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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
FLOWERREE FOUNDATION

A Employer identification number
93-6034207

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 8098

Room/suite

B Telephone number (see instructions)
(503) 659-2305

City or town, state or province, country, and ZIP or foreign postal code
PORTLAND, OR 97207

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 8,549,252

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

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

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

			(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)	500			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	554	554		
	4	Dividends and interest from securities.	203,783	203,783		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	199,988			
	b	Gross sales price for all assets on line 6a 1,087,318				
	7	Capital gain net income (from Part IV, line 2) . . .		205,835		
	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)	-52,499			
	12	**Total.** Add lines 1 through 11	352,326	410,172		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	1,242			
	b	Accounting fees (attach schedule).	17,700			
	c	Other professional fees (attach schedule)	54,047	54,047		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,623	1,607		505
	19	Depreciation (attach schedule) and depletion . . .	4,498			
	20	Occupancy	1,248			
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,608	2,010		1,343
	24	**Total operating and administrative expenses.** Add lines 13 through 23	95,966	57,664		1,848
	25	Contributions, gifts, grants paid	309,250			309,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	405,216	57,664		311,098
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-52,890			
	b	**Net investment income** (if negative, enter -0-)		352,508		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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	351,973	155,136	155,136
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	8,000		
	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	500		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,178,182	4,450,808	6,425,079
	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)	636,249	493,728	1,775,083
	14	Land, buildings, and equipment basis ▶ 215,389			
		Less accumulated depreciation (attach schedule) ▶ 21,435	203,718	193,954	193,954
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,378,622	5,293,626	8,549,252
Liabilities	17	Accounts payable and accrued expenses		2,751	
	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 ▶)	1,489		
	23	**Total liabilities** (add lines 17 through 22)	1,489	2,751	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,377,133	5,290,875	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,377,133	5,290,875	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,378,622	5,293,626	

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	5,377,133
2	Enter amount from Part I, line 27a	2	-52,890
3	Other increases not included in line 2 (itemize) ▶	3	60
4	Add lines 1, 2, and 3	4	5,324,303
5	Decreases not included in line 2 (itemize) ▶	5	33,428
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,290,875

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)
1 a	Capital Gain Dividends			
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				396
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	205,835
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	32,851

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 page 18 of 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	195,206	6,944,914	0 02811
2011	202,213	6,422,121	0 03149
2010	44,637	3,141,046	0 01421
2009	99,570	1,527,777	0 06517
2008	65,070	2,060,182	0 03159

2	**Total** of line 1, column (d).	2	0 17056
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 03411
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,757,139
5	Multiply line 4 by line 3.	5	264,619
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,525
7	Add lines 5 and 6.	7	268,144
8	Enter qualifying distributions from Part XII, line 4.	8	311,098

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	3,525
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	3,525
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,525
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,473		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,473
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,948
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 9,948 **Refunded** ▶			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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OR			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMPSON KESSLER ET AL Telephone no ▶(503) 225-1612

Located at ▶111 SW COLUMBIA SUITE 750 PORTLAND OR ZIP+4 ▶97201

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		No
	See 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**
	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**
	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**		**No**

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION PREVIOUSLY PURCHASED TWO ACRES OF REAL PROPERTY IN CHRISTMAS VALLEY, OREGON, FOR DEVELOPMENT AS A PUBLIC PARK THE PROPERTY IS INSURED AND MAINTAINED BY THE FOUNDATION THROUGH DIRECT PAYMENTS AND/OR INDIRECTLY THROUGH CONTRIBUTIONS TO THE CHRISTMAS VALLEY FOUNDATION	0
2 THE FOUNDATION DOES NOT HAVE OTHER SPECIFIC DIRECT CHARITABLE ACTIVITIES OTHER THAN CONTRIBUTIONS TO VARIOUS CHARITABLE ORGANIZATIONS	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
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	7,664,737
b	Average of monthly cash balances		1b	210,531
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	7,875,268
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	7,875,268
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	118,129
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,757,139
6	**Minimum investment return.** Enter 5% of line 5		6	387,857

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	387,857
2a	Tax on investment income for 2013 from Part VI, line 5	2a 3,525		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,525
3	Distributable amount before adjustments Subtract line 2c from line 1		3	384,332
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	384,332
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	384,332

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	311,098
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	311,098
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	3,525
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	307,573

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				384,332
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			311,032	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 311,098				
a Applied to 2012, but not more than line 2a			311,032	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				66
e Remaining amount distributed out of corpus				
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				
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				384,266
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				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization 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 organization 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))

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

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 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*				
SCHEDULE 1 SEE ATTACHED PORTLAND,OR 97207	N/A	PUBLIC	EXEMPT PURPOSE	309,250
Total . . . . ▶ **3a**				309,250
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	554	
4 Dividends and interest from securities			14	203,783	
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			14	251	
8 Gain or (loss) from sales of assets other than inventory			18	206,067	-6,079
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PUBLIC TRADED PARTNERSHIP				-52,750	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				357,905	-6,079

13 Total. Add line 12, columns (b), (d), and (e) 13 351,826

(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)
1	N/A

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-10-28 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
David A Kessler CPA				P00106429
Firm's name ▶ THOMPSON KESSLER WIEST & BORQUIST PC			Firm's EIN ▶	
Firm's address ▶ 111 SW COLUMBIA STREET SUITE 750 PORTLAND, OR 972015806			Phone no (503) 225-1612	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ANN D FLOWERREE 1101 S ARLINGTON RIDGE RD 817 ARLINGTON, VA 22202	Dir/ PRESIDENT 2 00	0		
JOHN H FLOWERREE PO BOX 1869 RENO, NV 89519	Dir/ V PRES 1 00	0		
DAVID R FLOWERREE 5815 WINTERTHUR LANE NW ATLANTA, GA 30328	Dir/ V PRES 1 00	0		
ELAINE D FLOWERREE 1322 SE LAVA DRIVE MILWAUKIE, OR 97222	Dir/ V PRES 0 00	0		
DAVID M MUNRO 111 SW FIFTH AVENUE STE 3400 PORTLAND, OR 97204	Dir/ SECRETARY 0 00	0		

TY 2013 Accounting Fees Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & TAX PREP	17,700	0	0	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING IMPROVEMENTS	2000-11-27	7,788	2,384	87	2 50 %	138			
IRRIGATION SYSTEM	2008-12-08	34,243	9,420	67	6 67 %	2,284			
2009 JOHN DEERE X500	2009-07-02	5,021	3,514	54	20 00 %	1,004			
PARK IMPROVEMENTS	2009-01-01	32,960	3,346	87	2 56 %	845			
PARK CHRISTMAS TREELIGHTS	2009-11-20	1,137	795	51	20 00 %	227			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
PUBLICLY TRADED SECURITIES	2012-01	Purchase	2013-12		1,054,884	882,064	Cost		172,820	
SEC 751 GAIN - KMP		Purchase		NOT APPLICABLE	24,846		Cost		24,846	
SEC 751 GAIN - EEP		Purchase		NOT APPLICABLE	8,005		Cost		8,005	

TY 2013 Land, Etc. Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	5,021	4,518	503	503
Improvements	68,340	16,917	51,423	51,423
Land	142,028		142,028	142,028

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TY 2013 Legal Fees Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	1,242	0	0	0

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TY 2013 Mortgages and Notes Payable Schedule

Name: FLOWERREE FOUNDATION
EIN: 93-6034207
Software ID: 13000170
Software Version: 2013v3.1
Total Mortgage Amount:

Item No.	1
Lender's Name	CARL PEGGY SHUMWAY
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2013 Other Decreases Schedule

Name: FLOWERREE FOUNDATION
EIN: 93-6034207
Software ID: 13000170
Software Version: 2013v3.1

Description	Amount
NON-DEDUCTIBLES	577
TAXABLE DISTRIBUTIONS	32,851

TY 2013 Other Expenses Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSOCIATION DUES	725			
BANK & SERVICE FEES	60	60		
INSURANCE	1,743			1,243
office expenses	100			100
OREGON DEPARTMENT OF JUSTICE	527			
OTHER DEDUCTIONS	1,950	1,950		
SECRETARIAL SERVICES	1,503			

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TY 2013 Other Income Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	251		
PUBLIC TRADED PARTNERSHIP	-52,750		

TY 2013 Other Increases Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Description	Amount
CARRYING VALUE ADJUSTMEMT	60

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TY 2013 Other Professional Fees Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGER FEES	54,047	54,047	0	0

TY 2013 Taxes Schedule

Name: FLOWERREE FOUNDATION

EIN: 93-6034207

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	8,511			
FOREIGN TAXES	1,607	1,607		
REAL ESTATE TAXES	505			505

FLOWERREE FOUNDATION
CONTRIBUTIONS PAID
2013

	DATE	RELIGIOUS	EDUCATIONAL	GENERAL & WELFARE
ALZHEIMER'S ASSOCIATION	01 25 13			500
ALZHEIMER'S ASSOCIATION	11 15 13			1,500
AMERICAN HEART ASSOCIATION	02 20 13			250
AMERICAN HEART ASSOCIATION	11 15 13			750
AMERICAN LUNG ASSOCIATION	11 15 13			1,000
AMERICAN RHODODENDUM SOCIETY	11 15 13			3,000
ASSOCIATION OF SMALL FOUNDATION	05 24 13			500
BEYOND BATTEN DISEASE FOUNDATION	11 15 13			1,500
CENTRAL OREGON SYMPHONY ASSOCIATION	05 02 13			1,000
CHRIST CHURCH PARISH	03 22 13	10,000		
CHRIST CHURCH PARISH	10 10 13	12,000		
CHRIST CHURCH PARISH	11 26 13	3,000		
CHRISTMAS VALLEY ASSOCIATION	03 23 13			25,000
CHRISTMAS VALLEY ASSOCIATION	05 17 13			25,000
CHRISTMAS VALLEY FOUNDATION	11 05 13			10,000
CHROHN'S & COLITIS FOUNDATION	03 28 13			10,000
CHURCH OF THE HOLY COMMUNION	11 15 13	5,000		
DOENBECHER CHILDREN'S HOSPITAL FOUNDATION	11 15 13			1,000
EASTER SEALS	02 20 13			250
GOOD SAMARITAN FOUNDATION	11 26 13			25,000
GREATER NEW ORLEANS FOUNDATION	11 26 13			25,000
HISTORIC CAROUSEL MUSEUM	11 15 13			500
HOYT ARBORETUM	11 15 13			1,000
JEANERETTE LANDMARK SOCIETY	05 27 13			5,000
JEANERETTE LANDMARK SOCIETY	11 26 13			20,000
LIFE CHANGE - UNION GOSPEL MISSION	02 20 13	250		
MALHEUR COUNTY SCHOOL DISTRICT #66	11 05 13			10,000
MT VERNON LADIES' ASSOCIATION	03 01 13			1,000
MT VERNON LADIES' ASSOCIATION	11 26 13			2,500
OHSU CENTER FOR HEALTH & HEALING	11 15 13			5,000
OHSU DEPT OF NEUROLOGY	11 15 13			5,000
OHSU FOUNDATION	11 15 13			5,000
OLALLA CENTER	07 11 13			10,000
OREGON COAST CHILDREN'S THEATRE	06 13 13			5,000
OREGON HISTORICAL SOCIETY	11 15 13			1,000
OREGON PUBLIC BROADCASTING	11 15 13			1,000
PAPER INDUSTRY HALL OF FAME	11 15 13			2,500
PORTLAND ART MUSEUM	11 26 13			10,000
PORTLAND CHAPTER ABS	01 25 13			2,000
PORTLAND OPERA	10 21 13			10,000
RIVERS OF RECOVERY	11 15 13			1,000
ROBISON JEWISH HEALTH CENTER	09 30 13			5,000
ROBISON JEWISH HEALTH CENTER	11 26 13			5,000
ROBISON JEWISH HEALTH CENTER	11 26 13			5,000
SALVATION ARMY	11 15 13			1,000
STRATFORD HALL	04 15 13			5,000
THE LEUKEMIA & LYMPHOMA SOCIETY	11 15 13			1,500
THE SALVATION ARMY	04 15 13			250
THE SALVATION ARMY	05 24 13			500
THE SEAMEN'S CHURCH INSTITUTE	11 15 13	2,500		
TOLEDO COMMUNITY CENTER	11 26 13			10,000
TULANE UNIVERSITY	11 26 13		5,000	
TULANE UNIVERSITY	11 26 13		5,000	
UNION GOSPEL MISSION	11 15 13	1,000		
UNR FOUNDATION	11 05 13			1,000
WORLD FORESTRY CENTER	11 15 13			2,000
YWCA	04 10 13			500
		33,750	10,000	265,500
TOTAL CONTRIBUTIONS MADE		309,250		

10/21/2014

ATTACHMENT 1
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY	COST	$ 148,488	$ 249,645
ALTRIA GROUP	COST	22,744	35,472
APPLE	COST	46,552	306,878
ASTRAZENECA PLC SPONSORED ADR	COST	91,396	118,740
AT&T INC	COST	36,993	38,360
BLACKSTONE MTG TR INC	COST	19,471	20,429
BRISTOL-MEYERS SQUIBB	COST	33,173	56,871
CENTURYLINK INC	COST	60,167	47,265
CHEVRON CORP	COST	55,839	74,197
CLOROX COMPANY	COST	16,215	20,778
CONOCO PHILLIPS	COST	329,274	495,610
DARDEN RESTAURANTS INC COM	COST	19,471	20,715
DIGITAL REALTY TRUST INC	COST	28,367	24,609
DOMINION RESOURCES INC	COST	14,909	20,701
EI DUPONT DE NEMOURS	COST	55,942	69,973
ENCANA CORP	COST	54,573	54,150
ENTE NAZIONALE IDROCARBURI	COST	27,953	28,415
EXXON MOBIL	COST	91,326	131,459
GALLAGHER ARTHUR J & CO	COST	31,080	50,637
GENERAL ELECTRIC COMPANY	COST	57,153	75,681
HEWLETT-PACKARD	COST	78,086	55,960
HOME LOAN SERVICING SOLUTION	COST	37,633	35,489
INTEL CORP	COST	22,649	26,292
JOHNSON & JOHNSON	COST	41,896	58,251
JP MORGAN CHASE	COST	184,006	250,177
KINDER MORGAN MANAGEMENT	COST	24,996	37,376
LEGGETT & PLATT INC	COST	16,321	21,163
LILLY ELI & COMPANY	COST	140,469	161,721
LOCKHEED MARTIN CORPORATION COMMON	COST	28,609	40,287
MATTEL COMMON	COST	29,453	54,146
MAXIM INTEGRATED PRODS INC COM	COST	16,277	16,070
MDC HOLDINGS INC	COST	40,514	40,590
MERCK & CO	COST	43,617	61,662
METLIFE INC	COST	41,659	61,145
METLIFE INC CONVERTIBLE TO 1 1293	COST	41,659	63,080
MICROCHIP TECHNOLOGY INC COMMON	COST	22,842	29,088
MONDELEZ INTERNATIONAL INC	COST	111,330	141,200
NEWMARKET (FM ETHYL)	COST	10,792	474,493
NEXTERA ENERGY INC	COST	16,147	24,659
OCCIDENTAL PETROLEUM CORP COMMON	COST	27,429	30,147
OLD REPUBLIC INTL CORP	COST	32,569	53,641
ONEBEACON INSURANCE GROUP LTD	COST	23,170	26,657
PAYCHEX INC COMMON	COST	31,941	45,985
PEOPLES UNITED FINANCIAL, INC	COST	53,761	61,554
PFIZER INC	COST	40,917	45,761
PHILIP MORRIS INTERNATIONAL INC	COST	29,782	40,254
PHILLIPS 66	COST	62,654	183,184
PLUM CREEK TIMBER CO INC	COST	341,790	617,746
POTLATCH HOLDINGS INC	COST	107,700	125,220
PPL CORPORATION 8 75% PFD	COST	104,665	105,760

10/21/2014

ATTACHMENT 1
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
RIDGEWORTH SEIX FLOATING RATE FUND	COST	250,000	250,942
ROYAL DUTCH SHELL PLC	COST	24,280	24,517
RPM INTERNATIONAL INC COMMON	COST	36,226	64,963
SHAW COMMUNICATIONS	COST	43,509	48,680
SONOCO PRODUCTS COMPANY COMMON	COST	24,233	28,578
SOUTHERN COMPANY COMMON	COST	27,011	28,407
SPECTRA ENERGY CORP	COST	37,322	49,761
STARWOOD PROPERTY TRUST	COST	36,384	42,686
SYSCO CORP	COST	20,051	23,754
UMPQUA HOLDINGS CORPORATION	COST	38,046	45,170
UNILEVER PLC	COST	70,632	94,719
UNITED PARCEL SERVICE INC CLASS B COMMON	COST	23,743	33,836
WASTE MANAGEMENT INC DEL COMMON	COST	29,966	35,941
WELLS FARGO & CO	COST	35,554	42,676
WELLS FARGO ADV SHORT TERM HY BOND	COST	177,461	177,922
WESTAR ENERGY INC COMMON	COST	15,231	18,401
WISDOMTREE EMERGING MARKETS EQUITY	COST	514,740	484,785
	TOTAL	$ 4,450,808	$ 6,425,079

FLOWERREE FOUNDATION

FORM 990-PF, PART IV, LN. 1a

Capital Gains and Losses for Tax of Investment Income

Description	Quantity	Date Acquired	Date Sold	Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
3M CO	50 0000	VARIOUS	02/11/2013	5,120 76	4,739 13	381 63	4,739 13	381 63
ADVISORY BOARD CO	109 0000	1/31/2013	02/11/2013	5,885 73	5,925 76	(40 03)	5,925 76	(40 03)
AMERICAN CAMPUS COMMINITIES	843 0000	VARIOUS	07/03/2013	34,406 19	28,955 30	5,450 89	28,955 30	5,450 89
AMGEN INC	50,000 0000	10/3/2011	02/21/2013	55,506 00	49,999 31	5,506 69	49,999 31	5,506 69
ANSYS INC	82 0000	7/18/2011	02/11/2013	6,112 84	4,369 16	1,743 68	4,369 16	1,743 68
ANSYS INC	11 0000	12/3/2012	02/11/2013	820 01	732 30	87 71	732 30	87 71
ATHENAHEALTH INC	73 0000	VARIOUS	02/11/2013	6,404 68	5,563 45	841 23	5,563 45	841 23
BEACON ROOFIING SUPPLY	282 0000	VARIOUS	02/11/2013	10,368 19	5,580 79	4,787 40	5,580 79	4,787 40
BIO-REFERENCE LABORATORIES INC	198 0000	7/18/2011	02/11/2013	5,262 23	3,964 38	1,297 85	3,964 38	1,297 85
BURBERRY GROUP PLC	126 0000	12/24/2012	02/11/2013	5,641 84	5,061 52	580 32	5,061 52	580 32
CABOT MICROELECTRONICS CORP	112 0000	7/18/2011	02/11/2013	4,067 61	4,838 58	(770 97)	4,838 58	(770 97)
CEPHEID INC	274 0000	7/18/2011	02/11/2013	9,915 18	8,752 00	1,163 18	8,752 00	1,163 18
CEPHEID INC	42 0000	12/3/2012	02/11/2013	1,519 85	1,373 51	146 34	1,373 51	146 34
CHEMED CORPORATION	115 0000	7/18/2011	02/11/2013	8,671 79	7,482 12	1,189 67	7,482 12	1,189 67
CISCO SYSTEMS INC	267 0000	7/18/2011	02/11/2013	5,606 23	4,152 49	1,453 74	4,152 49	1,453 74
CONCUR TECHNOLOGIES INCORP	75 0000	9/8/2011	02/11/2013	5,060 69	3,007 83	2,052 86	3,007 83	2,052 86
COSTAR GROUP INCORP	65 0000	7/11/2012	02/11/2013	6,231 16	5,249 48	981 68	5,249 48	981 68
CREE RESEARCH INC COM	120 0000	10/25/2011	02/11/2013	5,332 39	3,078 30	2,254 09	3,078 30	2,254 09
DEALERTRACK TECHNOLOGY	175 0000	7/11/2012	02/11/2013	5,485 81	5,165 71	320 10	5,165 71	320 10
ECOLAB INC COM	128 0000	7/18/2011	02/11/2013	9,462 56	6,345 06	3,117 50	6,345 06	3,117 50
ECOLAB INC COM	14 0000	9/20/2012	02/11/2013	1,034 97	886 65	148 32	886 65	148 32
ENBRIDGE INC	1,228 0000	VARIOUS	05/02/2013	57,003 46	37,933 87	19,069 59	37,933 87	19,069 59
FASTENAL CO	228 0000	7/18/2011	02/11/2013	11,403 77	7,766 23	3,637 54	7,766 23	3,637 54
FISERV INC	94 0000	7/18/2011	02/11/2013	7,550 62	5,730 46	1,820 16	5,730 46	1,820 16
GENTEX CORP COM	309 0000	7/18/2011	02/11/2013	5,999 87	9,307 86	(3,307 99)	9,307 86	(3,307 99)
GLACIER BANCORP INC	178 0000	VARIOUS	09/25/2013	4,296 92	2,789 17	1,507 75	2,789 17	1,507 75
GLACIER BANCORP INC	1,004 0000	VARIOUS	09/26/2013	23,906 63	14,799 49	9,107 14	14,799 49	9,107 14

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Capital Gains and Losses for Tax of Investment Income

Description	Quantity	Date Acquired	Date Sold	Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
GLACIER BANCORP INC	305 0000	VARIOUS	09/27/2013	7,376 48	4,074 80	3,301 68	4,074 80	3,301 68
GLACIER BANCORP INC	123 0000	VARIOUS	09/30/2013	2,983 28	1,643 28	1,340 00	1,643 28	1,340 00
GOOGLE INC	8 0000	VARIOUS	02/11/2013	6,141 06	4,677 74	1,463 32	4,677 74	1,463 32
GRAND CANYON EDUCATION INC	175 0000	10/21/2011	02/11/2013	4,215 21	2,815 33	1,399 88	2,815 33	1,399 88
GRAND CANYON EDUCATION INC	87 0000	VARIOUS	02/11/2013	2,095 56	2,008 85	86 71	2,008 85	86 71
H&R BLOCK COMMON	984 0000	8/24/2012	03/06/2013	24,326 09	16,122 45	8,203 64	16,122 45	8,203 64
HEINZ H J CO COMMON	565 0000	VARIOUS	03/06/2013	40,912 48	29,262 13	11,650 35	29,262 13	11,650 35
HORMEL FOODS CORPORATION	207 0000	7/18/2011	02/11/2013	7,310 57	6,119 40	1,191 17	6,119 40	1,191 17
IHS INC CL	70 0000	7/18/2011	02/11/2013	7,178 87	5,587 57	1,591 30	5,587 57	1,591 30
INNERWORKINGS INC	199 0000	7/18/2011	02/11/2013	2,646 18	1,613 40	1,032 78	1,613 40	1,032 78
IPC THE HOSPITALIST CO	93 0000	VARIOUS	02/11/2013	4,034 13	4,576 76	(542 63)	4,576 76	(542 63)
IPC THE HOSPITALIST CO	48 0000	7/11/2012	02/11/2013	2,082 13	2,058 56	23 57	2,058 56	23 57
JOHNSON CONTROLS INC COM	132 0000	7/18/2011	02/11/2013	4,104 78	5,384 58	(1,279 80)	5,384 58	(1,279 80)
KINDER MORGAN MANAGEMENT LLC	0 3050	05/01/2006	02/21/2013	25 00	8 07	16 93	8 07	16 93
KINDER MORGAN MANAGEMENT LLC	0 9862	05/01/2006	05/23/2013	85 39	25 71	59 68	25 71	59 68
KINDER MORGAN MANAGEMENT LLC	0 5222	05/01/2006	08/20/2013	41 50	13 40	28 10	13 40	28 10
KINDER MORGAN MANAGEMENT LLC	0 5585	05/01/2006	11/25/2013	42 32	14 09	28 23	14 09	28 23
KRAFT FOODS GROUP INC	474 0000	VARIOUS	09/25/2013	25,569 99	17,102 28	8,467 71	17,249 43	8,320 56
KRAFT FOODS GROUP INC	326 0000	12/21/2012	09/25/2013	17,586 11	14,898 99	2,687 12	14,898 99	2,687 12
LINEAR TECHNOLOGY CORP COM	104 0000	7/18/2011	02/11/2013	3,855 98	3,145 20	710 78	3,145 20	710 78
LKQ CORPORATION	660 0000	7/18/2011	02/11/2013	15,221 36	8,531 20	6,690 16	8,531 20	6,690 16
MDU RES GROUP INC	143 0000	7/18/2011	02/11/2013	3,324 33	3,149 19	175 14	3,149 19	175 14
MEDNAX INC	126 0000	7/18/2011	02/11/2013	10,729 64	9,010 43	1,719 21	9,010 43	1,719 21
METLIFE INC	1,411 0000	VARIOUS	04/02/2013	53,582 78	41,639 29	11,943 49	41,639 29	11,943 49
MICROSOFT CORP	1,237 0000	2/15/2013	05/22/2013	42,257 08	34,781 59	7,475 49	34,781 59	7,475 49
MICROSOFT CORP	337 0000	VARIOUS	02/11/2013	9,232 78	8,885 57	347 21	8,885 57	347 21
NATIONAL INSTRUMENTS CORP COM	356 0000	7/18/2011	02/11/2013	10,451 21	10,346 21	105 00	10,346 21	105 00

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Capital Gains and Losses for Tax of Investment Income

Description	Quantity	Date Acquired	Date Sold	Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
NEOGEN CORPORATION	116 0000	8/1/2012	02/11/2013	5,416 91	4,512 86	904 05	4,512 86	904 05
NEW YORK COMMUNITY BANCORP	1,772 0000	VARIOUS	01/24/2013	24,035 93	29,598 42	(5,562 49)	29,598 42	(5,562 49)
NEW YORK COMMUNITY BANCORP	1,226 0000	VARIOUS	01/25/2013	16,523 29	17,932 99	(1,409 70)	17,932 99	(1,409 70)
PACKAGING CORP OF AMERICA COMMON	460 0000	VARIOUS	08/16/2013	25,134 60	12,433 81	12,700 79	12,518 04	12,616 56
PATTERSON COMPANIES INC	144 0000	7/18/2011	02/11/2013	5,314 58	4,691 84	622 74	4,691 84	622 74
PERRIGO COMPANY	46 0000	10/26/2011	02/11/2013	4,900 15	4,593 22	306 93	4,593 22	306 93
PORTFOLIO RECOVERY ASSOCIATES	48 0000	7/18/2011	02/11/2013	5,282 44	3,812 76	1,469 68	3,812 76	1,469 68
PORTFOLIO RECOVERY ASSOCIATES	6 0000	12/3/2012	02/11/2013	660 30	597 01	63 29	597 01	63 29
POWER INTEGRATIONS INC	109 0000	7/18/2011	02/11/2013	4,926 42	3,964 54	961 88	3,964 54	961 88
PRAXAIR INC COM	61 0000	7/18/2011	02/11/2013	6,752 40	6,523 50	228 90	6,523 50	228 90
QIAGEN N V	281 0000	7/18/2011	02/11/2013	5,804 66	5,022 15	782 51	5,022 15	782 51
QUALCOMM INC COM	82 0000	2/7/2012	02/11/2013	5,481 37	4,989 08	492 29	4,989 08	492 29
RITCHIE BROS AUCTIONEERS	140 0000	VARIOUS	02/11/2013	2,976 01	3,882 29	(906 28)	3,882 29	(906 28)
ROCHE HLDG LTD	78 0000	7/18/2011	02/11/2013	4,306 08	3,250 46	1,055 62	3,250 46	1,055 62
ROCKWOOD HOLDINGS INC	93 0000	VARIOUS	02/11/2013	5,058 86	5,251 76	(192 90)	5,251 76	(192 90)
ROLLINS INCORPORATED	265 0000	7/18/2011	02/11/2013	6,577 84	5,470 91	1,106 93	5,470 91	1,106 93
ROPER INDUSTRIES INC	63 0000	7/18/2011	02/11/2013	7,489 93	5,149 15	2,340 78	5,149 15	2,340 78
RPM INTERNATIONAL INC COMMON	343 0000	7/11/2011	09/18/2013	12,081 28	8,018 35	4,062 93	8,018 35	4,062 93
SCHLUMBERGER LTD	36 0000	8/19/2011	02/11/2013	2,857 52	2,661 91	195 61	2,661 91	195 61
SOUTHERN COPPER CORP	721 0000	VARIOUS	11/04/2013	20,470 85	25,724 74	(5,253 89)	25,724 74	(5,253 89)
STAPLES INC COM	335 0000	7/18/2011	02/11/2013	4,498 13	5,079 41	(581 28)	5,079 41	(581 28)
STARBUCKS CORP COM	290 0000	VARIOUS	02/11/2013	16,238 90	11,545 07	4,693 83	11,545 07	4,693 83
STERICYCLE INC COM	137 0000	VARIOUS	02/11/2013	12,952 81	12,345 79	607 02	12,345 79	607 02
TARGET CORP COM	82 0000	VARIOUS	02/11/2013	5,090 24	4,163 38	926 86	4,163 38	926 86
TECHNE CORP	79 0000	7/18/2011	02/11/2013	5,436 47	6,465 56	(1,029 09)	6,465 56	(1,029 09)
TECHNE CORP	29 0000	8/1/2012	02/11/2013	1,995 67	1,987 39	8 28	1,987 39	8 28
TELEFONICA	450 0000	1/20/2012	05/09/2013	6,609 27	0 00	6,609 27	0 00	6,609 27

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Capital Gains and Losses for Tax of Investment Income

Description	Quantity	Date Acquired	Date Sold	Sales Price	Carrying Book Basis	Gain/Loss	Investment Basis	Gain/Loss
THE ULTIMATE SOFTWARE GROUP INC	59 0000	8/19/2011	02/11/2013	5,669 59	2,726 69	2,942 90	2,726 69	2,942 90
UNITED NATURAL FOODS INC COM	82 0000	VARIOUS	02/11/2013	4,430 56	3,568 82	861 74	3,568 82	861 74
VERIZON COMMUNICATION COMMON	860 0000	VARIOUS	08/28/2013	40,542 01	31,369 49	9,172 52	31,369 49	9,172 52
VMWARE INC	73 0000	VARIOUS	02/11/2013	5,720 69	7,444 38	(1,723 69)	7,444 38	(1,723 69)
WALMART STORES INC COM	75 0000	7/18/2011	02/11/2013	5,303 69	4,005 19	1,298 50	4,005 19	1,298 50
WELLS FARGO	3,640 7770	8/2/2011	10/11/2013	30,000 00	30,036 41	(36 41)	30,036 41	(36 41)
WELLS FARGO	14,492 7540	8/2/2011	11/25/2013	120,000 00	119,565 22	434 78	119,565 22	434 78
ZOETIS INC	0 0208	3/1/2013	07/11/2013	0 62	0 58	0 04	0 58	0 04
ZOETIS INC	95 0000	3/1/2013	08/05/2013	2,853 97	2,633 09	220 88	2,633 09	220 88
TOTAL INVESTMENT GAINS / (LOSSES)				**1,054,884.31**	**882,064.20**	**172,820.11**	**882,295.58**	**172,588.73**

ATTACHMENT 2
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER PUBLICLY TRADED SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BUCKEYE PARTNERS	COST	$ 76,311	$ 181,076
ENBRIDGE ENERGY PARTNERS	COST	28,878	109,981
ENTERPRISE PRODUCTS PARTNERS	COST	73,703	376,982
KINDER MORGAN ENERGY PARTNERS LP	COST	77,911	305,863
MAGELLAN MIDSTREAM PARTNERS LP	COST	119,721	399,487
NUSTAR ENERGY LP	COST	33,370	48,644
ONEOK PARTNERS LP	COST	32,746	215,549
PLAINS ALL AMERICAN PIPELINE LP	COST	51,087	137,501
	TOTAL	$ 493,728	$ 1,775,083