PARTNERS IX, LP	2,937,644.	2,937,644.
NEW SOUTH CASH	4,303,069.	4,303,069.
NYES LEDGE OFFSHORE LTD	23,112,395.	23,112,395.
OAKTREE OPPORTUNITIES FD VIII	2,758,663.	2,758,663.
OAKTREE OPPORTUNITIES FUND II,	188.	188.
OVERLOOK PARTNERS ASIA PACIFIC	4,186,608.	4,186,608.
PARKSTREET PE FUND V	1,189,633.	1,189,633.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ROCKPOINT REAL ESTATE LP	237,634.	237,634.
SILCHESTER, L.P.	19,128,313.	19,128,313.
T. ROWE PRICE NEW ERA FUND	3,603,670.	3,603,670.
TA REALTY VI	1,474,598.	1,474,598.
TAMARACK PETROLEUM	3,070.	3,070.
TAP (GRESHAM) COMMODITY FUND	6,223,616.	6,223,616.
TIFF IV, LP	1,679,540.	1,679,540.
TRANSLATIONAL ACCELERATOR	1,072,563.	1,072,563.
TUCKER ANTHONY PE IV PARK ST	1,110,880.	1,110,880.
VAN ECK INT'L GOLD FUND	1,629,356.	1,629,356.
VANGUARD INTERMED TREASURY	4,733,629.	4,733,629.
TOTALS	<u>187,582,435.</u>	<u>187,582,435.</u>

Flinn Foundation
DECEMBER 31,20112

86-0421476

FORM 990PF, PART II - FIXED ASSETS

=====

LAND	\$ 1,792,529
BUILDING	3,758,509
FURNITURE & FIXTURES	842,483
OTHER	80,000
LESS ACCUMULATED DEPRECIATION	<u>(2,409,801)</u>
	<u><u>4,063,720</u></u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLE	216,585.	216,585.
TOTALS	<u>216,585.</u>	<u>216,585.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX LIABILITY - DEFERRED	139,000.
EXCISE TAX LIABILITY - CURRENT	100,000.
TOTALS	<u>239,000.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CURRENT YEAR UNREALIZED GAINS INVESTMENTS NOT INCLUDED IN COLUMN (A)	7,150,966.
TOTAL	<u>7,150,966.</u>

ATTACHMENT 12FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: THE FLINN FOUNDATION EDU CONFERENCE CTR
CONTROLLED ENTITY'S ADDRESS: 1802 N. CENTRAL AVE.
CITY, STATE & ZIP: PHOENIX, AZ 85004
EIN: N/A
TRANSFER AMOUNT: 467,519.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
PAYMENTS MADE TO OPERATE PROGRAMS AND TRANSFERS OF PROPERTY AND EQUIPMENT

CONTROLLED ENTITY'S NAME: THE FLINN FOUNDATION SCHOLARSHIP PROGRAM
CONTROLLED ENTITY'S ADDRESS: 1802 N. CENTRAL AVE.
CITY, STATE & ZIP: PHOENIX, AZ 85004
EIN: N/A
TRANSFER AMOUNT: 2,220,934.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
PAYMENTS MADE TO OPERATE SCHOLARSHIP PROGRAM

FLINN FOUNDATION
DECEMBER 31, 2012

86-00421476
ATTACHMENT 13

EXPENDITURE RESPONSIBILITY (PART VII-B)

GRANTEE	DATE OF GRANT	AMOUNT OF GRANT	AMOUNT EXPENSED 12/31/2012	DATES OF REPORTS RECEIVED
ARIZONA BIOINDUSTRY ASSOCIATION	February 2012	5,500	5,500	5/17/12 10/23/12 12/13/12

PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT
DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

The Flinn Foundation
 December 31, 2012
 86-0421476
 Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Compensation</u>	<u>Employee Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Linda L. Blessing, Ph.D. Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$20,000	None	None
Drew M. Brown Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$20,361	None	None
Richard J. Caselli, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$21,825	None	None
David J. Gullen, M.D. Chairman* 1802 North Central Ave. Phoenix, AZ 85004	200 Average Hours Yearly	\$32,572	None	None
Shaun A. Kirkpatrick Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$20,036	None	None
Rosellen Papp Treasurer 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$21,807	None	None
Eric Reiman, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$20,000	None	None
W. Scott Robertson Director 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$20,090	None	None

The Flinn Foundation
 December 31, 2012
 86-0421476
 Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Compensation</u>	<u>Employee Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Steven M. Wheeler Vice Chair 1802 North Central Ave. Phoenix, AZ 85004	141 Average Hours Yearly	\$23,861	None	None
Lisa Wilkinson-Fannin Director 1802 North Central Ave. Phoenix, AZ 85004	35 Average Hours**	\$5,000	None	None
Jack B. Jewett President & CEO Assistant Secretary 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2013 Average Hours Yearly	\$259,482	\$78,436	None
Don P. Snider Chief Financial Officer Assistant Treasurer 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2013 Average Hours Yearly	\$171,458	\$34,726	None
	Total	\$636,492	\$113,162	None

*Additional compensation for duties performed in excess of those regularly performed by officers and directors

** Partial year, retired 3/31/12

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
CATHY MCGONIGLE 1802 N. CENTRAL AVE PHOENIX, AZ 85004	EXEC VICE PRESIDENT 45.00	187,509.	33,754. 0
WILLIAM READ, PHD. 1802 N. CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 45.00	175,009.	33,010. 0
NANCY WELCH 1802 N. CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 45.00	161,644.	42,497. 0
BRADLEY HALVORSEN 1802 N. CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 45.00	133,399.	43,170. 0
LISA BAKER 1802 N. CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 45.00	95,709.	29,327. 0
	TOTAL COMPENSATION	<u>753,270.</u>	<u>181,758.</u> 0

ATTACHMENT 15

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME					
TAMARACK PETROLEUM ROYALTIES	900099		14	3,561.	
PARTNERSHIP NET PORTFOLIO INCOME	900099		18	768.	
	525990	-231,764.		1,590,003.	
TOTALS		-231,764.		1,594,332.	

The Flinn Foundation
December 31, 2012
86-0421476

Direct Charitable Activities (Part IX-A)

1. Biomedical Research and Medical Education

The Foundation's historical focus on the bioscience expanded when its Board of Directors voted to focus its entire healthcare funding on this area over the next 10 years. In 2002, the Foundation issued its largest grant ever - \$15 million – for the start-up costs of the Translational Genomics Research Institute, a collaborative research entity that partners with Arizona's public universities, research institutes, research hospitals, and others. In 2005, the Foundation issued an additional grant of \$9 million in support of TGen's ongoing research efforts in the field of protein analysis. In 2007, the Foundation awarded an additional \$10 million to TGen to support the Partnership for Personalized Medicine, a collaborative personalized-medicine research initiative involving TGen, the Biodesign Institute of Arizona State University, and the Fred Hutchinson Cancer Research Center.

\$860,153

2. Flinn Scholars

In partnership with Arizona's public universities the Foundation awards 20 full-cost scholarships to Arizona's top high school seniors for 8 semesters of study at one of three state universities. The Foundation supplements the direct cost of campus study through career counseling, cultural and group activities, and travel to Hungary and Romania to participate in a three-week seminar on NATO and the European Economic Union.

\$611,834

3. Conference Program

The Flinn Foundation owns and operates a conference facility that it makes available at no cost to qualified nonprofit organizations, and to convene business, government, and charitable organizations sharing common charitable objectives with the Foundation.

\$168,261

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Direct Charitable Activities (Part IX-A)

4. Civic Leadership

The Flinn Foundation supports and administers the Arizona Center for Civic Leadership, a three-pronged program to strengthen civic leadership in Arizona. A primary component of the Center is the Flinn-Brown Civic Leadership Academy, which aims to develop future state-level leaders through nonpartisan, objective seminars on policy issues, mentorship and other programs. The Center also involves a leadership collaborative to help local and regional leadership programs to develop and work together on a state wide agenda to expand and enhance civic leadership at all levels. An ongoing communications campaign is also included to increase awareness of civic engagement, involvement, and leadership throughout the state. Additional major financial support for the Center is provided by the Thomas R. Brown Foundations

\$829,929

\$2,470,177

For additional information, see the Grant Summary Section of the Foundation's most recent Annual Report (available at www.flinn.org).

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DATE	GRANT	OF RECIPIENT	INDIVIDUAL:	STATUS	SECTION				PAYMENTS	12/31/2012
11-12	1882	ACHIEVEMENT REWARDS FOR COLLEGE SCIENTISTS PHOENIX, AZ 85016	NO	PUBLIC CHARITY	509(a)(1)	AZ STUDENTS COMPLETING DEGREES IN SCIENCE, MEDICINE, AND ENGINEERING - IN HONOR OF LISA WILKINSON -FANNIN		15,000		0
09-11	1811	ALLIANCE FOR AUDIENCE PHOENIX, AZ 85032	NO	PUBLIC CHARITY	509(a)(1)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT		30,000		0
02-12	1843	ARIZONA BIOINDUSTRY ASSOCIATION CHANDLER, AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	501(c)(6)	2012 BIOSCIENCE EDUCATION AND NETWORKING EVENTS (EXPENDITURE RESPONSIBILITY GRANT)		5,500		0
01-12	1835	ARIZONA CENTENNIAL FOUNDATION PHOENIX, AZ 85007	NO	PUBLIC CHARITY	509(a)(1)	2012 PROGRAM SUPPORT FOR 100TH ANNIVERSARY OF ARIZONA STATEHOOD		5,000		0
09-10	1783	ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	509(a)(1)	ARIZONA ARTS COMMISSION - ARIZONA PARTICIPATION IN THE CULTURAL DATA PROJECT		0		12,500
01-12	1832	ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	509(a)(1)	CENTENNIAL CIVICS PROJECT		5,000		0
09-12	1860	ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	509(a)(1)	2012 ARIZONA GIVES DAY		10,000		0
02-12	1841	ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85016	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509(a)(2)	2012 MEMBERSHIP DUES		6,500		0
02-12	1840	ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85016	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509(a)(2)	2012 ORGANIZATIONAL DEVELOPMENT		8,500		0
11-12	1865	ARIZONA OPERA PHOENIX, AZ 85014	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT		25,000		0
09-11	1807	ARIZONA THEATRE COMPANY PHOENIX, AZ 85003	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT		50,000		0
02-12	1834	ARIZONA TOWN HALL PHOENIX, AZ 85012	NO	PUBLIC CHARITY	509(a)(1)	2012 PROGRAM SUPPORT		10,000		0
06-08	1724	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2008 SCHOLARSHIP AWARDS		58,000		0
06-09	1775	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2009 SCHOLARSHIP AWARDS		139,400		100,800

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DATE	GRANT	OF RECIPIENT	INDIVIDUAL:	STATUS	SECTION	PURPOSE OF GRANT	PAYMENTS	12/31/2012	BALANCE
03-10	1780	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2010 SCHOLARSHIP AWARDS	126,800		214,200
03-11	1848	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2011 SCHOLARSHIP AWARDS	139,400		371,700
03-12	1851	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2012 SCHOLARSHIP AWARDS	100,800		705,600
09-12	1863	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	ARIZONA BIOMARKER ALLIANCE	250,000		750,000
12-12	1881	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	MAYO/ASU MEDICAL SCHOOL PARTNERSHIP	0		500,000
06-11	1804	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2011-2012 SCIENCE AND TECHNOLOGY FESTIVAL	50,000		0
12-12	1885	ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	509(a)(1)	2013 SCIENCE AND TECHNOLOGY FESTIVAL	0		15,000
08-12	1859	ARIZONA STATE UNIV FOUNDATION TEMPE, AZ 85287	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2012-2013 FLINN SCHOLARS ACTIVITIES	3,060		0
09-12	1862	BANNER ALZHEIMER'S INSTITUTE PHOENIX, AZ 85006	NO	PUBLIC CHARITY	509(a)(1)	ALZHEIMER'S PREVENTION INITIATIVE	0		2,000,000
11-12	1883	BARROW NEUROLOGICAL FOUNDATION PHOENIX, AZ 85013	NO	PUBLIC CHARITY	509(a)(1)	NEUROLOGICAL OPERATING ROOM STAFF EDUCATIONAL EFFORTS - IN HONOR OF LISA WILKINSON - FANNIN	10,000		0
06-10	1777	BATTELLE MEMORIAL INSTITUTE COLUMBUS, OHIO 43201	NO	PUBLIC CHARITY	509(a)(2)	ARIZONA BIOMEDICAL & BIOSCIENCE ANALYSIS - PHASE VI	97,224		151,663
06-12	1855	CALA PHOENIX, AZ 85013	NO	PUBLIC CHARITY	509(a)(1)	2012 EXPAND AND ENRICH AUDIENCE PARTICIPATION	10,000		0
12-12	1886	CALA PHOENIX, AZ 85013	NO	PUBLIC CHARITY	509(a)(1)	2013 EXPAND AND ENRICH AUDIENCE PARTICIPATION	0		15,000
09-11	1809	CHILDSPLAY TEMPE, AZ 85281	NO	PUBLIC CHARITY	509(a)(1)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	0		15,000

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DATE	GRANT	OF RECIPIENT	INDIVIDUAL?	STATUS	SECTION				PAYMENTS	12/31/2012
12-11	1829	CITY OF PHOENIX PHOENIX, AZ 85003	NO	GOVERNMENT ENTITY	509(a)(1)	PROMOTE PHOENIX BIOMEDICAL CAMPUS		35,000		0
06-12	1854	CONFERENCE OF SOUTHWEST FOUNDATIONS DALLAS, TX 75201	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509(a)(2)	2012 MEMBERSHIP SUPPORT		3,500		0
06-12	1856	CONFERENCE OF SOUTHWEST FOUNDATIONS DALLAS, TX 75201	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509(a)(2)	2012 ADDITIONAL CONFERENCE PROGRAM SUPPORT		2,500		0
02-12	1836	CRITICAL PATH INSTITUTE TUCSON, AZ 85718	NO	PUBLIC CHARITY	509(a)(2)	DEVELOPMENT OF STRATEGIC OPPORTUNITIES		75,000		150,000
10-12	1864	DESERT BOTANICAL GARDEN PHOENIX, AZ 85008	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT		25,000		0
02-11	1799	DISCOVERY TRIANGLE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	2011-2012 PROGRAM SUPPORT FOR ECONOMIC AND URBAN DEVELOPMENT		25,000		0
12-12	1884	DISCOVERY TRIANGLE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	2013 PROGRAM SUPPORT FOR ECONOMIC AND URBAN DEVELOPMENT		0		15,000
05-11	1845	ECONOMIC COLLABORATIVE OF NORTHERN ARIZONA FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	509(a)(1)	BUILD BIOSCIENCE COLLABORATIONS AND CONSORTIUMS		10,000		0
06-08	1727	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2008 SCHOLARSHIP TRAVEL PROGRAM		10,588		33,038
06-09	1785	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2009 SCHOLARSHIP TRAVEL PROGRAM		39,766		27,425
03-10	1781	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2010 SCHOLARSHIP TRAVEL PROGRAM		49,916		64,245
03-11	1849	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2011 SCHOLARSHIP TRAVEL PROGRAM		67,696		92,304
03-12	1853	FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY	501(c)(3) PRIVATE FOUNDATION	2012 SCHOLARSHIP TRAVEL PROGRAM		0		176,000
03-12	1838	HEALTH RESEARCH ALLIANCE RESEARCH TRIANGLE, NC 27709	NO	MEMBERSHIP- SPONSORED ORGANIZATION	509(a)(2)	2012 DUES		2,000		0

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DATE	GRANT						2012 PAYMENTS	BALANCE 12/31/2012
11-12	1868	HEARD MUSEUM PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
02-12	1828	INSTITUTE FOR INTERNATIONAL EDUCATION NEW YORK, NY 10017	NO	PUBLIC CHARITY	509(a)(1)	2011 FLINN SCHOLARS EUROPEAN SEMINAR	28,682	57,362
09-11	1825	INTERNATIONAL GENOMICS CONSORTIUM PHOENIX, AZ 85003	NO	PUBLIC CHARITY	509(a)(1)	BUSINESS PLAN DEVELOPMENT	200,000	0
12-12	1879	MAYO CLINIC SCOTTSDALE, AZ 85259	NO	PUBLIC CHARITY	509(a)(1)	MAYO CLINIC MEDICAL SCHOOL PARTNERSHIP	0	500,000
09-11	1824	MESA ARTS CENTER FOUNDATION MESA, AZ 85201	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	25,000	0
11-12	1869	MUSEUM OF NORTHERN ARIZONA FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
09-12	1861	NORTHERN ARIZONA CENTER FOR ENTREPRENEURS AND TECHNOLOGY	NO	PUBLIC CHARITY	509(a)(1)	DEVELOP COMPETITIVE BIOSCIENCE GRANT PROGRAM	5,000	0
01-11	1850	NORTHERN ARIZONA UNIVERSITY FLAGSTAFF, AZ 86011	NO	STATE UNIVERSITY	509(a)(1)	2010 SCHOLARSHIP AWARDS	12,100	18,900
02-12	1833	O'CONNOR HOUSE PHOENIX, AZ 85018	NO	PUBLIC CHARITY	509(a)(1)	2012 OPERATING SUPPORT	10,000	0
09-10	1782	PEW CHARITABLE TRUST PHILADELPHIA, PA 19103	NO	PUBLIC CHARITY	509(a)(1)	CULTURAL DATA PROJECT - ARIZONA ARTS ORGANIZATION PARTICIPATION	50,000	90,000
11-12	1870	PHOENIX ART MUSEUM PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
11-12	1866	PHOENIX SYMPHONY PHOENIX, AZ 85003	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	25,000	0
11-12	1871	PHOENIX ZOO - ARIZONA ZOOLOGICAL SOCIETY PHOENIX, AZ 85008	NO	PUBLIC CHARITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000	0
02-12	1842	SCIENCE FOUNDATION ARIZONA PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	2013-2014 PROGRAM SUPPORT	50,000	0

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01-12	1844	SOUTHERN ARIZONA LEADERSHIP COUNCIL TUCSON, AZ 85719	NO	PUBLIC CHARITY	509(a)(1)	ADVANCING BIOSCIENCES IN ARIZONA	10,000		0
09-07	1700	THE TRANSLATIONAL GENOMICS RESEARCH INSTITUTE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	509(a)(1)	PARTNERSHIP FOR PERSONALIZED MEDICINE	2,500,000	1,994,178	
11-12	1872	TUCSON SYMPHONY ORCHESTRA TUCSON, AZ 85705	NO	STATE UNIVERSITY	509(a)(2)	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	50,000		0
12-11	1830	UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NO	STATE UNIVERSITY	509(a)(1)	PRACTICE PLAN FOR THE COLLEGE OF MEDICINE - PHOENIX	39,771		45,229
12-11	1826	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	VISITING SCHOLAR PROGRAM FOR THE COLLEGE OF MEDICINE - PHOENIX	121,000		300,000
06-08	1725	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2008 SCHOLARSHIP AWARDS	52,700		0
06-09	1774	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2009 SCHOLARSHIP AWARDS	60,500		44,100
03-10	1779	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2010 SCHOLARSHIP AWARDS	84,700		132,300
03-11	1846	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2011 SCHOLARSHIP AWARDS	108,900		252,000
03-12	1852	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2011 SCHOLARSHIP AWARDS	37,800		264,600
08-12	1858	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2011-2012 SCHOLARS ACTIVITIES	1,860		0
08-12	1857	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2012-2013 SCHOLARS ACTIVITIES	1,620		0
02-12	1837	UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	509(a)(1)	2012 BUFFMIRE LECTURE	37,120		0
12-12	1888	VALLEY OF THE SUN UNITED WAY PHOENIX AZ 85014	NO	PUBLIC CHARITY	509(a)(1)	2013 MATCHING CONTRIBUTIONS	37,700		0

TOTAL	\$5,250,603	\$9,108,144
LESS DISCOUNT TO PRESENT VALUE	-	-268,198
TOTAL PER GENERAL LEDGER	\$5,250,603	\$8,839,946

990PF, Part IV Schedule of Short-term Capital Gains and Losses

ATTACHMENT 1

[illegible]

JSA
2F0971 1 000

FLINN FOUNDATION

990PF, Part IV Schedule of Long-term Capital Gains and Losses

ATTACHMENT 2

[illegible]

JSA
2F0970 1 000

TOTAL ST & LT = \$8,725,305