Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: JC FLOWERS FOUNDATION

A Employer identification number: 27-2142340

Number and street (or P O box number if mail is not delivered to street address): C/O J.C. FLOWERS & CO LLC, 767 FIFTH AVENUE

Room/suite: 23RD FL

B Telephone number (see instructions): (212) 404-6835

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10153

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 668,059.

J Accounting method: ☐ Cash ☒ Accrual ☐ 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)	2,333,630.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18.	18.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-46,186.			
	b Gross sales price for all assets on line 6a 697,936.				
	7 Capital gain net income (from Part IV, line 2)		631,942.		
	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	2,287,462.	631,960.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	207,044.			207,044.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	14,333.			1,433.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	24,656.			2,466.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	9,993.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	109,490.			109,490.
	22 Printing and publications				
	23 Other expenses (attach schedule)	199,755.			169,219.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	565,271.			489,652.
	25 Contributions, gifts, grants paid	1,409,470.			1,409,470.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,974,741.			1,899,122.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	312,721.			
	b **Net investment income** (if negative, enter -0-)		631,960.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	363,875.	106,878.	106,878.
	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)		10,125.	10,125.
	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) ATCH 1		572,478.	551,056.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	363,875.	689,481.	668,059.
Liabilities	17	Accounts payable and accrued expenses		12,885.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	12,885.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	363,875.	676,596.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ [ ] **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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)	363,875.	676,596.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	363,875.	689,481.	

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	363,875.
2	Enter amount from Part I, line 27a	2	312,721.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	676,596.
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	676,596.

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	631,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,050,039.	1,050,039.	1.000000
2011	800,563.	875,038.	0.914889
2010	622,082.	632,019.	0.984277
2009			
2008			

2	Total of line 1, column (d)	2	2.899166
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	0.966389
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,892,802.
5	Multiply line 4 by line 3	5	1,829,183.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,320.
7	Add lines 5 and 6	7	1,835,503.
8	Enter qualifying distributions from Part XII, line 4	8	1,899,122.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,320.
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	6,320.
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	6,320.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 13,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 13,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	26,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	64.
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	19,616.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 18,000. **Refunded** ▶	11	1,616.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,			
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.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 2	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ HTTP://WWW.JCFLOWERSFOUNDATION.ORG

14 The books are in care of ▶ KATHLEEN HARRISON Telephone no ▶ 212-404-6835

Located at ▶ 767 FIFTH AVENUE, 23RD FLOOR NEW YORK, NY ZIP+4 ▶ 10153

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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)	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	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 2013?	4b		X

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)? **5b** — No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** — No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 3		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 4		124,815.	0	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over $50,000 for professional services . . . ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 WORK WITH COMMUNITIES AND ORGANIZATIONS ON MALARIA CONTROL AND ELIMINATION IN SEVERAL COUNTRIES IN AFRICA. INCLUDES WORKSHOPS TO EDUCATE PEOPLE ON DANGER/CONTROL OF MALARIA.	662,649.
2 WORK WITH ORGANIZATIONS TO HELP RE-INTEGRATE PAROLEES INTO PRODUCTIVE SOCIETY BY FOSTERING INFORMAL SOCIAL NETWORKS IN HARLEM, MANHATTAN.	265,566.
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	461,687.
b	Average of monthly cash balances	1b	120,349.
c	Fair market value of all other assets (see instructions)	1c	1,339,590.
d	**Total** (add lines 1a, b, and c)	1d	1,921,626.
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	1,921,626.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,824.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,892,802.
6	**Minimum investment return.** Enter 5% of line 5	6	94,640.

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	94,640.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,320.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,320.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	88,320.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	88,320.
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	88,320.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,899,122.
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	1,899,122.
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	6,320.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,892,802.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				88,320.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010 622,082.				
d From 2011 800,563.				
e From 2012 1,118,466.				
f Total of lines 3a through e	2,541,111.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,899,122.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				88,320.
e Remaining amount distributed out of corpus	1,810,802.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,351,913.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	4,351,913.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 622,082.				
c Excess from 2011 800,563.				
d Excess from 2012 1,118,466.				
e Excess from 2013 1,810,802.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

J. CHRISTOPHER FLOWERS

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 ▶ [X] 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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 5				
Total ▶ **3a**				1,409,470.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18.	
4 Dividends and interest from securities					
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	-46,186.	
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)				-46,168.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 -46,168.

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Kathleen Harrison — Signature of officer or trustee | 11/12/14 — Date | Treasurer — Title

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

Paid Preparer Use Only

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

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.** ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs gov/form990*	OMB No 1545-0047 **2013**

Name of the organization	Employer identification number
JC FLOWERS FOUNDATION	27-2142340

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization JC FLOWERS FOUNDATION

Employer identification number 27-2142340

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	J.CHRISTOPHER FLOWERS C/ JC FLOWERS & CO, 767 FIFTH AVENUE NEW YORK, NY 10022	$ 2,059,100.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
2	CHRISTIAN AID RC 35 LOWER MARSH WATERLOO LONDON UNITED KINGDOM	$ 167,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	E. NEVILLE ISDELL 1925 W PACES FERRY RD ATLANTA, GA 30327	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
JC FLOWERS FOUNDATION	27-2142340

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
1	10,000 SHS OF ESGR	$ 1,443,100.	07/31/2013

(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 JC FLOWERS FOUNDATION

Employer identification number 27-2142340

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

(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

(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

(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

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1,100 SHS OF ESGR PROPERTY TYPE: SECURITIES				D	01/05/1999	09/27/2013
150,020.		14,234.					135,786.	
		1,000 SHS OF ESGR PROPERTY TYPE: SECURITIES				D	01/05/1999	09/30/2013
135,542.		12,940.					122,602.	
		1,263 SHS OF ESGR PROPERTY TYPE: SECURITIES				D	01/05/1999	10/02/2013
174,564.		16,343.					158,221.	
		1,296 SHS OF ESGR PROPERTY TYPE: SECURITIES				D	01/05/1999	10/11/2013
177,499.		16,770.					160,729.	
		441 SHS OF ESGR PROPERTY TYPE: SECURITIES				D	01/05/1999	10/14/2013
60,311.		5,707.					54,604.	
TOTAL GAIN(LOSS)							631,942.	

ATTACHMENT 1

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ENSTAR STOCK	572,478.	551,056.
TOTALS	572,478.	551,056.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 2

NAME AND ADDRESS

CHRISTIAN AID RC
35 LOWER MARSH
WATERLOO

E. NEVILLE ISDELL
1925 W PACES FERRY RD
ATLANTA, GA 30327

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

ATTACHMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. CHRISTOPHER FLOWERS C/O J.C. FLOWERS & CO LLC 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	PRESIDENT 2.00	0	0	0
SUSAN LASSEN C/O J.C. FLOWERS & CO LLC 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	DIRECTOR 40.00	0	0	0
KATHLEEN HARRISON C/O J.C. FLOWERS & CO LLC 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	TREASURER 5.00	0	0	0
KRISTIN JOHNSON C/O J.C. FLOWERS & CO LLC 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	SECRETARY 1.00			
ANNE W. FLOWERS C/O J.C. FLOWERS & CO LLC 767 FIFTH AVENUE 23RD FL NEW YORK, NY 10153	TRUSTEE 2.00	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 4

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZA PETROW 32 GARFIELD ST WATERTOWN, MA 02472-4915	SR TECH PROG ADVISER 40.00	124,815.	0	0
	TOTAL COMPENSATION	124,815.	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUTISM SPEAKS 1060 STATE ROAD 2ND FLOOR PRINCETON, NJ 08540	N/A PC	RESEARCH AND AWARENESS IN AUTISM	1,000
CENTER FOR COURT INNOVATION 520 EIGHTH AVENUE, 18TH FLOOR NEW YORK, NY 10018	N/A PC	REINTEGRATE PAROLEES INTO PRODUCTIVE SOCIETY	132,106
CHRISTIAN AID 35 LOWER MARSH WATERLOO, LONDON UNITED KINGDOM	N/A NC	TO STRENGTHEN MALARIA CONTROL	72,500
THE CHURCH OF HEAVENLY REST 2 EAST 90TH STREET NEW YORK, NY 10018	N/A PC	RELIGIOUS SERVICES	116,000
HEALTH DEPARTMENT DIOCESE OF ANGOLA CROSS BORDER - TKMI ANGOLA LUANDA ANGOLA	N/A NC	TO STRENGTHEN MALARIA CONTROL	148,681
ANGELICAN DIOCESE OF NAMIBIA CROSS BORDER - TKMI NAMIBIA PO BOX 57, 108 ROBERT MUGABE AVE WINDHOEK NAMIBIA	N/A NC	TO STRENGTHEN MALARIA CONTROL	135,075

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE DIOCESE OF MATEBELAND PO BOX 2422 BULAWAYO ZIMBABWE	N/A NC	TO STRENGTHEN MALARIA CONTROL	117,119
DIRECTIONS FOR OUR YOUTH INC 1200 WATERS PL #105 BRONX, NY 10461	N/A PC	EDUCATION IN BROOKLYN AND BRONX	10,000
EPISCOPAL RELIEF & DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 10017	N/A PC	TO STRENGTHEN MALARIA CONTROL	126,501.
NEW YORK PHILHARMONIC 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023	N/A PC	MUSICAL PURPOSES	75,000
PEDIATRIC AIDS TREATMENT SUPPORT PO BOX 381740 CAMBRIDGE, MA 02238	N/A PC	TO FIGHT HIV IN CHINA	10,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE HARVARD UNIVERSITY CAMBRIDGE, MA 02138	N/A PC	EDUCATIONAL ACTIVITIES	49,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVERDALE COUNTRY SCHOOL 5250 FIELDSTON ROAD RIVERDALE, NY 10471	N/A PC	EDUCATIONAL ACTIVITIES	25,000.
INTERFAITH CENTER OF NEW YORK 475 RIVERSIDE DRIVE, SUITE 540 NEW YORK, NY 10115	N/A PC	REINTEGRATE PAROLEES INTO PRODUCTIVE SOCIETY	78,460
CLINTON HEALTH ACCESS INITIATIVE 383 DORCHESTER AVENUE BOSTON, MA 02127	N/A PC	TO STRENGTHEN MALARIA CONTROL	60,273
AUTISM SCIENCE FOUNDATION 28 WEST 39TH STREET NEW YORK, NY 10018	N/A PC	RESEARCH AND AWARENESS IN AUTISM	2,500
ASTEP 165 W 46TH STREET, SUITE 1303 NEW YORK, NY 10036	N/A PC	ART PROGRAMS FOR YOUTH	10,000
BALLET HISPANICO 167 WEST 89TH STREET NEW YORK, NY 10024	N/A PC	TO PROMOTE BALLET PERFORMANCES	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOY SCOUTS OF AMERICA 350 FIFTH AVENUE, SUITE 7820 NEW YORK, NY 10022	N/A PC	SUPPORT OF THE SUMMER CAMP SCHOLARSHIP APPEAL SCHOLARSHIP APPEAL	10,000
CENTER FOR EMPLOYMENT OPPORTUNITIES 50 BROADWAY, 18TH FLOOR NEW YORK, NY 10004	N/A PC	TO HELP PEOPLE UNDER PAROLE FIND JOBS	6,000.
EPISCOPAL CHARITIES 1047 AMSTERDAM AVE NEW YORK, NY 10025	N/A PC	PARISH-BASED PROGRAMS PROVIDING ASSISTANCE AND OPPORTUNITIES TO CHILDREN AND ADULTS	23,500
EPISCOPAL RELIEF & DEVELOPMENT 815 SECOND AVENUE NEW YORK, NY 100017	N/A PC	TO STRENGTHEN MALARIA CONTROL	10,000
GABRIELLE'S ANGEL FOUNDATION 14 PENN PLAZA, SUITE 1704 NEW YORK, NY 10122	N/A PC	LEUKEMIA, LYMPHOMA AND RELATED CANCERS RESEARCH	500
HABITAT FOR HUMANITY 121 HABITAT ST AMERICUS, GA 31709	N/A PC	PROVIDE SHELTER AND AFFORDABLE HOUSING	100,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL LINCOLN, NE 68508	N/A PC	EDUCATIONAL ACTIVITIES	1,000
SAINT THOMAS CHURCH 1 WEST 53RD ST NEW YORK, NY 10019	N/A PC	RELIGIOUS SERVICES	1,000
UNIVERSITY OF THE SOUTH 735 UNIVERSITY AVENUE SEWANEE, TN 37383	N/A PC	EDUCATIONAL ACTIVITIES	40,000
THE FUND FOR PARK AVENUE 445 PARK AVENUE, SUITE 1000 NEW YORK, NY 10022	N/A PC	PLANTING AND MAINTENANCE OF PARK AVENUE	1,000
THE HARVARD-RADCLIFFE ORCHESTRA MUSIC BUILDING, HARVARD UNIVERSITY CAMBRIDGE, MA 02138	N/A PC	MUSICAL PURPOSES	5,000
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A PC	MUSICAL PURPOSES	24,755

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 5 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10065	N/A PC	SUPPORT CANCER RESEARCH AND PROGRAMS	2,000
COLUMBIA UNIVERSITY 662 WEST 113TH ST NEW YORK, NY 10025	N/A PC	MULTIPLE SCLEROSIS RESEARCH	10,000.
WELLSPRING 21 ARCH BRIDGE ROAD BETHLEHEM, CT 06751	N/A PC	PROMOTE MENTAL HEALTH	1,000
WORLD WILDLIFE FUND 1250 24TH ST WASHINGTON, DC 20037	N/A PC	PROTECT NATURE AND WILDLIFE	1,000
ST ANDREWS SCHOOL 350 NOXONTOWN RD MIDDLETON, DE 19709	N/A PC	EDUCATIONAL PURPOSES	2,500
		TOTAL CONTRIBUTIONS PAID	1,409,470

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: JC FLOWERS FOUNDATION

Employer identification number: 27-2142340

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	697,936.	65,994.		631,942.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	631,942.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			631,942.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			631,942.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) or **b** $3,000 . . . . 20 (   )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38 If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
JC FLOWERS FOUNDATION

Social security number or taxpayer identification number
27-2142340

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
1,100 SHS OF ESGR	01/05/1999	09/27/2013	150,020.	14,234.			135,786.
1,000 SHS OF ESGR	01/05/1999	09/30/2013	135,542.	12,940.			122,602.
1,263 SHS OF ESGR	01/05/1999	10/02/2013	174,564.	16,343.			158,221.
1,296 SHS OF ESGR	01/05/1999	10/11/2013	177,499.	16,770.			160,729.
441 SHS OF ESGR	01/05/1999	10/14/2013	60,311.	5,707.			54,604.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			697,936.	65,994.			631,942.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: KASPAROV CHESS FOUNDATION INC., 80 JESSE COURT, MONTVILLE, NJ 07045;

2. THE GRANT WAS MADE ON APRIL 24, 2012, AND THE AMOUNT OF THE GRANT WAS $20,500;

3. THE PURPOSE OF THE GRANT IS TO PROMOTE AND ENCOURAGE THE STUDY AND PLAY OF CHESS AS A MEANS OF INTELLECTUAL DEVELOPMENT AMONG CHILDREN;

4. THE AMOUNT EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THOESE PURPOSES ARE $20,500;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS NOVEMBER 10, 2014; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: CHRISTIAN AID, 35 LOWER MARSH, WATERLOO, LONDON, UNITED KINGDOM;

2. THE GRANTS WERE MADE ON JANUARY 27, 2012, AND MAY 9, 2012, AND THE AMOUNTS OF THE GRANTS WERE $100,000 AND $100,000, RESPECTIVELY;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT THE GRANTEE'S CHARITABLE AND EDUCATIONAL PROGRAMS;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THOSE PURPOSES ARE $200,000;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT FROM THE GRANTEE IS JANUARY 28, 2013; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: ZAMBIA ANGLICAN COUNCIL, 10 NKANCHIBAYA ROAD, RHODESPARK, LUSAKA, ZAMBIA;

2. THE GRANTS WERE MADE ON MARCH 14, 2012, JUNE 4, 2012, AND JULY 12, 2012, AND THE AMOUNTS OF THE GRANTS WERE $13,443, $1,221, AND $9,906, RESPECTIVELY;

3. THE PURPOSE OF THE GRANT IS TO PURCHASE SUPPLIES NEEDED TO EXPAND/BUILD THE NEW SCHOOL;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THOSE PURPOSES ARE $24,570;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT RECEIVED FROM THE GRANTEE IS NOVEMBER 7, 2013; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FEDERAL FOOTNOTES

FORM 990-PF, PART VII-B, QUESTION 5C

THE J.C. FLOWERS FOUNDATION (THE "FOUNDATION") CLAIMS EXEMPTION FROM THE TAX BECAUSE IT MAINTAINED EXPENDITURE RESPONSIBILITY AND HEREBY PROVIDES THE STATEMENT REQUIRED BY TREAS. REG. § 53.4945-5(D).

1. THE GRANTEE IS: CHRISTIAN AID, 35 LOWER MARSH, WATERLOO, LONDON, UNITED KINGDOM;

2. THE GRANTS WAS MADE ON FEBRUARY 14, 2013, AND THE AMOUNT OF THE GRANT WAS $72,500;

3. THE PURPOSE OF THE GRANT IS TO SUPPORT THE GRANTEE'S CHARITABLE AND EDUCATIONAL PROGRAMS;

4. THE AMOUNTS EXPENDED BY THE GRANTEE TOWARDS ACCOMPLISHMENT OF THOSE PURPOSES ARE $72,500;

5. TO THE BEST OF THE FOUNDATION'S KNOWLEDGE, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS (OR ANY INCOME THEREFROM) FROM THE PURPOSE OF THE GRANT;

6. THE DATE OF THE REPORT FROM THE GRANTEE IS MARCH 20, 2014; AND

7. THE FOUNDATION HAS NOT UNDERTAKEN AN INVESTIGATION OF THE GRANTEE'S REPORTS BECAUSE IT HAS NO REASON TO BELIEVE THAT THOSE REPORTS ARE OF DUBIOUS ACCURACY OR RELIABILITY.

FEDERAL FOOTNOTES

FORM 990-PF, PART X, 1C

THE AMOUNT SHOWN ON PART X, LINE 1C IS AN ADDITIONAL AMOUNT SO THAT THE 2013 DISTRIBUTION RATIO WILL NOT EXCEED 100%.