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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2013**Department of the Treasury  
Internal Revenue Serviceor 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](http://www.irs.gov/form990pf)**Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation **ALBERT W. & EDITH V. FLOWERS CHARITABLE**  
**12630-00**A Employer identification number  
**34-6608643**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

**106 SOUTH MAIN STREET, STE 16****330-384-7301**

City or town, state or province, country, and ZIP or foreign postal code

**AKRON, OH 44308**

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at  
end of year (from Part II, col (c), line  
16) **\$ 2,580,490.**J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)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 ☐**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	64,583.	64,583.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	83,313.			
b Gross sales price for all assets on line 6a <b>1,043,009.</b>				
7 Capital gain net income (from Part IV, line 2)		83,313.		
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	147,896.	147,896.		
13 Compensation of officers, directors, trustees, etc.	22,029.	11,015.		11,015.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,943.	971.	NONE	971.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	1,208.	799.		200.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	137.	69.		69.
24 Total operating and administrative expenses. Add lines 13 through 23	25,317.	12,854.	NONE	12,255.
25 Contributions, gifts, grants paid	105,850.			105,850.
26 Total expenses and disbursements Add lines 24 and 25	131,167.	12,854.	NONE	118,105.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	16,729.			
b Net investment income (if negative, enter -0-)		135,042.		
c Adjusted net income (if negative, enter -0-)				
<b>Operating and Administrative Expenses</b>				

ENVELOPE  
POSTMARK DATE MAY 13 2014

SCANNED MAY 21 2014

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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 . . . . .				
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans . . . . .				
	13	Investments - other (attach schedule) . . . . .	2,215,991.	2,232,714.	2,580,490.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶) . . . . .					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,215,991.	2,232,714.	2,580,490.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule) . . . .				
	22	Other liabilities (describe ▶) . . . . .				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	2,215,991.	2,232,714.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds .				
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,215,991.	2,232,714.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,215,991.	2,232,714.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	2,215,991.
2	Enter amount from Part I, line 27a . . . . .	2	16,729.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,232,720.
5	Decreases not included in line 2 (itemize) ▶ <b>ROUNDING</b>	5	6.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	2,232,714.

Form 990-PF (2013)

**Part IV Capital Gains and Losses for Tax on Investment Income**(a) List and describe the kind(s) of property sold (e.g., real estate,  
2-story brick warehouse, or common stock, 200 shs MLC Co.)(b) How  
acquired  
P - Purchase  
D - Donation(c) Date  
acquired  
(mo, day, yr)(d) Date sold  
(mo, day, yr)**1a PUBLICLY TRADED SECURITIES**

<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 1,043,009.		959,696.	83,313.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			83,313.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	83,313.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<b>3</b>	

**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	116,125.	2,451,949.	0.047360
2011	118,798.	2,471,228.	0.048072
2010	112,267.	2,401,413.	0.046750
2009	128,268.	2,219,686.	0.057787
2008	145,721.	2,600,349.	0.056039

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.256008
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.051202
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	2,503,413.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	128,180.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,350.
<b>7</b> Add lines 5 and 6	<b>7</b>	129,530.
<b>8</b> 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.	<b>8</b>	118,105.

**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)		1	2,701.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	2,701.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	2,701.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	1,724.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7	1,724.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	977.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		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 type="checkbox"/> OH		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ FirstMerit Bank, NA	Telephone no ▶ (330) 384-7301		
Located at ▶ 106 S MAIN ST, STE 500, AKRON, OH		ZIP+4 ▶ 44308		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year . . . . .		▶ 15		
16	At any time during calendar year 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a Applying 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)?	<input type="checkbox"/>	1b	X
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?	<input type="checkbox"/>	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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)	<input type="checkbox"/>	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 <input type="checkbox"/>	<input type="checkbox"/>		
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 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)	<input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/>	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?	<input type="checkbox"/>	4b	X

Form **990-PF** (2013)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

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
FIRST MERIT BANK NA 106 S Main St #500, Akron, OH 44308	Trustee 2	22,029.	-0-	-0-
Ronald B. Tynan, Sr 3021 12th Street, NW, Massillon, OH 44646	Chairman 1	-0-	-0-	-0-
Charles Tyburski 1000 United Bank Plaza 220 Market S, Canton, OH 44702	Comm Member 1	-0-	-0-	-0-
F. E. McCullough, CPA 3637 McDowell St, NE, North Canton, OH 44721	Comm. Member 1	-0-	-0-	-0-

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

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

**Total number of other employees paid over \$50,000** ☐ **NONE**

Form 990-PF (2013)

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

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

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

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

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

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	2,525,726.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	15,810.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,541,536.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,541,536.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	38,123.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	2,503,413.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	125,171.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	125,171.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	2,701.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,701.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	122,470.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	122,470.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	122,470.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	118,105.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	118,105.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	118,105.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				122,470.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			105,791.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>118,105.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . .			105,791.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				12,314.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				110,156.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . .	NONE			
<b>b</b> Excess from 2010 . . .	NONE			
<b>c</b> Excess from 2011 . . .	NONE			
<b>d</b> Excess from 2012 . . .	NONE			
<b>e</b> Excess from 2013 . . .	NONE			

**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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 6

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

N/A

c Any submission deadlines

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year  SEE STATEMENT 21				105,850.
<b>Total</b> .....			▶ <b>3a</b>	105,850.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

[illegible]

<b>13 Total.</b> Add line 12, columns (b), (d), and (e) . . . . .	<b>13</b>	<u>147,896.</u>
(See worksheet in line 13 instructions to verify calculations )		

[illegible]

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

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

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.

**Sign  
Here**

correct, and complete. Declaration of preparer (other than taxpayer)  
**FIRSTMERIT BANK, N.A.**

BY Brenda L. Maabrey  
Signature of officer or trustee **Client Advisor** Date

Date \_\_\_\_\_

Title

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

**Paid  
Preparer  
Use Only**

---

Print/Type preparer's name

RONALD SHOEMAKER

Preparer's signature

Date	
------	--

~~04/28/2014~~

Check ☐ if self-employed

PTIN
------

P00021964

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's EIN ▶ 34-6565596

Firm's address ► 950 MAIN STREET  
CLEVELAND, OH

44113

Phone no 419-321-6096

Form **990-PF** (2013)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AMERICAN EXPRESS CO	364.	364.
AMGEN INC	47.	47.
ANHEUSER BUSCH 5.050% 10/15/16	2,525.	2,525.
APPLE COMPUTER INC	646.	646.
AUTOMATIC DATA PROCESSING INC	127.	127.
BLACKROCK INC CL A	738.	738.
CHEVRONTXACO CORP	749.	749.
CITIGROUP INC	2,438.	2,438.
COCA-COLA CO	489.	489.
DANAHER CORP	32.	32.
E M C CORPORATION	209.	209.
ECOLAB INC	200.	200.
EXXON MOBIL CORP	709.	709.
FFCB 3.750% 1/29/16	5,625.	5,625.
FFCB 2.625% 4/17/14	2,625.	2,625.
FHLB 2.875% 6/12/15	2,156.	2,156.
FHLMC 4.875% 11/15/13	2,438.	2,438.
FHLMC 4.500% 1/15/14	2,250.	2,250.
FNMA 4.625% 10/15/13	2,313.	2,313.
FEDERATED INST HI YLD BOND FUND	104.	104.
FED SHORT TERM INC FUND #65	773.	773.
FEDER TOTAL RETURN BOND FUND #328	1,483.	1,483.
FIRSTMERIT PRIVATEBANK CASH ACCOUNT	99.	99.
GENERAL ELEC CAP COR 4.750% 3/15/17	2,375.	2,375.
HONEYWELL INTERNATIONAL INC	343.	343.
HUMANA INC	64.	64.
INTERNATIONAL BUSINESS MACHINE CORP	219.	219.
ISHARES RUSSELL MIDCAP ETF	2,498.	2,498.
ISHARES TRUST S&P SM CAP 600	974.	974.
JOHNSON & JOHNSON CO	865.	865.
LOOMIS SAYLES BOND FUND	3,759.	3,759.
MC DONALDS CORP	442.	442.
CVW254 I668 04/28/2014 11:36:33	12630-00	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERATED PRIME OBLIGATIONS FD	9.	9.
NIKE INC CLASS B	274.	274.
OPPENHEIMER INTL BOND FD-Y	79.	79.
OPPENHEIMER SR FLOAT RATE Y	34.	34.
ORACLE SYSTEMS CORP.	173.	173.
OPPENHEIMER DEVELOPING MKT-Y	778.	778.
PEPSICO INC	406.	406.
PFIZER INC	2,250.	2,250.
PIMCO ENHANCED SHORT MATURITY ETF	289.	289.
PRAXAIR INC	317.	317.
PROCTER & GAMBLE CO	706.	706.
QUALCOMM INC	480.	480.
SCHLUMBERGER LTD	315.	315.
UTILITIES SELECT SECTOR SPDR	218.	218.
JM SMUCKER CO/THE-NEW COM	369.	369.
TARGET CORP	512.	512.
THERMO ELECTRON CORP	217.	217.
TRAVELERS COMPANIES INC	651.	651.
US BANCORP	427.	427.
UNION PACIFIC CORP	417.	417.
UNITED TECHNOLOGIES CORP	661.	661.
VANGUARD FTSE DEVELOPED MARKETS ETF	1,198.	1,198.
VANGUARD INFLATION PROTECTED	160.	160.
VANGUARD INTM TERM INV G-INV	3,446.	3,446.
VANGUARD FTSE ALL-WORLD EX-US	3,456.	3,456.
VANGUARD FTSE EMERGING MARKETS ETF	3,478.	3,478.
VISA INC	44.	44.
WELLS FARGO CO	2,475.	2,475.
YUM! BRANDS INC	66.	66.
	-----	-----
TOTAL	64,583.	64,583.
	=====	=====



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	67.	33.		33.
OTHER ALLOCABLE EXPENSE-INCOME	725.	363.		363.
TAX PREPARATION FEE (NON-ALLOC	1,151.	575.		575.
	-----	-----	-----	-----
TOTALS	1,943.	971.	NONE	971.
	=====	=====	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER TAXES	200.		200.
FEDERAL ESTIMATES - PRINCIPAL	209.		
FOREIGN TAXES ON QUALIFIED FOR	546.	546.	
FOREIGN TAXES ON NONQUALIFIED	253.	253.	
	-----	-----	-----
TOTALS	1,208.	799.	200.
	=====	=====	=====

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	137.	69.	69.
TOTALS	137.	69.	69.
	=====	=====	=====

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

34-6608643

RECIPIENT NAME:

Brenda Moubray

ADDRESS:

FirstMerit Bank, NA

Akron, OH 44308

RESTRICTIONS OR LIMITATIONS ON AWARDS:

Awards generally granted to qualifying organizations in  
Stark county.

STATEMENT 6

## RECIPIENT NAME:

CANTON MUSEUM OF ART

## ADDRESS:

1001 MARKET AVENUE N

CANTON, OH 44702

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

## RECIPIENT NAME:

CANTON SYMPHONY ORCHESTRA

ASSOCIATION

## ADDRESS:

1001 MARKET AVENUE NORTH

CANTON, OH 44702

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

CUYAHOGA VALLEY PRESERVATION

&amp; SCENIC RAILWAY ASSOCIATION

## ADDRESS:

PO BOX 158

PENINSULA, OH 44264

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

ALBERT W. & EDITH V. FLOWERS CHARITABLE 34-6608643  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:  
NORTH CANTON PLAYHOUSE  
ADDRESS:  
525 SEVENTH STREET, NE  
NORTH CANTON, OH 44720  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
OHIO OUTDOOR HISTORICAL DRAMA  
ASSOCIATION TRUMPET IN THE LAND  
ADDRESS:  
PO BOX 450  
NEW PHILADELPHIA, OH 44663  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
THE PERRY HISTORY CLUB INC.  
ADDRESS:  
PO BOX 80575  
CANTON, OH 44708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

SPRING HILL HISTROIC HOME INC.

ADDRESS:

1401 SPRINGHILL LANE, NE

MASSILLON, OH 44646

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

STARK COUNTY HISTORICAL SOCIETY

MCKINLEY PRESIDENTIAL LIBRARY

ADDRESS:

800 MCKINLEY MONUMENT DRIVE, NW

CANTON, OH 44708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

CENTRAL CATHOLIC HIGH SCHOOL

ADDRESS:

4824 WEST TUSCARAWAS STREET

CANTON, OH 44708

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

STATEMENT 9

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

HERITAGE CHRISTIAN SCHOOLS OF  
OHIO INC.

ADDRESS:

2107 6TH STREET, SW  
CANTON, OH 44706

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

INVENT NOW INC.

ADDRESS:

3701 HIGHLAND PARK NW  
NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

ST . THOMAS AQUINAS HIGH SCHOOL

ADDRESS:

2121 RENO DRIVE NE  
LOUISVILLE, OH 44641

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 3,000.



ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

STARK COUNTY COMMUNITY  
ACTION AGENCY

ADDRESS:

4110 MEADOWVIEW DR., NW  
CANTON, OH 44718

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

STARK COUNTY DISTRICT LIBRARY  
FOUNDATION

ADDRESS:

715 MARKET AVE., N  
CANTON, OH 44701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

STARK STATE COLLEGE FOUNDATION

ADDRESS:

6200 FRANK AVE., NW  
NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

STATEMENT 11

## RECIPIENT NAME:

BEACON JOURNAL CHARITY FUND INC.

## ADDRESS:

50 SOUTH MAIN STREET, SUITE LL 100

AKRON, OH 44308

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

AKRON CANTON REGIONAL FOODBANK

## ADDRESS:

350 OPPORTUNITY PARKWAY

AKRON, OH 44307

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

ALLIANCE YOUNG MENS CHRISTIAN

ASSOCIATION

## ADDRESS:

205 S. UNIO AVENUE

ALLIANCE, OH 44601

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,350.

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BOYS AND GIRLS CLUB OF MASSILLON

ADDRESS:

730 DUNCAN STREET, SW

MASSILLON, OH 44647

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

MEALS ON WHEELS OF STARK AND

WAYNE COUNTIES

ADDRESS:

2363 NAVE ST., SE

MASSILLON, OH 44646

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,500.

RECIPIENT NAME:

PATHWAY CARING FOR CHILDREN

ADDRESS:

4895 DRESSLER ROAD, NW

CANTON, OH 44718

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

STATEMENT 13

RECIPIENT NAME:

PEGASUS FARM

ADDRESS:

7490 EDISON ST., NE  
HARTVILLE, OH 44632

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

UNITED SERVICES ORGANIZATIONS INC.

ADDRESS:

PO BOX 96860  
WASHINGTON, DC 20077

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

YOUNG MEN'S CHRISTIAN ASSOCIATION

ADDRESS:

131 TREEMONT AVE., SE  
MASSILLON, OH 44646

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 4,000.

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CANTON EX-NEWBOYS ASSOCIATION

ADDRESS:

PO BOX 20124

CANTON, OH 44701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:

SALVATION ARMY - ALLIANCE

ADDRESS:

PO BOX 2780

ALLIANCE, OH 44601

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:

SALVATION ARMY - CANTON

ADDRESS:

420 MARKET AVENUE SOUTH

CANTON, OH 44702

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 6,000.

## RECIPIENT NAME:

SALVATION ARMY - MASSILLON

## ADDRESS:

143 FIRST STREET SE

MASSILLON, OH 44646

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 6,000.

## RECIPIENT NAME:

ST JOAN OF ARC CATHOLIC

CHURCH FOOD BANK

## ADDRESS:

4940 TUSCARAWAS WEST

CANTON, OH 44708

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 7,000.

## RECIPIENT NAME:

FRIENDS OF THE STARK COUNTY

DISTRICT LIBRARY

## ADDRESS:

715 MARKET AVENUE, N

CANTON, OH 44702

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

GENERAL SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

SISTERS OF CHARITY HEALTH SYSTEM

ADDRESS:

1718 CLEVELAND AVENUE, NW  
CANTON, OH 44703

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

WALSH UNIVERSITY

ADDRESS:

2020 EAST MAPLE STREET  
NORTH CANTON, OH 44720

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

NATIONAL MULTIPLE SCLEROSIS SOCIETY  
OHIO BUCKEYE CHAPTER

ADDRESS:

6155 ROCKSIDE ROAD, SUITE 202  
INDEPENDENCE, OH 44131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

AMERICAN NATIONAL RED CROSS  
STARK COUNTY CHAPTER

ADDRESS:

408 9TH STREET SW  
CANTON, OH 44707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

FIRST TEE OF CANTON INC

ADDRESS:

2525 25TH STREET  
CANTON, OH 44705

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 500.

RECIPIENT NAME:

GIRLS SCOUTS OF NE OHIO

ADDRESS:

ONE GIRL SCOUT WAY  
MACEDONIA, OH 44056

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.



ALBERT W. & EDITH V. FLOWERS CHARITABLE

34-6608643

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

HAMMER & NAILS INC.

ADDRESS:

PO BOX 8224

CANTON, OH 44711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

STARK SOCIAL WORKERS NETWORK

ADDRESS:

PO BOX 8223

CANTON, OH 44711

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:

YMCA OF CENTRAL STARK COUNTY

ADDRESS:

1201 30TH AVENUE, SUITE 200

CANTON, OH 44709

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
BOY SCOUTS OF AMERICA  
BUCKEYE COUNCIL  
ADDRESS:  
2301 13TH STREET NW  
CANTON, OH 44708  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
NORTHWEST CHURCH OF CHRIST  
ADDRESS:  
3904 38TH STREET NW  
CANTON, OH 44718  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
MALONE UNIVERSITY  
ADDRESS:  
2600 CLEVELAND AVENUE, NW  
CANTON, OH 44709  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

ALBERT W. & EDITH V. FLOWERS CHARITABLE 34-6608643  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

RECIPIENT NAME:

HABITAT FOR HUMANITY OF GREATER  
STARK AND CARROLL COUNTIES

ADDRESS:

1400 RAFF ROAD, SW  
CANTON, OH 44710

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

TOTAL GRANTS PAID:

105,850.

=====

STATEMENT 21

20131231S1

THOMSONREUTE

\*\*\*068212630-00

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

ACCOUNT 12630-00

STATEMENT OF ACCOUNT

AS OF

12/31/13

THOMSONREUTE  
THOMSON REUTERS  
ATTN JEFF MASLANICH  
24481 DETROIT RD, STE 400  
WESTLAKE, OH 44145

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

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

OR

CHRISTOPHER J. CREAHAN  
(330) 384-7268 / (888) 384-6388

OR

CLIENT ADVISOR - STEVEN W. FOSTER  
(330) 384-7306 / (888) 384-6388

PRIVATEBANK - AKRON  
106 SOUTH MAIN STREET 5TH FLOOR  
AKRON, OH 44308

TABLE OF CONTENTS

FLOWERS FOUNDATION - SUCC. TRUSTEE  
ACCOUNT: 12630-00

<u>DESCRIPTION</u>	<u>PAGE</u>
ASSET SUMMARY . . . . .	1
LIST OF ASSETS . . . . .	2

## ASSET SUMMARY

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT 12630-00

PAGE: 1

AS OF 12/31/13

<u>ASSET CATEGORY</u>	<u>MARKET VALUE</u>	<u>PERCENT OF ACCOUNT</u>	<u>FEDERAL TAX COST</u>	<u>UNREALIZED GAIN/LOSS (COST VS MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET</u>
<u>PRINCIPAL PORTFOLIO</u>						
PRINCIPAL CASH	2,524.98-	0.10-%	2,524.98-			
CASH EQUIVALENTS	111,608.30	4.33 %	111,608.30	0.00	112	0.10 %
U S GOVERNMENT AGENCIES	388,806.00	15.07 %	376,274.89	12,531.11	12,656	3.26 %
CORPORATE & FOREIGN BONDS	158,317.00	6.14 %	150,455.00	7,862.00	7,213	4.56 %
COMMON EQUITY SECURITIES	765,913.61	29.68 %	486,206.99	279,706.62	12,748	1.66 %
INTL EQUITY MUTUAL FUNDS	143,930.97	5.58 %	144,913.47	982.50-	625	0.43 %
CLOSED END EQUITY MUTUAL FUND	567,756.18	22.00 %	508,345.26	59,410.92	9,537	1.68 %
INTL FIXED INCOME MUTUAL FUNDS	24,764.50	0.96 %	25,008.79	244.29-	1,006	4.06 %
TAXABLE FIXED INCOME FUNDS	419,219.82	16.25 %	429,727.35	10,507.53-	12,411	2.96 %
PRINCIPAL PORTFOLIO TOTAL	<u>2,577,791.40</u>	<u>99.90 %</u>	<u>2,230,015.07</u>	<u>347,776.33</u>	<u>56,307</u>	<u>2.18 %</u>
<u>INCOME PORTFOLIO</u>						
INCOME CASH	2,698.92	0.10 %	2,698.92			
TOTAL ASSETS	<u>2,580,490.32</u>	<u>100.00 %</u>	<u>2,232,713.99</u>	<u>347,776.33</u>	<u>56,307</u>	<u>2.18 %</u>

## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT 12630-00

PAGE: 2

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>							
	PRINCIPAL CASH	2,524.98-	0.10-%	2,524.98-			
<u>CASH EQUIVALENTS</u>							
111,608 3	FIRSTMERIT PRIVATEBANK CASH ACCOUNT	111,608.30 1 000	4.33 %	111,608.30	0.00	112	0.10 %
<u>U S. GOVERNMENT AGENCIES</u>							
50,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 01/16/2004 4 500% 01/15/2014	50,078.50 100 157	1.94 %	49,426.00	652.50	2,250	4.49 %
100,000	FEDERAL FARM CREDIT BANK DTD 04/17/2009 2.625% 04/17/2014 NON CALLABLE	100,727 00 100.727	3.90 %	100,250.00	477.00	2,625	2.61 %
75,000	FEDERAL HOME LOAN BANK DTD 01/13/2010 2.875% 06/12/2015 NON CALLABLE	77,755.50 103.674	3.01 %	76,598.89	1,156.61	2,156	2.77 %
150,000	FEDERAL FARM CREDIT BANK DTD 01/29/2009 3.750% 01/29/2016 NON CALLABLE	160,245.00 106.830	6.21 %	150,000.00	10,245.00	5,625	3.51 %
TOTAL U.S	GOVERNMENT AGENCIES	388,806.00	15.07 %	376,274.89	12,531.11	12,656	3.26 %

## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT: 12630-00

PAGE: 3

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>CORPORATE &amp; FOREIGN BONDS</u>							
50,000	PFIZER INC DTD 02/03/2004 4 500% 02/15/2014	50,238.00 100.476	1.95 %	50,125.00	113.00	2,250	4.48 %
50,000	CITIGROUP INC DTD 05/07/2003 4 875% 05/07/2015	52,453.50 104.907	2.03 %	49,375.00	3,078.50	2,438	4.65 %
50,000	ANHEUSER-BUSCH COS INC DTD 10/14/2003 5.050% 10/15/2016	55,625.50 111.251	2.16 %	50,955.00	4,670.50	2,525	4.54 %
TOTAL CORPORATE & FOREIGN BONDS					7,862.00	7,213	4.56 %
<u>COMMON EQUITY SECURITIES</u>							
359	AMERICAN EXPRESS CO	32,572.07 90.730	1.26 %	16,042.46	16,529.61	330	1.01 %
100	AMGEN INC	11,408.00 114.080	0.44 %	11,716.00	308.00-	244	2.14 %
41	APPLE INC	23,001.82 561.020	0.89 %	8,051.85	14,949.97	500	2.17 %
106	BLACKROCK INC CL A	33,545.82 316.470	1.30 %	18,032.21	15,513.61	712	2.12 %
140	CERNER CORP	7,803.60 55.740	0.30 %	6,516.30	1,287.30	0	0.00 %



## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT. 12630-00

PAGE: 4

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
190	CHEVRON CORPORATION	23,732.90 124.910	0.92 %	12,921.96	10,810.94	760	3.20 %
467	COCA COLA CO	19,291.77 41.310	0.75 %	12,750.23	6,541.54	523	2.71 %
75	COGNIZANT TECHNOLOGY SOLUTIONS CORP	7,573.50 100.980	0.29 %	5,924.24	1,649.26	0	0.00 %
423	DANAHER CORP	32,655.60 77.200	1.27 %	16,371.26	16,284.34	42	0.13 %
278	ECOLAB INC	28,987.06 104.270	1.12 %	12,413.53	16,573.53	306	1.06 %
1,015	EMC CORP/MASS	25,527.25 25.150	0.99 %	24,600.49	926.76	406	1.59 %
282	EXPRESS SCRIPTS HLDG	19,807.68 70.240	0.77 %	15,421.17	4,386.51	0	0.00 %
284	EXXON MOBIL CORPORATION	28,740.80 101.200	1.11 %	11,567.32	17,173.48	716	2.49 %
25	GOOGLE INC - CL A	28,017.75 1,120.710	1.09 %	20,399.50	7,618.25	0	0.00 %
270	HONEYWELL INTERNATIONAL INC	24,669.90 91.370	0.96 %	19,943.04	4,726.86	486	1.97 %

LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE  
ACCOUNT: 12630-00

AS OF 12/31/13

PAGE: 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
124	JM SMUCKER CO/THE-NEW	12,848.88 103.620	0.50 %	8,403.30	4,445.58	288	2 24 %
327	JOHNSON & JOHNSON	29,949.93 91.590	1.16 %	20,401.03	9,548.90	863	2 88 %
330	JOHNSON Ctls INC	16,929.00 51.300	0.66 %	15,252.60	1,676.40	290	1.71 %
150	MCDONALDS CORP	14,554.50 97.030	0.56 %	8,596.82	5,957.68	486	3.34 %
456	NIKE INC-CLASS B	35,859.84 78.640	1.39 %	12,667.85	23,191.99	438	1.22 %
582	ORACLE CORPORATION	22,267.32 38.260	0.86 %	17,426.80	4,840.52	279	1 25 %
129	PRAXAIR INC	16,773.87 130.030	0 65 %	7,407.06	9,366.81	310	1 85 %
222	PROCTER & GAMBLE CO	18,073.02 81.410	0.70 %	10,248.56	7,824.46	534	2 95 %
386	QUALCOMM INC	28,660.50 74.250	1.11 %	24,212.72	4,447.78	540	1 88 %
233	SCHLUMBERGER LTD	20,995.63 90.110	0.81 %	14,046.27	6,949.36	291	1 39 %

LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE  
ACCOUNT 12630-00

AS OF 12/31/13

PAGE: 6

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE UNIT PRICE</u>	<u>% OF ACCOUNT</u>	<u>FED TAX COST</u>	<u>UNREALIZED GAIN/LOSS (COST VS MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET</u>
343	TARGET CORP	21,701.61 63.270	0.84 %	20,018.62	1,682.99	590	2.72 %
357	THERMO FISHER SCIENTIFIC INC	39,751.95 111.350	1.54 %	21,859.58	17,892.37	214	0.54 %
346	TRAVELERS COMPANIES INC	31,326.84 90.540	1.21 %	23,664.47	7,662.37	692	2.21 %
187	UNION PAC CORP	31,416.00 168.000	1.22 %	15,313.75	16,102.25	591	1.88 %
288	UNITED TECHNOLOGIES CORP	32,774.40 113.800	1.27 %	18,413.83	14,360.57	680	2.07 %
500	US BANCORP NEW	20,200.00 40.400	0.78 %	13,703.37	6,496.63	460	2.28 %
110	VISA INC	24,494.80 222.680	0.95 %	21,898.80	2,596.00	176	0.72 %
TOTAL COMMON EQUITY SECURITIES		765,913.61	29.68 %	486,206.99	279,706.62	12,748	1.66 %
<u>INTL EQUITY MUTUAL FUNDS</u>							
3,832 028	OPPENHEIMER DEVELOPING MARKETS FUND	143,930.97 37.560	5.58 %	144,913.47	982.50-	625	0.43 %

## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC. TRUSTEE  
ACCOUNT 12630-00

PAGE: 7

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>CLOSED END EQUITY MUTUAL FUND</u>							
741	FLEXSHARES MORNINGSTAR UPSTREAM NATURAL RESOURCES INDEX FUND	25,423.71 34.310	0.99 %	27,071.24	1,647.53-	515	2.03 %
881	ISHARES CORE S&P SMALL-CAP ETF	96,143.53 109.130	3.73 %	72,100.80	24,042.73	963	1.00 %
1,193	ISHARES RUSSELL MIDCAP ETF	178,926.14 149.980	6.93 %	128,660.58	50,265.56	2,351	1.31 %
410	SPDR GOLD TRUST	47,609.20 116.120	1.84 %	65,865.54	18,256.34-	0	0.00 %
5,270	VANGUARD FTSE DEVELOPED MARKETS ETF	219,653.60 41.680	8.51 %	214,647.10	5,006.50	5,707	2.60 %
TOTAL CLOSED END EQUITY MUTUAL FUND					59,410.92	9,537	1.68 %
<u>INTL FIXED INCOME MUTUAL FUNDS</u>							
4,073 108	OPPENHEIMER INTERNATIONAL BOND FUND	24,764.50 6.080	0.96 %	25,008.79	244.29-	1,006	4.06 %
<u>TAXABLE FIXED INCOME FUNDS</u>							
1,955.452	FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND	19,965.16 10.210	0.77 %	20,043.17	78.01-	1,339	6.71 %

## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT 12630-00

PAGE 8

AS OF 12/31/13

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE UNIT PRICE</u>	<u>% OF ACCOUNT</u>	<u>FED TAX COST</u>	<u>UNREALIZED GAIN/LOSS (COST VS MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET</u>
17,401.811	FEDERATED SHORT TERM INCOME FUND	149,133.52 8.570	5.78 %	150,000.00	866.48-	2,307	1.55 %
6,702.343	FEDERATED TOTAL RETURN BOND FUND	72,988.52 10.890	2.83 %	75,312.89	2,324.37-	3,192	4.37 %
1,194.743	OPPENHEIMER SENIOR FLOATING RATE FD	10,047.79 8.410	0.39 %	10,000.00	47.79	499	4.97 %
1,498.127	VANGUARD INFLATION PROTECTED	19,445.69 12.980	0.75 %	20,000.00	554.31-	324	1.67 %
15,267.75	VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND	147,639.14 9.670	5.72 %	154,371.29	6,732.15-	4,749	3.22 %
TOTAL TAXABLE FIXED INCOME FUNDS		419,219.82	16.25 %	429,727.35	10,507.53-	12,411	2.96 %
PRINCIPAL PORTFOLIO TOTAL		2,577,791.40	99.90 %	2,230,015.07	347,776.33	56,307	2.18 %

## LIST OF ASSETS

FLOWERS FOUNDATION - SUCC TRUSTEE  
ACCOUNT 12630-00

PAGE. 9

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE UNIT PRICE	% OF ACCOUNT	FED TAX COST	UNREALIZED GAIN/LOSS (COST VS MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
	INCOME PORTFOLIO						
	INCOME CASH	2,698.92	0.10 %	2,698.92			
TOTAL ASSETS		2,580,490.32	100.00 %	2,232,713.99	347,776.33	56,307	2.18 %