

# Return of Organization Exempt From Income Tax

**2003**

**Open to Public Inspection**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

**A For the 2003 calendar year, or tax year beginning** , 2003, and ending , 20

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Final return  
 Amended return  
 Application pending

**C** Name of organization: **Ethel and James Flinn Foundation**  
 Number and street (or P O box if mail is not delivered to street address) Room/suite: **500 Woodward Ave. 3500**  
 City or town, state or country, and ZIP + 4: **Detroit, MI 48226**

**D** Employer identification number: **38 2143122**

**E** Telephone number: **( 313 ) 965-8580**

**F** Accounting method:  Cash  Accrual  
 Other (specify) ▶

**G** Website: ▶

**J** Organization type (check only one) ▶  501(c) ( 3 ) ◀ (insert no)  4947(a)(1) or  527

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **5,279,535**

**H and I are not applicable to section 527 organizations**  
**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** If "Yes," enter number of affiliates ▶ .....  
**H(c)** Are all affiliates included?  Yes  No (If "No," attach a list. See instructions.)  
**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Group Exemption Number ▶

**M** Check  if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See page 18 of the instructions.)

<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received:				
	<b>a</b> Direct public support	<b>1a</b>	<b>452,250</b>		
	<b>b</b> Indirect public support	<b>1b</b>			
	<b>c</b> Government contributions (grants)	<b>1c</b>			
	<b>d</b> Total (add lines 1a through 1c) (cash \$ _____ noncash \$ _____)	<b>1d</b>			<b>452,250</b>
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)				<b>2</b>
	<b>3</b> Membership dues and assessments				<b>3</b>
	<b>4</b> Interest on savings and temporary cash investments				<b>4</b> <b>713</b>
	<b>5</b> Dividends and interest from securities				<b>5</b> <b>331,385</b>
	<b>6a</b> Gross rents	<b>6a</b>			
	<b>b</b> Less: rental expenses	<b>6b</b>			
	<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)	<b>6c</b>			
<b>7</b> Other investment income (describe ▶)				<b>7</b>	
<b>8a</b> Gross amount from sales of assets other than inventory	(A) Securities		(B) Other		
	<b>4,302,393</b>	<b>8a</b>			
	<b>4,576,641</b>	<b>8b</b>			
	<b>(274,248)</b>	<b>8c</b>			
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))	<b>8d</b>			<b>(274,248)</b>	
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1a)	<b>9a</b>				
<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>				
<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)	<b>9c</b>				
<b>10a</b> Gross sales of inventory, less returns and allowances	<b>10a</b>				
	<b>b</b> Less: cost of goods sold	<b>10b</b>			
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	<b>10c</b>			
<b>11</b> Other revenue (from Part VII, line 103)	<b>11</b>			<b>192,794</b>	
<b>12</b> Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	<b>12</b>			<b>702,894</b>	
<b>Expenses</b>	<b>13</b> Program services (from line 44, column (B))	<b>13</b>		<b>821,132</b>	
	<b>14</b> Management and general (from line 44, column (C))	<b>14</b>		<b>229,607</b>	
	<b>15</b> Fundraising (from line 44, column (D))	<b>15</b>		<b>0</b>	
	<b>16</b> Payments to affiliates (attach schedule)	<b>16</b>		<b>0</b>	
	<b>17</b> Total expenses (add lines 16 and 44, column (A))	<b>17</b>			<b>1,050,739</b>
<b>Net Assets</b>	<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)	<b>18</b>		<b>(347,845)</b>	
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>		<b>11,605,819</b>	
	<b>20</b> Other changes in net assets or fund balances (attach explanation)	<b>20</b>		<b>2,142,434</b>	
	<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)	<b>21</b>			<b>13,400,408</b>

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**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See page 22 of the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	617,632	617,632		
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	85,008		85,008	
26	Other salaries and wages				
27	Pension plan contributions	7,500		7,500	
28	Other employee benefits				
29	Payroll taxes	6,629		6,629	
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees	50,332		50,332	
33	Supplies	224		224	
34	Telephone				
35	Postage and shipping				
36	Occupancy	9,000		9,000	
37	Equipment rental and maintenance	462		462	
38	Printing and publications	3,736		3,736	
39	Travel	605		605	
40	Conferences, conventions, and meetings	2,265		2,265	
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)				
43	Other expenses not covered above (itemize). a				
b	See Attached Schedule	267,346	203,500	63,846	
c					
d					
e					
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	1,050,739	821,132	229,607	

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_, (ii) the amount allocated to Program services \$ \_\_\_\_\_, (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments** (See page 25 of the instructions)

What is the organization's primary exempt purpose? <b>Research into mental illness.</b>	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a See Attached Schedule	
(Grants and allocations \$ 821,132)	821,132
b	
(Grants and allocations \$ )	
c	
(Grants and allocations \$ )	
d	
(Grants and allocations \$ )	
e Other program services (attach schedule) (Grants and allocations \$ )	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	821,132

**Part IV Balance Sheets** (See page 25 of the instructions.)

<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>45</b> Cash—non-interest-bearing . . . . .	5,866	<b>45</b>	6,474
	<b>46</b> Savings and temporary cash investments . . . . .	418,547	<b>46</b>	84,042
	<b>47a</b> Accounts receivable . . . . .	<b>47a</b>	/	
	<b>b</b> Less: allowance for doubtful accounts . . . . .	<b>47b</b>	<b>47c</b>	
		/	/	
	<b>48a</b> Pledges receivable . . . . .	<b>48a</b>	/	
	<b>b</b> Less: allowance for doubtful accounts . . . . .	<b>48b</b>	<b>48c</b>	
	<b>49</b> Grants receivable . . . . .		<b>49</b>	
	<b>50</b> Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .		<b>50</b>	
	<b>51a</b> Other notes and loans receivable (attach schedule) . . . . .	<b>51a</b>	/	
	<b>b</b> Less: allowance for doubtful accounts . . . . .	<b>51b</b>	<b>51c</b>	
	<b>52</b> Inventories for sale or use . . . . .		<b>52</b>	
	<b>53</b> Prepaid expenses and deferred charges . . . . .		<b>53</b>	
	<b>54</b> Investments—securities (attach schedule) . . . . . <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	10,570,505	<b>54</b>	12,698,991
	<b>55a</b> Investments—land, buildings, and equipment: basis . . . . .	610,900	<b>55a</b>	
<b>b</b> Less accumulated depreciation (attach schedule) . . . . .	<b>55b</b>	<b>55c</b>	610,900	
<b>56</b> Investments—other (attach schedule) . . . . .		<b>56</b>		
<b>57a</b> Land, buildings, and equipment: basis . . . . .	<b>57a</b>	/		
<b>b</b> Less accumulated depreciation (attach schedule) . . . . .	<b>57b</b>	<b>57c</b>		
<b>58</b> Other assets (describe ► _____ )		<b>58</b>	1	
<b>59 Total assets</b> (add lines 45 through 58) (must equal line 74) . . . . .	11,605,819	<b>59</b>	13,400,408	
<b>Liabilities</b>	<b>60</b> Accounts payable and accrued expenses . . . . .		<b>60</b>	
	<b>61</b> Grants payable . . . . .		<b>61</b>	
	<b>62</b> Deferred revenue . . . . .		<b>62</b>	
	<b>63</b> Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .		<b>63</b>	
	<b>64a</b> Tax-exempt bond liabilities (attach schedule) . . . . .		<b>64a</b>	
	<b>b</b> Mortgages and other notes payable (attach schedule) . . . . .		<b>64b</b>	
	<b>65</b> Other liabilities (describe ► _____ )		<b>65</b>	
<b>66 Total liabilities</b> (add lines 60 through 65) . . . . .		<b>66</b>		
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		/	
	<b>67</b> Unrestricted . . . . .		<b>67</b>	
	<b>68</b> Temporarily restricted . . . . .		<b>68</b>	
	<b>69</b> Permanently restricted . . . . .		<b>69</b>	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 70 through 74		/	
	<b>70</b> Capital stock, trust principal, or current funds . . . . .	11,605,819	<b>70</b>	13,400,408
	<b>71</b> Paid-in or capital surplus, or land, building, and equipment fund . . . . .		<b>71</b>	
	<b>72</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>72</b>	
	<b>73 Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21). . . . .	11,605,819	<b>73</b>	13,400,408
<b>74 Total liabilities and net assets / fund balances</b> (add lines 66 and 73)	11,605,819	<b>74</b>	13,400,408	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

<b>Part IV-A</b> Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)		<b>Part IV-B</b> Reconciliation of Expenses per Audited Financial Statements with Expenses per Return	
<p><b>a</b> Total revenue, gains, and other support per audited financial statements . . . ▶</p> <p><b>b</b> Amounts included on line <b>a</b> but not on line 12, Form 990:</p> <p>(1) Net unrealized gains on investments . . . \$ _____</p> <p>(2) Donated services and use of facilities \$ _____</p> <p>(3) Recoveries of prior year grants . . . \$ _____</p> <p>(4) Other (specify) _____</p> <p>_____ \$ _____</p> <p>Add amounts on lines (1) through (4) ▶</p> <p><b>c</b> Line <b>a</b> minus line <b>b</b> . . . . . ▶</p> <p><b>d</b> Amounts included on line 12, Form 990 but not on line <b>a</b>:</p> <p>(1) Investment expenses not included on line 6b, Form 990 . . . \$ _____</p> <p>(2) Other (specify): _____</p> <p>_____ \$ _____</p> <p>Add amounts on lines (1) and (2) ▶</p> <p><b>e</b> Total revenue per line 12, Form 990 (line <b>c</b> plus line <b>d</b>) . . . . . ▶</p>	<p><b>a</b></p> <p><b>b</b></p> <p><b>c</b></p> <p><b>d</b></p> <p><b>e</b></p>	<p><b>a</b> Total expenses and losses per audited financial statements . . . ▶</p> <p><b>b</b> Amounts included on line <b>a</b> but not on line 17, Form 990:</p> <p>(1) Donated services and use of facilities \$ _____</p> <p>(2) Prior year adjustments reported on line 20, Form 990 . . . . . \$ _____</p> <p>(3) Losses reported on line 20, Form 990 . . . \$ _____</p> <p>(4) Other (specify) _____</p> <p>_____ \$ _____</p> <p>Add amounts on lines (1) through (4) ▶</p> <p><b>c</b> Line <b>a</b> minus line <b>b</b> . . . . . ▶</p> <p><b>d</b> Amounts included on line 17, Form 990 but not on line <b>a</b>:</p> <p>(1) Investment expenses not included on line 6b, Form 990 . . . \$ _____</p> <p>(2) Other (specify): _____</p> <p>_____ \$ _____</p> <p>Add amounts on lines (1) and (2) ▶</p> <p><b>e</b> Total expenses per line 17, Form 990 (line <b>c</b> plus line <b>d</b>) . . . . . ▶</p>	<p><b>a</b></p> <p><b>b</b></p> <p><b>c</b></p> <p><b>d</b></p> <p><b>e</b></p>

**Part V** List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see page 27 of the 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 & deferred compensation	(E) Expense account and other allowances
Leonard W. Smith 500 Woodward Ste.3500, Detroit, MI 48226	Pres. and Trustee	85,008	7,500	0
J. Peter Smith 500 Woodward Ste. 3500, Detroit, MI 48226	V.P., Treas and Trustee	0	0	0
David E. Nims 500 Woodward Ste. 3500, Detroit, MI 48226	V.P., Sec. and Trustee	0	0	0
Lynn Carpenter 500 Woodward Ste. 3500, Detroit, MI 48226	Trustee	0	0	0
Allen Ledyard 500 Woodward Ste. 3500, Detroit, MI 48226	Trustee	0	0	0

**75** Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations?  Yes  No  
 If "Yes," attach schedule—see page 28 of the instructions.

Part VI Other Information (See page 28 of the instructions.)

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
80b If "Yes," enter the name of the organization
81a Enter direct and indirect political expenditures. See line 81 instructions
81b Did the organization file Form 1120-POL for this year?
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
82b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)
83a Did the organization comply with the public inspection requirements for returns and exemption applications?
83b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84a Did the organization solicit any contributions or gifts that were not tax deductible?
84b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85 501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?
85b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.
85c Dues, assessments, and similar amounts from members
85d Section 162(e) lobbying and political expenditures
85e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices
85f Taxable amount of lobbying and political expenditures (line 85d less 85e)
85g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?
85h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?
86 501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12
86b Gross receipts, included on line 12, for public use of club facilities
87 501(c)(12) orgs. Enter: a Gross income from members or shareholders
87b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911, section 4912, section 4955
89b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.
89c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958.
89d Enter: Amount of tax on line 89c, above, reimbursed by the organization.
90a List the states with which a copy of this return is filed
90b Number of employees employed in the pay period that includes March 12, 2003 (See instructions)
91 The books are in care of
Located at
Telephone no.
ZIP + 4
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments . . . . .					
g Fees and contracts from government agencies					
94 Membership dues and assessments . . . . .					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities . . . . .		331,385	14		
97 Net rental income or (loss) from real estate:					
a debt-financed property . . . . .					
b not debt-financed property . . . . .					
98 Net rental income or (loss) from personal property					
99 Other investment income . . . . .					
100 Gain or (loss) from sales of assets other than inventory		(274,248)	18		
101 Net income or (loss) from special events . . . . .					
102 Gross profit or (loss) from sales of inventory . . . . .					
103 Other revenue: a <u>Mining Royalties</u>		140,454	15		
b <u>Investment Fee Rebate</u>		52,271	14		
c <u>Misc.</u>		69	14		
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		249,931			
105 Total (add line 104, columns (B), (D), and (E))					249,931

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
  - (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No
- Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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 officer) is based on all information of which preparer has any knowledge.

Please \_\_\_\_\_ Date: 4/07/04

**SCHEDULE A**  
(Form 990 or 990-EZ)

**Organization Exempt Under Section 501(c)(3)**

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),  
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

**2003**

**Supplementary Information—(See separate instructions.)**

Department of the Treasury  
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization <b>Ethel and James Flinn Foundation</b>	Employer identification number <b>38 : 2413122</b>
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**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**  
(See page 1 of the instructions. List each one. If there are 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 & deferred compensation	(e) Expense account and other allowances
None				
.....				
.....				
.....				
.....				
.....				
.....				
.....				
.....				
.....				
Total number of other employees paid over \$50,000 ▶				

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<b>Bank One</b> ..... 611 Woodward Ave., Detroit, MI 48226	<b>Custodial</b>	<b>52,488</b>
<b>Clark Hill PLC</b> ..... 500 Woodward Ave., Ste 3500, Detroit, MI 48226	<b>Legal</b>	<b>50,332</b>
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services ▶	<b>0</b>	

<b>Part III</b> Statements About Activities (See page 2 of the instructions )		Yes	No
<b>1</b>	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) . . . . .		✓
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
<b>2</b>	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions )		
<b>a</b>	Sale, exchange, or leasing of property? . . . . .		✓
<b>b</b>	Lending of money or other extension of credit? . . . . .		✓
<b>c</b>	Furnishing of goods, services, or facilities? . . . . .		✓
<b>d</b>	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . . . . .	✓	
<b>e</b>	Transfer of any part of its income or assets? . . . . .		✓
<b>3a</b>	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) . . . . .		✓
<b>b</b>	Do you have a section 403(b) annuity plan for your employees? . . . . .	✓	
<b>4</b>	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . . . .		✓

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

- The organization is not a private foundation because it is (Please check only **ONE** applicable box.)
- 5**  A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
  - 6**  A school. Section 170(b)(1)(A)(ii) (Also complete Part V)
  - 7**  A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
  - 8**  A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v).
  - 9**  A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶ \_\_\_\_\_
  - 10**  An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
  - 11a**  An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
  - 11b**  A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
  - 12**  An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)
  - 13**  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above, or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3) )

Provide the following information about the supported organizations. (See page 5 of the instructions )

(a) Name(s) of supported organization(s)	(b) Line number from above
See Attached Schedule	

- 14**  An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions )



**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in) ▶	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
<b>15</b> Gifts, grants, and contributions received (Do not include unusual grants See line 28).					
<b>16</b> Membership fees received					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
<b>19</b> Net income from unrelated business activities not included in line 18					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
<b>22</b> Other income Attach a schedule. Do not include gain or (loss) from sale of capital assets					
<b>23</b> Total of lines 15 through 22					
<b>24</b> Line 23 minus line 17					
<b>25</b> Enter 1% of line 23					
<b>26 Organizations described on lines 10 or 11:</b>					<b>26a</b>
<b>a</b> Enter 2% of amount in column (e), line 24 ▶					
<b>b</b> Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a <b>Do not file this list with your return.</b> Enter the total of all these excess amounts ▶					
<b>c</b> Total support for section 509(a)(1) test Enter line 24, column (e) ▶					<b>26b</b>
<b>d</b> Add: Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____ ▶					
<b>e</b> Public support (line 26c minus line 26d total) ▶					<b>26c</b>
<b>f</b> Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶					<b>26d</b>
<b>a</b> For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" <b>Do not file this list with your return.</b> Enter the sum of such amounts for each year.  (2002) _____ (2001) _____ (2000) _____ (1999) _____					<b>26e</b>
<b>b</b> For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) <b>Do not file this list with your return.</b> After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:  (2002) _____ (2001) _____ (2000) _____ (1999) _____					<b>26f</b> %
<b>c</b> Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶					<b>27c</b>
<b>d</b> Add: Line 27a total _____ and line 27b total _____ ▶					<b>27d</b>
<b>e</b> Public support (line 27c total minus line 27d total) ▶					<b>27e</b>
<b>f</b> Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶					
<b>g</b> Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶					<b>27f</b> %
<b>h</b> Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶					<b>27g</b> %
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. <b>Do not file this list with your return.</b> Do not include these grants in line 15					

**Part V Private School Questionnaire** (See page 7 of the instructions.)  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? . . . . . If "Yes," please describe; if "No," please explain (If you need more space, attach a separate statement ) ..... ..... .....		
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .		
d	Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement ) ..... .....		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges? . . . . .		
b	Admissions policies? . . . . .		
c	Employment of faculty or administrative staff? . . . . .		
d	Scholarships or other financial assistance? . . . . .		
e	Educational policies? . . . . .		
f	Use of facilities? . . . . .		
g	Athletic programs? . . . . .		
h	Other extracurricular activities? . . . . .		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement ) ..... .....		
34a	Does the organization receive any financial aid or assistance from a governmental agency? . . . . .		
b	Has the organization's right to such aid ever been revoked or suspended? . . . . . If you answered "Yes" to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation . . . . .		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a**  if the organization belongs to an affiliated group. Check **b**  if you checked "a" and "limited control" provisions apply

<b>Limits on Lobbying Expenditures</b>		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred )			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table— If the amount on line 40 is—      The lobbying nontaxable amount is— Not over \$500,000 . . . . . 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . . . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 . . . . . \$1,000,000	41	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below  
 See the instructions for lines 45 through 50 on page 11 of the instructions )

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				-

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
c Media advertisements	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
d Mailings to members, legislators, or the public	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
e Publications, or published or broadcast statements	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
f Grants to other organizations for lobbying purposes	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
g Direct contact with legislators, their staffs, government officials, or a legislative body	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
i Total lobbying expenditures (Add lines c through h.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

**Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions.)

**51** Did the reporting 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?

	Yes	No
<b>a</b> Transfers from the reporting organization to a noncharitable exempt organization of:		
(i) Cash		<input checked="" type="checkbox"/>
(ii) Other assets		<input checked="" type="checkbox"/>
<b>b</b> Other transactions:		
(i) Sales or exchanges of assets with a noncharitable exempt organization		<input checked="" type="checkbox"/>
(ii) Purchases of assets from a noncharitable exempt organization		<input checked="" type="checkbox"/>
(iii) Rental of facilities, equipment, or other assets		<input checked="" type="checkbox"/>
(iv) Reimbursement arrangements		<input checked="" type="checkbox"/>
(v) Loans or loan guarantees		<input checked="" type="checkbox"/>
(vi) Performance of services or membership or fundraising solicitations		<input checked="" type="checkbox"/>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		<input checked="" type="checkbox"/>

**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 organization. If the organization 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

**52a** Is the organization 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



**ETHEL AND JAMES FLINN FOUNDATION**

**EIN: 38-2143122**

**FORM 990**

**SCHEDULE A**

<u>Name of Supported Organization</u>	<u>Line No.</u>
Detroit Medical Center, Inc.	7
Trinity Health	7
Wayne State University	6
University of Michigan	6
State of Michigan	8
	11A
Henry Ford Health System	7
Rose Hill Center, Inc.	7

**ATTACHMENT TO  
ETHEL AND JAMES FLINN FOUNDATION  
EIN: 38-2143122  
FORM 990**

**Part I – Line 8(c)**

See attached Schedule of Capital Gains

**Part I – Line 20**

Change in Unrealized Gain or (Loss) on Investments \$2,142,434.00

**Part III – Statement of Programs, Services and Accomplishments**

**List of Grants:**

a.	University of Michigan – Department of Psychiatry <i>Screening and Brief Intervention for Patients Presenting to Psychiatric Emergency Services with Major Illnesses and At-risk Drinking</i>	\$ 170,000.00
b.	University of Michigan – Department of Psychiatry <i>Continued Development of and Implementation of Life Skills: A Psychosocial Skills Training Program for Persons with Severe and Persistent Mental Illness</i>	\$ 144,592.00
c.	University of Michigan – Department Psychiatry <i>Clinical Guidelines for the Treatment of Depressed Youth: Predictors of Treatment Adherence and Long-Term Effectiveness</i>	\$ 86,999.00
d.	Wayne State University – Department of Psychiatry and Institute of Gerontology <i>A Comprehensive Geriatric Mental Health Treatment Program in Long-Term Care Setting</i>	\$ 75,344.00
e.	Wayne State University – Department of Psychiatry <i>Motivationally-Based Integrated Therapy for Mentally Ill Substance Abusing Patients</i>	\$ 140,697.00
f.	Council of Michigan Foundations – Dues	\$ 2,500.00
g.	Grantmakers in Health – Dues	\$ 500.00
h.	Heinz Procter Fund	\$ 500.00

i. Public Sector Consultants Contract – \$ 200,000.00  
*Implementing Evidence-Based Practices in  
Clinical Settings*

**TOTAL** \$ 821,132.00

**Part IV – Line 54**

See attached List of Securities

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 3

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
<u>CASH EQUIVALENTS</u>							
ONE GROUP PRIME MONEY MARKET FUND CUSIP: 681937405	84,041.68	84,041.68	1.000	84,041.68	554.68	64.18	0.66
<u>FIXED INCOME</u>							
<u>CTF/MUTUAL FUNDS</u>							
ONE GROUP HIGH YIELD BOND FUND CUSIP: 68231N131	80,698.713	727,247.25	8.280	668,185.34	50,356.00	4,196.33	7.54
ONE GROUP BOND FUND CUSIP: 68231N743	363,251.284	3,807,018.02	10.990	3,992,131.61	191,796.68	15,983.06	4.80
TOTAL CTF/MUTUAL FUNDS		4,534,265.27		4,660,316.95	242,152.68	20,179.39	5.20
<u>EQUITIES</u>							
<u>COMMON STOCKS</u>							
AFFILIATED COMPUTER SVCS INC CL A CUSIP: 008190100	350	18,116.87	54.460	19,061.00	0.00	0.00	0.00
ALBERTSONS INC CUSIP: 013104104	1,820	40,300.72	22.650	41,223.00	1,383.20	0.00	3.36
ALCOA INC CUSIP: 013617101	1,500	45,300.77	38.000	57,000.00	900.00	0.00	1.58
ALTRIA GROUP INC CUSIP: 02209S103	1,810	77,719.99	54.420	98,500.20	4,923.20	1,230.80	5.00



INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FND

PAGE 4

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
AMERICAN INTL GROUP INC CUSIP: 026874107	1,640	131,117.50	66.280	108,699.20	426.40	0.00	0.39
AMERISOURCEBERGEN CORP CUSIP: 03073E105	710	42,174.61	56.150	39,866.50	71.00	0.00	0.18
AMGEN INC CUSIP: 031162100	900	52,153.26	61.790	55,611.00	0.00	0.00	0.00
ANDRX CORP DEL ANDRX GROUP CUSIP: 034553107	1,030	12,150.60	24.040	24,761.20	0.00	0.00	0.00
BLOCK H & R INC CUSIP: 093671105	1,060	45,346.09	55.370	58,692.20	848.00	212.00	1.44
BRINKER INTL INC CUSIP: 109641100	1,290	35,109.36	33.160	42,776.40	0.00	0.00	0.00
BRISTOL MYERS SQUIBB CO CUSIP: 110122108	2,270	86,545.61	28.600	64,922.00	2,542.40	635.60	3.92
CABOT CORP CUSIP: 127055101	600	16,997.85	31.840	19,104.00	360.00	0.00	1.88
CENTURYTEL INC CUSIP: 156700106	620	19,786.00	32.620	20,224.40	136.40	0.00	0.67
CHARLES RIV LABORATORIES INTL INC CUSIP: 159864107	530	15,521.22	34.330	18,194.90	0.00	0.00	0.00
CHARTER ONE FINL INC CUSIP: 160903100	861	22,805.47	34.550	29,747.55	895.44	0.00	3.01
CISCO SYS INC CUSIP: 17275R102	3,120	75,559.24	24.230	75,597.60	0.00	0.00	0.00



INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FUND

PAGE 5

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
CITIGROUP INC CUSIP: 172967101	3,270	135,916.24	48.540	158,725.80	4,578.00	0.00	2.88
CLEAR CHANNEL COMMUNICATIONS INC CUSIP: 184502102	630	30,818.63	46.830	29,502.90	252.00	63.00	0.85
COMCAST CORP NEW CL A CUSIP: 20030N101	2,317	87,618.07	32.790	75,974.43	0.00	0.00	0.00
COOPER CAMERON CORP CUSIP: 216640102	390	21,669.83	46.600	18,174.00	0.00	0.00	0.00
CRANE CO CUSIP: 224399105	820	22,343.45	30.740	25,206.80	328.00	0.00	1.30
CYMER INC CUSIP: 232572107	620	16,962.10	46.190	28,637.80	0.00	0.00	0.00
DANAHER CORP CUSIP: 235851102	380	22,788.13	91.750	34,865.00	38.00	9.50	0.11
DELL INC CUSIP: 24702R101	1,970	54,809.91	33.980	66,940.60	0.00	0.00	0.00
DEVON ENERGY CORP NEW CUSIP: 25179M103	290	14,681.91	57.260	16,605.40	58.00	0.00	0.35
DIEBOLD INC CUSIP: 253651103	420	15,412.58	53.870	22,625.40	285.60	0.00	1.26
DISNEY WALT CO CUSIP: 254687106	1,180	45,997.26	23.330	27,529.40	247.80	247.80	0.90

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FND

PAGE 6

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
EATON CORP CUSIP: 278058102	220	18,431.31	107.980	23,755.60	422.40	0.00	1.78
ELECTRONIC ARTS CUSIP: 285512109	400	12,469.87	47.680	19,072.00	0.00	0.00	0.00
EXXON MOBIL CORP CUSIP: 302316102	3,620	137,681.19	41.000	148,420.00	3,620.00	0.00	2.44
FPL GROUP INC CUSIP: 302571104	800	46,802.10	65.420	52,336.00	1,920.00	0.00	3.67
FEDERAL HOME LN MTG CORP CUSIP: 313400301	1,910	107,092.87	58.320	111,391.20	1,986.40	0.00	1.78
FEDERAL NATL MTG ASSN CUSIP: 313586109	650	45,060.41	75.060	48,789.00	1,170.00	0.00	2.40
GENERAL ELEC CO CUSIP: 369604103	4,350	121,491.35	30.980	134,763.00	3,480.00	870.00	2.58
HARTFORD FINL SVCS GROUP INC CUSIP: 416515104	740	42,421.08	59.030	43,682.20	828.80	207.20	1.90
HONEYWELL INTL INC CUSIP: 438516106	1,380	48,984.08	33.430	46,133.40	1,035.00	0.00	2.24
INTEL CORP CUSIP: 458140100	3,950	103,768.68	32.050	126,597.50	316.00	0.00	0.25
INTERNATIONAL BUSINESS MACHS CORP CUSIP: 459200101	850	77,585.54	92.680	78,778.00	544.00	0.00	0.69
JOHNSON CTLS INC CUSIP: 478366107	580	38,393.30	116.120	67,349.60	1,044.00	261.00	1.55



INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 7

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
JONES APPAREL GROUP INC CUSIP: 480074103	1,450	43,615.54	35.230	51,083.50	464.00	0.00	0.91
KINDER MORGAN INC KANS CUSIP: 49455P101	560	29,512.20	59.100	33,096.00	896.00	0.00	2.71
LAUDER ESTEE COS INC CL A CUSIP: 518439104	650	22,045.56	39.260	25,519.00	195.00	195.00	0.76
LEAR CORP CUSIP: 521865105	890	34,808.55	61.330	54,583.70	712.00	178.00	1.30
LINEAR TECHNOLOGY CORP CUSIP: 535678106	600	35,762.16	42.070	25,242.00	144.00	0.00	0.57
MBNA CORP CUSIP: 55262L100	3,350	67,045.01	24.850	83,247.50	1,340.00	335.00	1.61
MARSH & MCLENNAN COS INC CUSIP: 571748102	980	45,431.85	47.890	46,932.20	1,215.20	303.80	2.59
MCKESSON CORP CUSIP: 58155Q103	1,110	30,412.10	32.160	35,697.60	266.40	66.60	0.75
MEDTRONIC INC CUSIP: 585055106	1,140	45,349.56	48.610	55,415.40	330.60	82.65	0.60
MERCK & CO INC CUSIP: 589331107	1,130	71,583.45	46.200	52,206.00	1,672.40	418.10	3.20
MICROSOFT CORP CUSIP: 594918104	6,260	202,035.61	27.370	171,336.20	1,001.60	0.00	0.58

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES F AM FND

PAGE 8

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
MORGAN STANLEY NEW CUSIP: 617446448	1,110	61,914.35	57.870	64,235.70	1,110.00	0.00	1.73
MOTOROLA INC CUSIP: 620076109	3,450	46,167.19	14.000	48,300.00	552.00	138.00	1.14
MURPHY OIL CORP CUSIP: 626717102	740	30,193.59	65.310	48,329.40	592.00	0.00	1.22
NATIONAL CITY CORP CUSIP: 635405103	1,450	44,429.11	33.940	49,213.00	1,856.00	0.00	3.77
NETWORKS ASSOCS INC CUSIP: 640938106	1,020	13,281.98	15.040	15,340.80	0.00	0.00	0.00
NORTH FORK BANCORPORATION INC N Y CUSIP: 659424105	1,010	32,532.50	40.470	40,874.70	1,212.00	0.00	2.97
NORTHROP GRUMMAN CORP CUSIP: 666807102	150	19,047.21	95.600	14,340.00	240.00	0.00	1.67
OHNICOM GROUP CUSIP: 681919106	520	44,513.27	87.330	45,411.60	416.00	104.00	0.92
PAYCHEX INC CUSIP: 704326107	940	34,301.95	37.200	34,968.00	451.20	0.00	1.29
PENTAIR INC CUSIP: 709631105	510	19,538.10	45.700	23,307.00	428.40	0.00	1.84
PFIZER INC CUSIP: 717081103	4,660	174,971.58	35.330	164,637.80	3,168.80	0.00	1.92
PINNACLE WEST CAP CORP CUSIP: 723484101	1,250	49,994.20	40.020	50,025.60	2,250.00	0.00	4.50

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FUND

PAGE 9

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
PITNEY BOWES INC CUSIP: 724479100	710	25,853.74	40.620	28,840.20	852.00	0.00	2.95
QUALCOMM INC CUSIP: 747525103	770	38,308.43	53.930	41,526.10	215.60	0.00	0.52
RENT A CTR INC NEW CUSIP: 76009N100	1,370	40,911.73	30.000	41,100.00	0.00	0.00	0.00
SBC COMMUNICATIONS INC CUSIP: 783876103	2,040	87,380.01	26.070	53,182.80	2,550.00	0.00	4.79
SPX CORP CUSIP: 784635104	420	20,761.25	58.810	24,700.20	0.00	0.00	0.00
SAFEMAY INC NEW CUSIP: 786514208	2,410	57,769.73	21.910	52,803.10	0.00	0.00	0.00
SIGMA ALDRICH CORP CUSIP: 826552101	630	25,810.07	57.180	36,023.40	403.20	0.00	1.12
SUNTRUST BKS INC CUSIP: 867914103	840	57,856.37	71.500	60,060.00	1,512.00	0.00	2.52
SYSCO CORP CUSIP: 871829107	1,220	32,399.97	37.230	45,420.60	634.40	158.60	1.40
TARGET CORP CUSIP: 87612E106	850	31,623.17	38.400	32,640.00	238.00	0.00	0.73
TEMPLE INLAND INC COM CUSIP: 879868107	280	15,694.50	62.670	17,547.60	380.80	0.00	2.17
3M CO CUSIP: 88579Y101	920	49,891.09	85.030	78,227.60	1,214.40	0.00	1.55

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4610989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 10

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
TIME WARNER INC NEW CUSIP: 887317105	3,150	123,541.47	17.990	56,668.50	0.00	0.00	0.00
TYSON FOODS INC CL A CUSIP: 902494103	1,340	14,162.35	13.240	17,741.60	214.40	0.00	1.21
US BANCORP DEL NEW CUSIP: 902973304	2,830	65,160.75	29.780	84,277.40	2,716.80	679.20	3.22
UNITED PARCEL SVC INC CL B CUSIP: 911312106	660	39,154.50	74.550	49,203.00	660.00	165.00	1.34
UNITEDHEALTH GROUP INC CUSIP: 91324P102	770	42,978.60	58.180	44,798.60	11.55	0.00	0.03
VALERO ENERGY CORP NEW CUSIP: 91913Y100	530	20,079.46	46.340	24,560.20	254.40	0.00	1.04
VERIZON COMMUNICATIONS CUSIP: 92343V104	1,070	53,321.36	35.080	37,535.60	1,647.80	0.00	4.39
VIACOM INC CL B CUSIP: 925524308	1,680	84,971.24	44.380	74,558.40	403.20	100.80	0.54
WAL MART STORES INC CUSIP: 931142103	2,090	105,293.88	53.050	110,874.50	752.40	188.10	0.68
WALGREEN CO CUSIP: 931422109	1,260	46,663.60	36.380	45,838.80	216.72	0.00	0.47
WASHINGTON MUT INC CUSIP: 939322103	1,610	64,403.54	40.120	64,593.20	2,640.40	0.00	4.09

INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 11

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
WELLS FARGO & CO NEW CUSIP: 949746101	1,160	52,001.07	58.890	68,312.40	2,088.00	0.00	3.06
WYETH CUSIP: 983024100	1,140	58,572.10	42.450	48,393.00	1,048.80	0.00	2.17
YUM BRANDS INC CUSIP: 988498101	1,770	46,316.58	34.400	60,888.00	0.00	0.00	0.00
<b>TOTAL COMMON STOCKS</b>		<b>4,505,272.23</b>		<b>4,713,493.08</b>	<b>75,808.51</b>	<b>6,869.73</b>	<b>1.61</b>
<b>FOREIGN EQUITIES</b>							
WEATHERFORD BERMUDA CUSIP: 695089101	570	24,002.95	36.000	20,520.00	0.00	0.00	0.00
CANADIAN NATL RY CO CUSIP: 136375102	330	15,666.62	63.280	20,882.40	251.79	0.00	1.21
SUNCOR ENERGY INC CUSIP: 867229106	1,120	20,593.82	25.060	28,067.20	171.36	0.00	0.61
TYCO INTL LTD NEW CUSIP: 902124106	2,310	78,712.52	26.500	61,215.00	115.50	28.88	0.19
<b>TOTAL FOREIGN EQUITIES</b>		<b>138,975.91</b>		<b>130,684.60</b>	<b>538.65</b>	<b>28.88</b>	<b>0.41</b>
<b>EQUITY FUNDS</b>							
ONE GROUP SMALL CAP GROWTH FUND CUSIP: 681939823	29,544.106	306,508.95	10.810	319,371.79	0.00	0.00	0.00
ONE GROUP SMALL CAP VALUE FUND CUSIP: 682316602	14,093.06	190,717.86	23.070	325,126.89	938.46	294.98	0.29



INVESTMENT PORTFOLIO DETAIL REPORT 12/31/03

ACCOUNT NO. 6410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 12

DESCRIPTION	SHARES/ FACE VALUE	ACQUISITION COST	MARKET PRICE	MARKET VALUE	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD ON MARKET
ONE GROUP DIVERSIFIED INTERNATIONAL FUND CUSIP: 68231N634	101,128.602	1,323,850.44	13.740	1,389,506.99	11,566.08	11,566.28	0.83
ONE GROUP DIVERSIFIED MID CAP FUND CUSIP: 68231N675	64,009.409	1,220,787.30	18.130	1,160,490.59	1,896.60	744.24	0.16
TOTAL CTF/MUTUAL FUNDS		3,041,854.55		3,194,496.26	14,401.14	12,605.50	0.45
TOTAL EQUITIES		7,686,112.69		8,038,673.94	90,748.30	19,484.13	1.13
<b>OTHER ASSETS</b>							
DORMANT SEC 700 SHARES MAGNOLIA GOLD MINING COMPANY (\$1.00 PAR) CAPITAL	1	1.00	0.000	0.00	0.00	0.00	0.00
\$960 FREE STATE OF PRUSSIA CPNS FROM 6% BOND 08751 DUE 10-15-52 UNDIVIDED 1/2 INT HELD BY 200514900	1	1.00	1.000	1.00	1.00	0.00	100.00
TOTAL OTHER ASSETS		2.00		1.00	1.00	0.00	100.00
CASH		0.00		0.00			
TOTAL ASSETS AND CASH		12,304,421.64		12,783,033.57	333,456.66	39,727.70	2.61
ACCRUED INCOME				39,727.70			
TOTAL VALUE (WITH ACCRUED INCOME)				12,822,761.27			

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 129

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/LOSS
	<b>SOLD</b>			
	ADVANCEPCS CUSIP: 00790K109			
12/22/03	430 SOLD 12/17/03 AT \$51.7764/SH COMMISSION \$21.50 430 SHARES AT \$51.8288	22,263.84	14,674.57-	7,589.27
	ALCOA INC CUSIP: 013817101			
04/01/03	60 SOLD 03/27/03 AT \$20.2093/SH COMMISSION \$6.00 60 SHARES AT \$20.31	1,212.56	1,679.85-	467.29-
	ALTRIA GROUP INC CUSIP: 022095103			
04/01/03	90 SOLD 03/27/03 AT \$33.3091/SH COMMISSION \$9.00 90 SHARES AT \$33.41	2,997.82	3,530.80-	532.98-
	AMERICAN EXPRESS CO CUSIP: 025816109			
04/01/03	50 SOLD 03/27/03 AT \$34.329 /5H COMMISSION \$5.00 50 SHARES AT \$34.43	1,716.45	2,758.06-	1,041.61-
	970 SOLD 05/16/03 AT \$40.8206/5H COMMISSION \$48.50 970 SHARES AT \$40.8725	39,595.97	44,992.24-	5,396.27-
	<b>TOTAL</b>	<b>41,312.62</b>	<b>47,750.30-</b>	<b>6,437.88-</b>

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 130

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	AMERICAN INTL GROUP INC CUSIP: 026674107 100 SOLD 03/27/03 AT \$50.4487/SH COMMISSION \$10.00 100 SHARES AT \$50.55	5,044.87	6,877.50	1,832.63-
04/01/03	AMGEN INC CUSIP: 031162100 50 SOLD 03/27/03 AT \$58.0684/SH COMMISSION \$5.00 50 SHARES AT \$58.17	2,903.42	3,206.25-	302.83-
04/01/03	AOL TIME WARNER INC *** ASSET CLOSED SEE CUSIP # 887317105 *** CUSIP: 00184A105 150 SOLD 03/27/03 AT \$11.3397/SH COMMISSION \$15.00 150 SHARES AT \$11.44	1,700.95	6,863.48-	5,162.53-



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 131

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/29/03	APPLIED MATLS INC CUSIP: 038222105 750 SOLD 04/24/03 AT \$15.106 /SH COMMISSION \$45.00 750 SHARES AT \$15.1667	11,329.50	14,367.18	3,037.68
04/30/03	950 SOLD 04/25/03 AT \$14.2431/SH COMMISSION \$57.00 950 SHARES AT \$14.3038	13,530.97	18,328.11	4,797.14
	TOTAL	24,860.47	32,695.29	7,834.82
12/19/03	AT & T CORP NEW CUSIP: 001957505 190 SOLD 12/16/03 AT \$16.8807/SH COMMISSION \$9.50 190 SHARES AT \$18.9316	3,587.33	14,226.74	10,639.41
05/21/03	AUTOMATIC DATA PROCESSING INC CUSIP: 053015103 650 SOLD 05/16/03 AT \$33.5555/SH COMMISSION \$39.00 650 SHARES AT \$33.6171	21,811.10	36,883.00	15,071.90

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 132

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
	BANK OF AMERICA CORP CUSIP: 060505104			
04/01/03	50 SOLD 03/27/03 AT \$68.1582/SH COMMISSION \$5.00 50 SHARES AT \$68.26	3,407.91	2,009.32-	1,398.59
10/30/03	1,140 SOLD 10/27/03 AT \$73.6868/SH COMMISSION \$57.00 1,140 SHARES AT \$73.7402	84,002.90	58,984.80-	25,018.10
	<b>TOTAL</b>	<b>87,410.81</b>	<b>60,994.12-</b>	<b>26,416.69</b>
	BAXTER INTL INC CUSIP: 071813109			
05/14/03	960 SOLD 05/09/03 AT \$22.4613/SH COMMISSION \$48.00 960 SHARES AT \$22.5124	21,562.89	42,104.20-	20,541.31-
	BB & T CORP CUSIP: 054937107			
01/24/03	410 SOLD 01/21/03 AT \$34.869 /SH COMMISSION \$20.50 410 SHARES AT \$34.9201	14,296.31	15,566.11-	1,269.80-

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES, FAM FND

PAGE 133

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
	BED BATH & BEYOND INC CUSIP: 075896100			
08/12/03	310 SOLD 08/07/03 AT \$39.4008/SH COMMISSION \$15.50 310 SHARES AT \$39.4526	12,214.24	9,281.19-	2,933.05
08/13/03	310 SOLD 08/08/03 AT \$39.6928/SH COMMISSION \$15.50 310 SHARES AT \$39.7447	12,304.78	9,281.18-	3,023.60
	<b>TOTAL</b>	<b>24,519.02</b>	<b>18,562.37-</b>	<b>5,956.65</b>
	BELLSOUTH CORP BLS GROUP CUSIP: 079860102			
04/01/03	80 SOLD 03/27/03 AT \$22.4794/SH COMMISSION \$8.00 80 SHARES AT \$22.58	1,798.35	3,138.95-	1,340.60-
12/19/03	1,260 SOLD 12/16/03 AT \$26.9833/SH COMMISSION \$63.00 1,260 SHARES AT \$27.0346	33,999.01	45,573.44-	11,574.43-
	<b>TOTAL</b>	<b>35,797.36</b>	<b>48,712.39-</b>	<b>12,915.03-</b>

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 134

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
03/17/03	BOEING CO CUSIP: 097023105 420 SOLD 03/12/03 AT \$24.9501/SH COMMISSION \$21.00 420 SHARES AT \$25.0009	10,479.06	16,471.73	5,992.67
12/22/03	CAREMARK RX INC CUSIP: 141705103 700 SOLD 12/17/03 AT \$24.7987/SH COMMISSION \$35.00 700 SHARES AT \$24.8499	17,359.12	14,830.22	2,528.90
05/27/03	CHEVRONTEXACO CORP CUSIP: 166764100 520 SOLD 05/21/03 AT \$66.7732/SH COMMISSION \$26.00 520 SHARES AT \$66.8263	34,722.05	40,447.43	5,725.38
04/01/03	CISCO SYS INC CUSIP: 17275R102 170 SOLD 03/27/03 AT \$13.6196/SH COMMISSION \$17.00 170 SHARES AT \$13.52	2,281.34	4,723.28	2,441.94



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989600

FLINN, ETHEL AND JAMES FAN FND

PAGE 135

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
	CITIGROUP INC CUSIP: 172967101			
04/01/03	220 SOLD 03/27/03 AT \$35.6891/SH COMMISSION \$22.00 220 SHARES AT \$35.79	7,851.60	6,023.80-	1,827.80
	COCA-COLA CO CUSIP: 191216100			
04/01/03	140 SOLD 03/27/03 AT \$40.7989/SH COMMISSION \$14.00 140 SHARES AT \$40.90	5,711.85	7,059.87-	1,348.02-
10/14/03	370 SOLD 10/08/03 AT \$44.0839/SH COMMISSION \$18.50 370 SHARES AT \$44.136	16,311.06	18,494.29-	2,183.23-
10/15/03	500 SOLD 10/09/03 AT \$43.9796/SH COMMISSION \$25.00 500 SHARES AT \$44.0317	21,989.82	23,938.62-	1,948.80-
10/16/03	370 SOLD 10/10/03 AT \$43.7998/SH COMMISSION \$18.50 370 SHARES AT \$43.8518	16,205.91	18,088.27-	1,882.36-
10/16/03	320 SOLD 10/13/03 AT \$44.0203/SH COMMISSION \$16.00 320 SHARES AT \$44.0724	14,086.51	16,003.23-	1,916.72-
10/17/03	120 SOLD 10/14/03 AT \$44.4122/SH COMMISSION \$7.20 120 SHARES AT \$44.4743	5,329.47	5,295.60-	33.87
	<b>TOTAL</b>	<b>79,634.62</b>	<b>88,879.88-</b>	<b>9,245.26-</b>



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 6410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 136

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
12/19/03	COMCAST CORP NEW CL A SPL CUSIP: 20030N200 840 SOLD 12/16/03 AT \$29.9836/SH COMMISSION \$42.00 840 SHARES AT \$30.035	25,186.22	41,212.50	16,026.28-
09/22/03	CONVERSE TECHNOLOGY INC CUSIP: 205862402 530 SOLD 09/17/03 AT \$16.1778/SH COMMISSION \$31.80 530 SHARES AT \$16.2386	8,574.26	31,077.87-	22,503.61-
09/23/03	170 SOLD 09/18/03 AT \$15.9644/SH COMMISSION \$10.20 170 SHARES AT \$16.0251	2,713.94	2,193.07-	520.87
09/24/03	20 SOLD 09/19/03 AT \$16.089 /SH COMMISSION \$1.20 20 SHARES AT \$16.15	321.78	258.01-	63.77
09/29/03	400 SOLD 09/24/03 AT \$14.9436/SH COMMISSION \$24.00 400 SHARES AT \$15.0043	5,977.44	5,160.15-	817.29
	TOTAL	17,587.62	38,689.10-	21,101.68-



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

ELANN, ETHEL AND JAMES FAM FND

PAGE 137

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	COUNTRYWIDE FINL CORP CUSIP: 222372104			
05/21/03	290 SOLD 05/16/03 AT \$69.0363/SH COMMISSION \$14.50 290 SHARES AT \$69.0895	20,020.52	13,182.06-	6,838.46
	CROMPTON CORP CUSIP: 227116100			
03/11/03	230 SOLD 03/06/03 AT \$3.6713/SH COMMISSION \$11.50 230 SHARES AT \$3.7214	844.39	2,385.68-	1,541.29-
03/12/03	380 SOLD 03/07/03 AT \$3.7823/SH COMMISSION \$19.00 380 SHARES AT \$3.8324	1,437.27	3,941.55-	2,504.28-
03/14/03	30 SOLD 03/11/03 AT \$3.8507/SH COMMISSION \$1.50 30 SHARES AT \$3.9005	115.52	311.18-	195.66-
03/17/03	40 SOLD 03/12/03 AT \$3.85 /SH COMMISSION \$2.00 40 SHARES AT \$3.90	154.00	414.90-	260.90-
03/18/03	630 SOLD 03/13/03 AT \$3.8078/SH COMMISSION \$31.50 630 SHARES AT \$3.8579	2,398.91	5,475.17-	3,076.26-
	TOTAL	4,990.09	12,528.48-	7,578.39-

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FND

PAGE 138

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	CYMER INC CUSIP: 232572107			
06/17/03	420 SOLD 06/12/03 AT \$31.2783/SH COMMISSION \$25.20 420 SHARES AT \$31.3398	13,136.90	11,423.78-	1,713.12
	DANA CORP CUSIP: 235611106			
03/14/03	360 SOLD 03/11/03 AT \$6.6515/SH COMMISSION \$18.00 360 SHARES AT \$6.7017	2,394.54	6,615.02-	4,420.48-
03/17/03	230 SOLD 03/12/03 AT \$6.478 /SH COMMISSION \$11.50 230 SHARES AT \$6.5282	1,489.94	4,354.03-	2,864.09-
03/18/03	400 SOLD 03/13/03 AT \$6.4205/SH COMMISSION \$20.00 400 SHARES AT \$6.4707	2,568.20	7,928.57-	5,360.37-
03/19/03	100 SOLD 03/14/03 AT \$6.3365/SH COMMISSION \$5.00 100 SHARES AT \$6.3867	633.65	1,993.01-	1,359.36-
	TOTAL	7,086.33	21,090.63-	14,004.30-



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLANN, ETHEL AND JAMES FAN END

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
04/01/03	DELL COMPUTER CORP *** ASSET CLOSED SEE CUSIP #24702R101 *** CUSIP: 247025109 70 SOLD 03/27/03 AT \$27.6693/SH COMMISSION \$7.00 70 SHARES AT \$27.77	1,936.85	1,596.88-	339.97
04/01/03	DOLE FOOD INC *** ASSET CLOSED *** CUSIP: 256605106 300 SOLD 03/27/03 AT \$33.3924/SH COMMISSION \$15.00 300 SHARES AT \$33.4432	10,017.71	5,156.14-	4,861.57
04/01/03	ENERGY EAST CORP CUSIP: 29266M109 430 SOLD 03/27/03 AT \$33.372 /SH COMMISSION \$21.50 430 SHARES AT \$33.4228	14,349.94	7,844.73-	6,505.21
	TOTAL	24,367.65	13,000.87-	11,366.78
09/22/03	ENERGY EAST CORP CUSIP: 29266M109 50 SOLD 09/17/03 AT \$22.0736/SH COMMISSION \$2.50 50 SHARES AT \$22.1246	1,103.68	971.06-	132.62
09/23/03	ENERGY EAST CORP CUSIP: 29266M109 810 SOLD 09/18/03 AT \$21.949 /SH COMMISSION \$40.50 810 SHARES AT \$22.00	17,778.67	16,184.93-	1,593.74
	TOTAL	18,882.35	17,155.99-	1,726.36

SELLR (CONT.)

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLANN, ETHEL AND JAMES, FAM FND

PAGE 140

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
04/01/03	EXXON MOBIL CORP CUSIP: 30231G102 240 SOLD 03/27/03 AT \$55.7291/SH COMMISSION \$24.00 240 SHARES AT \$35.83	8,574.98	8,874.23	299.25-
04/01/03	FEDERAL HOME LN MTG CORP CUSIP: 313400301 90 SOLD 03/27/03 AT \$53.7886/SH COMMISSION \$9.00 90 SHARES AT \$53.89	4,840.97	3,903.50-	937.47
01/15/03	FLEETBOSTON FINL CORP CUSIP: 339030108 830 SOLD 01/10/03 AT \$26.9989/SH COMMISSION \$41.50 830 SHARES AT \$27.0497	22,409.07	24,609.80-	2,200.73-
04/01/03	FPL GROUP INC CUSIP: 302571104 50 SOLD 03/27/03 AT \$58.7484/SH COMMISSION \$5.00 50 SHARES AT \$58.85	2,937.42	2,898.75-	38.67

SOLD (CONT.)

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410289400

PAGE 141

FLINN, ETHEL AND JAMES FAM FND

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
07/10/03	GANNETT INC CUSIP: 364730101 2,000 SOLD 07/07/03 AT \$78.2073/SH COMMISSION \$120.00 2,000 SHARES AT \$78.271	156,414.67	156,340.00	74.67
04/01/03	GENERAL ELEC CO CUSIP: 369604103 300 SOLD 03/27/03 AT \$26.2393/SH COMMISSION \$30.00 300 SHARES AT \$26.34	7,871.80	2,671.87-	5,199.93
07/08/03	GENERAL MTRS CORP CUSIP: 370442105 770 SOLD 07/01/03 AT \$35.4257/SH COMMISSION \$38.50 770 SHARES AT \$35.4774	27,277.82	40,717.82-	13,440.00-
06/17/03	GUIDANT CORP CUSIP: 401698105 710 SOLD 06/12/03 AT \$40.5641/SH COMMISSION \$42.60 710 SHARES AT \$40.626	28,800.51	29,672.73-	872.22-

44

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 6410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 142

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
05/21/03	HEWLETT PACKARD CO CUSIP: 428236103 1,030 SOLD 05/16/03 AT \$17.8609/SH COMMISSION \$51.50 1,030 SHARES AT \$17.9117	18,396.69	37,304.80	18,908.11
04/01/03	HOME DEPOT INC CUSIP: 437076102 60 SOLD 03/27/03 AT \$25.1293/SH COMMISSION \$6.00 60 SHARES AT \$25.23	1,507.76	2,572.74	1,064.98
10/20/03	930 SOLD 10/15/03 AT \$35.8906/SH COMMISSION \$46.50 930 SHARES AT \$35.9423	33,378.28	44,300.96	10,922.68
10/20/03	320 SOLD 10/15/03 AT \$36.1578/SH COMMISSION \$16.00 320 SHARES AT \$36.2095	11,570.50	10,016.40	1,554.10
	TOTAL	66,456.54	56,890.10	10,433.56

SOLD (CONT.)

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 143

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	INTEL CORP CUSIP: 458140100 200 SOLD 03/27/03 AT \$17.5295/SH COMMISSION \$20.00 200 SHARES AT \$17.63	3,505.91	3,509.37-	3.46-
04/01/03	INTERNATIONAL BUSINESS MACHS CORP CUSIP: 459200101 50 SOLD 03/27/03 AT \$81.1378/SH COMMISSION \$5.00 50 SHARES AT \$81.24	4,056.89	4,325.69-	268.80-
01/21/03	INTERSTATE BAKERIES CORP DEL NEW CUSIP: 46072H108 690 SOLD 01/15/03 AT \$15.9809/SH COMMISSION \$34.50 690 SHARES AT \$16.0314	11,026.84	10,374.68-	652.16
01/22/03	60 SOLD 01/16/03 AT \$15.9395/SH COMMISSION \$3.60 60 SHARES AT \$16.00	956.37	966.00-	9.63-
01/23/03	10 SOLD 01/17/03 AT \$15.69 /SH COMMISSION \$0.60 10 SHARES AT \$15.75	156.90	161.00-	4.10-
	TOTAL	12,140.11	11,501.68-	638.43



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989500

FLANN, ETHEL AND JAMES FAN FND

PAGE 144

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	J P MORGAN CHASE & CO CUSIP: 46625H100 90 SOLD 03/27/03 AT \$24.0493/SH COMMISSION \$9.00 90 SHARES AT \$24.15	2,164.44	3,800.25-	1,635.81-
09/22/03	1,500 SOLD 09/17/03 AT \$34.6367/SH COMMISSION \$75.00 1,500 SHARES AT \$34.6883	51,955.01	56,308.99-	4,353.98-
09/23/03	1,030 SOLD 09/18/03 AT \$35.046 /SH COMMISSION \$51.50 1,030 SHARES AT \$35.0976	36,097.34	30,521.25-	5,576.09
	TOTAL	90,216.79	90,630.49-	413.70-
04/01/03	JOHNSON & JOHNSON CUSIP: 478160104 50 SOLD 03/27/03 AT \$56.7184/SH COMMISSION \$5.00 50 SHARES AT \$56.82	2,835.92	2,327.50-	508.42
05/15/03	480 SOLD 05/12/03 AT \$55.7754/SH COMMISSION \$24.00 480 SHARES AT \$55.828	26,772.19	22,474.60-	4,297.59
05/15/03	250 SOLD 05/12/03 AT \$55.811 /SH COMMISSION \$12.50 250 SHARES AT \$55.8636	13,952.75	13,074.20-	878.55
07/10/03	2,000 SOLD 07/07/03 AT \$52.7275/SH COMMISSION \$120.00 2,000 SHARES AT \$52.79	105,455.05	105,800.00-	-344.95

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FUND

PAGE 145

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	TOTAL	149,015.91	40,796.30-	108,219.61
	JOHNSON CTLS INC CUSIP: 478366107			
04/01/03	20 SOLD 03/27/03 AT \$73.868 /SH COMMISSION \$2.00 20 SHARES AT \$73.97	1,477.36	1,199.50-	277.86
	KIMBERLY CLARK CORP CUSIP: 494368103			
05/22/03	410 SOLD 05/19/03 AT \$49.5651/SH COMMISSION \$20.50 410 SHARES AT \$49.6174	20,321.68	26,399.20-	6,077.52-
	KRAFT FOODS INC CL A CUSIP: 50075N104			
02/03/03	400 SOLD 01/29/03 AT \$31.7157/SH COMMISSION \$20.00 400 SHARES AT \$31.7667	12,686.30	12,584.14-	102.16

4

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 146

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	LILLY ELI & CO CUSIP: 532457108			
04/01/03	50 SOLD 03/27/03 AT \$57.2384/SH COMMISSION \$5.00 50 SHARES AT \$57.34	2,861.92	3,053.64	191.72
05/15/03	750 SOLD 05/12/03 AT \$64.0453/SH COMMISSION \$37.50 750 SHARES AT \$64.0983	48,033.98	46,067.32	1,966.66
	TOTAL	50,895.90	49,120.96	1,774.94
	LIMITED BRANDS INC CUSIP: 532716107			
05/22/03	500 SOLD 05/19/03 AT \$13.3321/SH COMMISSION \$30.00 500 SHARES AT \$13.3927	6,666.04	11,575.60	4,909.56
05/23/03	930 SOLD 05/20/03 AT \$13.1887/SH COMMISSION \$55.80 930 SHARES AT \$13.2493	12,265.47	19,623.46	7,357.99
	TOTAL	18,931.51	31,199.06	12,267.55

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES, FAM FND

PAGE 147

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<u>SOLD (CONT.)</u>			
05/21/03	LINCOLN NATL CORP IND CUSIP: 534187109 380 SOLD 05/16/03 AT \$32.6669/SH COMMISSION \$19.00 380 SHARES AT \$32.7184	12,413.41	18,954.12-	6,540.71-
06/01/03	MARSH & MCLENNAN COS INC CUSIP: 571748102 50 SOLD 03/27/03 AT \$43.1488/SH COMMISSION \$5.00 50 SHARES AT \$43.25	2,157.44	2,270.25-	112.81-
06/01/03	MBNA CORP CUSIP: 552621100 130 SOLD 03/27/03 AT \$15.4595/SH COMMISSION \$13.00 130 SHARES AT \$15.56	2,009.74	2,804.32-	794.58-
08/29/03	MEDCO HEALTH SOLUTIONS INC CUSIP: 58405U102 0.278 SOLD 08/29/03 AT \$25.8273/SH COMMISSION \$0.00 CASH IN LIEU OF FRACTIONAL SHARE	7.18	7.35-	0.17-
08/29/03	136 SOLD 08/26/03 AT \$26.9718/SH COMMISSION \$6.80 136 SHARES AT \$27.023	3,668.16	4,038.84-	370.68-
	TOTAL	3,675.34	4,046.19-	370.85-

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410289400

FLINN, ETHEL AND JAMES FAM FND

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<u>SOLD (CONT.)</u>			
	MEDIMMUNE INC CUSIP: 584699102			
04/02/03	230 SOLD 03/28/03 AT \$33.842 /SH COMMISSION \$11.50 230 SHARES AT \$33.8929	7,783.67	14,542.71-	6,759.04-
04/03/03	470 SOLD 03/31/03 AT \$33.0239/SH COMMISSION \$23.50 470 SHARES AT \$33.0747	15,521.22	22,707.32-	7,186.10-
	TOTAL	23,304.89	37,250.03-	13,945.14-
	MEDTRONIC INC CUSIP: 585055106			
04/01/03	60 SOLD 03/27/03 AT \$45.7788/SH COMMISSION \$6.00 60 SHARES AT \$45.88	2,746.73	2,162.63-	584.10
	MERCK & CO INC CUSIP: 589331107			
04/01/03	50 SOLD 03/27/03 AT \$55.1086/SH COMMISSION \$5.00 50 SHARES AT \$55.21	2,755.43	4,098.75-	1,343.32-



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINNLETHEL AND JAMES FAM FND

PAGE 149

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	MICROSOFT CORP CUSIP: 594918104 370 SOLD 03/27/03 AT \$24.8394/SH COMMISSION \$37.00 370 SHARES AT \$24.94	9,190.56	14,476.25	5,285.69-
04/01/03	MORGAN STANLEY NEW CUSIP: 617446448 40 SOLD 03/27/03 AT \$40.3488/SH COMMISSION \$4.00 40 SHARES AT \$40.45	1,613.95	1,931.00-	317.05-
03/28/03	ONE GROUP BOND FUND CUSIP: 66231N743 6,750.675 SOLD 03/27/03 AT \$11.11 /SH COMMISSION \$0.00 6,750.675 SHARES AT \$11.11	75,000.00	60,695.32-	14,304.68
04/25/03	28.065 SOLD 04/24/03 AT \$11.1399/SH COMMISSION \$0.00 28.065 SHARES AT \$11.14	312.64	252.33-	60.31
06/18/03	5,538.604 SOLD 06/17/03 AT \$11.32 /SH COMMISSION \$0.00 5,538.604 SHARES AT \$11.32	62,697.00	49,797.59-	12,899.41
	TOTAL	138,009.64	110,745.24-	27,264.40

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 6410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 150

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
	ONE GROUP DIVERSIFIED INTERNATIONAL FUND CUSIP: 68231N834			
06/13/03	7,111.111 SOLD 06/12/03 AT \$11.25 /SH COMMISSION \$0.00 7,111.111 SHARES AT \$11.25	80,000.00	133,652.69-	53,652.69-
06/18/03	2,183.406 SOLD 06/17/03 AT \$11.45 /SH COMMISSION \$0.00 2,183.406 SHARES AT \$11.45	25,000.00	40,960.70-	15,960.70-
	<b>TOTAL</b>	<b>105,000.00</b>	<b>174,613.39-</b>	<b>69,613.39-</b>
	ONE GROUP DIVERSIFIED MID CAP FUND CUSIP: 68231N875			
06/13/03	1,946.014 SOLD 06/12/03 AT \$15.93 /SH COMMISSION \$0.00 1,946.014 SHARES AT \$15.93	31,000.00	30,937.73-	62.27
06/18/03	1,561.524 SOLD 06/17/03 AT \$16.01 /SH COMMISSION \$0.00 1,561.524 SHARES AT \$16.01	25,000.00	24,825.11-	174.89
	<b>TOTAL</b>	<b>56,000.00</b>	<b>55,762.84-</b>	<b>237.16</b>

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLYNN, ETHEL AND JAMES FAY FND

PAGE 149

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
04/01/03	MICROSOFT CORP CUSIP: 594918104 370 SOLD 03/27/03 AT \$24.8394/SH COMMISSION \$37.00 370 SHARES AT \$24.94	9,190.56	14,476.25	5,285.69
04/01/03	MORGAN STANLEY NEW CUSIP: 617446448 40 SOLD 03/27/03 AT \$40.3488/SH COMMISSION \$4.00 40 SHARES AT \$40.45	1,613.95	1,931.00	317.05
03/28/03	ONE GROUP BOND FUND CUSIP: 68231N743 6,750.675 SOLD 03/27/03 AT \$11.11 /SH COMMISSION \$0.00 6,750.675 SHARES AT \$11.11	75,000.00	60,695.32	14,304.68
04/25/03	28.065 SOLD 04/24/03 AT \$11.1399/SH COMMISSION \$0.00 28.065 SHARES AT \$11.14	312.64	252.33	60.31
06/18/03	5,538.604 SOLD 06/17/03 AT \$11.32 /SH COMMISSION \$0.00 5,538.604 SHARES AT \$11.32	62,697.00	49,797.59	12,899.41
	<b>TOTAL</b>	<b>138,009.64</b>	<b>110,745.24</b>	<b>27,264.40</b>



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 150

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	ONE GROUP DIVERSIFIED INTERNATIONAL FUND CUSIP: 68231N834			
06/13/03	7,111.111 SOLD 06/12/03 AT \$11.25 /SH COMMISSION \$0.00 7,111.111 SHARES AT \$11.25	80,000.00	133,652.69-	53,652.69-
06/18/03	2,183.406 SOLD 06/17/03 AT \$11.45 /SH COMMISSION \$0.00 2,183.406 SHARES AT \$11.45	25,000.00	40,960.70-	15,960.70-
	TOTAL	105,000.00	174,613.39-	69,613.39-
	ONE GROUP DIVERSIFIED MID CAP FUND CUSIP: 68231N875			
06/13/03	1,946.014 SOLD 06/12/03 AT \$15.93 /SH COMMISSION \$0.00 1,946.014 SHARES AT \$15.93	31,000.00	30,937.73-	62.27
06/18/03	1,561.524 SOLD 06/17/03 AT \$16.01 /SH COMMISSION \$0.00 1,561.524 SHARES AT \$16.01	25,000.00	24,825.11-	174.89
	TOTAL	56,000.00	55,762.84-	237.16

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 151

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	ONE GROUP HIGH YIELD BOND FUND CUSIP: 68231N131			
03/28/03	1,351.351 SOLD 03/27/03 AT \$7.40 /SH COMMISSION \$0.00 1,351.351 SHARES AT \$7.40	10,000.00	12,770.27-	2,770.27-
	ONE GROUP PRIME MONEY MARKET FUND CUSIP: 681937405			
VARIOUS	TOTAL OF 115 SALES	2,102,877.76	2,102,877.76-	0.00
	ONE GROUP SMALL CAP GROWTH FUND CUSIP: 601939823			
06/13/03	201.117 SOLD 06/12/03 AT \$8.95 /SH COMMISSION \$0.00 201.117 SHARES AT \$8.95	1,800.00	2,415.41-	615.41-
06/18/03	1,550.388 SOLD 06/17/03 AT \$9.03 /SH COMMISSION \$0.00 1,550.388 SHARES AT \$9.03	14,000.00	19,674.42-	5,674.42-
	TOTAL	15,800.00	22,089.83-	6,289.83-

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
	ONE GROUP SMALL CAP VALUE FUND CUSIP: 68231N602			
06/13/03	437.333 SOLD 06/12/03 AT \$18.75 /SH COMMISSION \$0.00 437.333 SHARES AT \$18.75	8,200.00	5,352.96-	2,847.04
06/18/03	743.1 SOLD 06/17/03 AT \$18.84 /SH COMMISSION \$0.00 743.1 SHARES AT \$18.84	14,000.00	9,095.54-	4,904.46
	TOTAL	22,200.00	16,448.50-	7,751.50
	ORACLE CORP CUSIP: 68389X105			
04/01/03	110 SOLD 03/27/03 AT \$11.2396/SH COMMISSION \$11.00 110 SHARES AT \$11.34	1,236.36	3,089.69-	1,853.33-
07/18/03	1,300 SOLD 07/15/03 AT \$12.5594/SH COMMISSION \$78.00 1,300 SHARES AT \$12.62	16,327.23	37,060.46-	20,733.23-
07/21/03	910 SOLD 07/16/03 AT \$12.3634/SH COMMISSION \$54.60 910 SHARES AT \$12.424	11,250.71	19,967.50-	8,716.79-
	TOTAL	28,814.30	60,117.65-	31,303.35-



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 153

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
04/01/03	PAYCHEX INC CUSIP: 704326107 50 SOLD 03/27/03 AT \$27.6702/SH COMMISSION \$5.00 50 SHARES AT \$27.771	1,383.51	1,979.28	595.77-
05/22/03	PEPSI BOTTLING GROUP INC CUSIP: 713409100 360 SOLD 05/19/03 AT \$20.6576/SH COMMISSION \$18.00 360 SHARES AT \$20.7086	7,436.75	9,163.33-	1,726.58-
05/23/03	250 SOLD 05/20/03 AT \$20.344 /SH COMMISSION \$12.50 250 SHARES AT \$20.395	5,086.01	6,363.43-	1,277.42-
	<b>TOTAL</b>	<b>12,522.76</b>	<b>15,526.76-</b>	<b>3,004.00-</b>
04/01/03	PFIZER INC CUSIP: 717081103 210 SOLD 03/27/03 AT \$31.6292/SH COMMISSION \$21.00 210 SHARES AT \$31.73	6,642.13	9,425.30-	2,783.17-

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM END

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
04/01/03	PHARMACIA CORP *** ASSET CLOSED SEE CUSIP # 717081103 *** CUSIP: 717130102 80 SOLD 03/27/03 AT \$44.0189/SH COMMISSION \$8.00 80 SHARES AT \$44.12	3,521.51	3,295.97	225.54
04/01/03	PINNACLE WEST CAP CORP CUSIP: 723484101 60 SOLD 03/27/03 AT \$32.6792/SH COMMISSION \$6.00 60 SHARES AT \$32.78	1,960.75	2,433.60	472.85
04/01/03	PROCTER & GAMBLE CO CUSIP: 742718109 30 SOLD 03/27/03 AT \$88.5577/SH COMMISSION \$3.00 30 SHARES AT \$88.66	2,656.73	2,714.74	58.01
07/10/03	1,000 SOLD 07/07/03 AT \$90.6658/SH COMMISSION \$60.00 1,000 SHARES AT \$90.73	90,665.75	90,110.00	555.75
12/24/03	400 SOLD 12/19/03 AT \$97.7798/SH COMMISSION \$20.00 400 SHARES AT \$97.8344	39,111.93	32,130.89	6,981.04
	TOTAL	132,434.41	39,265.63	93,168.78



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM END

PAGE 155

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	PROTEIN DESIGN LABS INC CUSIP: 74369L103			
09/26/03	400 SOLD 09/23/03 AT \$14.957 /SH COMMISSION \$20.00 400 SHARES AT \$15.0077	5,982.80	4,126.88-	1,855.92
10/08/03	200 SOLD 10/03/03 AT \$14.9493/SH COMMISSION \$10.00 200 SHARES AT \$15.00	2,989.86	2,145.11-	844.75
10/14/03	64 SOLD 10/08/03 AT \$14.9394/SH COMMISSION \$3.84 64 SHARES AT \$15.00	956.12	707.81-	248.31
10/16/03	24 SOLD 10/10/03 AT \$14.9392/SH COMMISSION \$1.44 24 SHARES AT \$15.00	358.54	265.43-	93.11
10/17/03	4 SOLD 10/14/03 AT \$14.94 /SH COMMISSION \$0.24 4 SHARES AT \$15.00	59.76	44.24-	15.52
10/20/03	113 SOLD 10/15/03 AT \$15.0777/SH COMMISSION \$5.65 113 SHARES AT \$15.1284	1,703.78	1,249.73-	454.05
12/04/03	1,305 SOLD 12/01/03 AT \$15.6276/SH COMMISSION \$65.25 1,305 SHARES AT \$15.6783	20,393.97	15,016.74-	5,377.23
	TOTAL	32,444.83	23,553.94-	8,888.89

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 156

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
05/21/03	PROVIDIAN FINL CORP CUSIP: 74406A102 1,680 SOLD 05/16/03 AT \$8.7651/SH COMMISSION \$84.00 1,680 SHARES AT \$8.8155	14,725.35	13,432.90-	1,292.45
04/01/03	SBC COMMUNICATIONS INC CUSIP: 78387G103 130 SOLD 03/27/03 AT \$21.1295/SH COMMISSION \$13.00 130 SHARES AT \$21.23	2,746.83	6,463.94-	3,717.11-
01/15/03	SCHERING PLOUGH CORP CUSIP: 806605101 1,050 SOLD 01/10/03 AT \$22.146 /SH COMMISSION \$52.50 1,050 SHARES AT \$22.1967	23,253.34	40,500.60-	17,247.26-
05/21/03	SOUTHTRUST CORP CUSIP: 844730101 930 SOLD 05/16/03 AT \$27.6053/SH COMMISSION \$46.50 930 SHARES AT \$27.6566	25,672.94	19,758.12-	5,914.82

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES, FAM. FND.

PAGE 157

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
03/05/03	SYMANTEC CORP CUSIP: 871503108 850 SOLD 02/28/03 AT \$40.9134/SH COMMISSION \$42.50 850 SHARES AT \$40.9646	34,776.36	26,898.12	7,878.24
05/21/03	TEXAS INSTRS INC CUSIP: 882508104 2,340 SOLD 05/16/03 AT \$19.3487/SH COMMISSION \$140.40 2,340 SHARES AT \$19.4096	45,275.93	57,447.39	12,171.46
05/27/03	TYSON FOODS INC CL A CUSIP: 902494103 720 SOLD 05/21/03 AT \$8.9564/SH COMMISSION \$36.00 720 SHARES AT \$9.0068	6,448.60	10,412.47	3,963.87
05/28/03	460 SOLD 05/22/03 AT \$8.9844/SH COMMISSION \$23.00 460 SHARES AT \$9.0348	4,132.82	6,625.78	2,492.96
05/29/03	440 SOLD 05/23/03 AT \$9.0135/SH COMMISSION \$22.00 440 SHARES AT \$9.0639	3,965.93	6,284.15	2,318.22
	TOTAL	14,547.35	23,322.40	8,775.05



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

PAGE 158

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	UNITED PARCEL SVC INC CL B CUSIP: 911312106 30 SOLD 03/27/03 AT \$57.6483/SH COMMISSION \$3.00 30 SHARES AT \$57.75	1,729.45	1,776.75	47.30
04/29/03	VERISIGN INC CUSIP: 92343E102 860 SOLD 04/24/03 AT \$10.3782/SH COMMISSION \$43.00 860 SHARES AT \$10.4287	8,925.26	6,618.65	2,306.61
04/29/03	390 SOLD 04/24/03 AT \$10.4908/SH COMMISSION \$13.65 390 SHARES AT \$10.5263	4,091.42	3,001.48	1,089.94
06/17/03	1,420 SOLD 06/12/03 AT \$14.2898/SH COMMISSION \$85.20 1,420 SHARES AT \$14.3503	20,291.51	11,030.51	9,261.00
	TOTAL	33,308.19	20,650.64	12,657.55



ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FRD

PAGE 159

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	VERIZON COMMUNICATIONS CUSIP: 92343V104 60 SOLD 03/27/03 AT \$36.659 /SH COMMISSION \$6.00 60 SHARES AT \$36.76	2,199.54	3,338.46-	1,138.92-
04/01/03	VIACOM INC CL B CUSIP: 925524308 80 SOLD 03/27/03 AT \$37.839 /SH COMMISSION \$8.00 80 SHARES AT \$37.94	3,027.12	4,414.56-	1,387.44-
04/25/03	WACHOVIA CORP 2ND NEW CUSIP: 929903I02 860 SOLD 04/22/03 AT \$36.9255/SH COMMISSION \$51.60 860 SHARES AT \$36.9872	31,755.90	27,385.36-	4,370.54
04/01/03	WAL MART STORES INC CUSIP: 931142I03 100 SOLD 03/27/03 AT \$53.2886/SH COMMISSION \$10.00 100 SHARES AT \$53.39	5,328.86	4,639.71-	689.15

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAM FND

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	SOLD (CONT.)			
04/01/03	WALGREEN CO CUSIP: 931422109 70 SOLD 03/27/03 AT \$30.0891/SH COMMISSION \$7.00 70 SHARES AT \$30.19	2,106.24	2,664.20	557.96-
02/03/03	WATERS CORP CUSIP: 941848103 980 SOLD 01/29/03 AT \$22.0632/SH COMMISSION \$49.00 980 SHARES AT \$22.1139	21,621.97	33,519.20-	11,897.23-
04/01/03	WELLS FARGO & CO NEW CUSIP: 949746101 80 SOLD 03/27/03 AT \$45.4688/SH COMMISSION \$8.00 80 SHARES AT \$45.57	3,637.50	3,194.63-	442.87
04/01/03	MYETH CUSIP: 983024100 50 SOLD 03/27/03 AT \$37.959 /SH COMMISSION \$5.00 50 SHARES AT \$38.06	1,897.95	2,546.75-	648.80-

ASSETS DISPOSED 01/01/03 TO 12/31/03

ACCOUNT NO. 4410989400

FLINN, ETHEL AND JAMES FAN FND

PAGE 161

DATE	DESCRIPTION	DISPOSITION VALUE	COST VALUE	TOTAL REALIZED GAIN/(LOSS)
	<b>SOLD (CONT.)</b>			
	XILINK INC CUSIP: 983919101			
05/21/03	660 SOLD 05/16/03 AT \$28.3204/SH COMMISSION \$39.60 660 SHARES AT \$28.3817	18,691.44	26,492.52	7,801.08
	3M CO CUSIP: 88579V101			
04/01/03	20 SOLD 03/27/03 AT \$130.9865/SH COMMISSION \$2.00 20 SHARES AT \$131.09	2,619.73	1,990.09	629.64
	<b>TOTAL SOLD</b>	<b>4,302,393.20</b>	<b>4,576,641.43</b>	<b>274,248.23</b>

C

# *Michigan Department of Consumer and Industry Services*

## *Filing Endorsement*

*This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION*

*for*

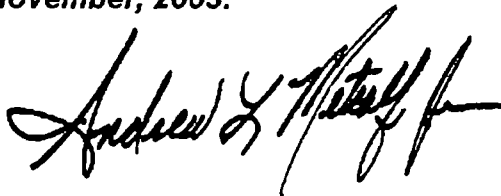
*ETHEL AND JAMES FLINN FOUNDATION*

*ID NUMBER: 744073*

*received by facsimile transmission on November 21, 2003 is hereby endorsed filed on November 25, 2003 by the Administrator. The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.*



*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 25th day of November, 2003.*



*, Director*

*Bureau of Commercial Services*

BCS/CO-515 (Rev. 09/01)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES										
Date Received	(FOR BUREAU USE ONLY)									
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.									
<table border="1"> <tr> <td colspan="3">Name David E. Nims</td> </tr> <tr> <td colspan="3">Address 500 Woodward Ave. Ste 3500</td> </tr> <tr> <td>City Detroit, MI 48226</td> <td>State</td> <td>ZIP Code</td> </tr> </table>		Name David E. Nims			Address 500 Woodward Ave. Ste 3500			City Detroit, MI 48226	State	ZIP Code
Name David E. Nims										
Address 500 Woodward Ave. Ste 3500										
City Detroit, MI 48226	State	ZIP Code								
EFFECTIVE DATE:										

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

### CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Ethel and James Flinn Family Foundation
2. The Identification number assigned by the Bureau is:	744-073

3. Article I and II (B) of the Articles of Incorporation is hereby amended to read as follows:

See attached exhibit.

BCS/CO-515 (Rev. 09/01)

**COMPLETE ONLY ONE OF THE FOLLOWING:**

**4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Type or Print Name)

\_\_\_\_\_  
(Type or Print Name)

**5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)**

The foregoing amendment to the Articles of Incorporation was duly adopted on the \_\_\_\_\_ 20th \_\_\_\_\_ day of \_\_\_\_\_ November \_\_\_\_\_, 2003, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by consents given by electronic transmission in accordance with Section 407(3) if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

**Profit Corporations and Professional Service Corporations**

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

By \_\_\_\_\_  
(Signature of an authorized officer or agent)

\_\_\_\_\_  
(Type or Print Name)

**Nonprofit Corporations**

Signed this 20th day of \_\_\_\_\_ November \_\_\_\_\_, 2003

By   
(Signature President, Vice-President, Chairperson or Vice-Chairperson)

Leonard W. Smith, President

\_\_\_\_\_  
(Type or Print Name)

**EXHIBIT****ARTICLE I**

The name of the Corporation is the ETHEL AND JAMES FLINN FOUNDATION.

**ARTICLE II**

(B) To that end, to carry out and apply the terms and provisions of that certain Trust created by Ethel W. Flinn by Agreement dated December 10, 1976. A true copy of which said agreement is attached to these Articles and verified by the signature and acknowledgment of the incorporators and, in accordance with the terms of said Trust Agreement, the Trustees shall maintain the funds and property of this corporation and make grants, donations, distributions and disbursements exclusively to or for the benefit of any or all of the organizations named as beneficiaries of said trust, to-wit:

1. Detroit Medical Center, Inc. and its nonprofit health care subsidiary corporations including Children's Hospital of Michigan, Detroit, Michigan;
2. Wayne State University including its School of Medicine, Detroit, Michigan;
3. University of Michigan, including its School of Medicine and Health System, Ann Arbor, Michigan;
4. Trinity Health and its nonprofit health care sponsored corporations including The St. Joseph Mercy System and Hospitals, Novi, Ann Arbor and Pontiac, Michigan;
5. State of Michigan, Department of Community Health and Community Mental Health Agencies of Macomb, Oakland, Washtenaw and Wayne Counties;
6. Mental Health Association of Michigan (MHAM), Southfield, Michigan;
7. Henry Ford Health System and its nonprofit health care subsidiary corporations, Detroit, Michigan; and
8. Rose Hill Center, Inc., a Michigan nonprofit corporation, Holly, Michigan.



for the support of research into the causes and/or research into the treatment of nervous and mental diseases, or for other specific programs or activities of the above beneficiary organizations; provided, however, that the beneficiary organization must be dependent on such support for the establishment or continuation of such program or activity and provided, further, that the beneficiary organizations shall continue to receive support from the corporation only so long as they shall remain exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, and qualified as public charities under Sections 509(a)(1) or 509(a)(2) thereof, or corresponding provisions of any subsequent federal tax laws. The corporation shall be organized in such a manner as to qualify as an organization described in 509(a)(3) of the Internal Revenue Code, or any corresponding provisions of subsequent federal tax laws, sometimes called a "supporting foundation".

**AMENDMENT TO THE**  
**ETHEL AND JAMES FLINN FAMILY FOUNDATION TRUST**

This Amendment made this 20<sup>th</sup> day of November, 2003, by LEONARD W. SMITH, J. PETER SMITH, DAVID E. NIMS, ALLEN LEDYARD and LYNN CARPENTER, Trustees of the ETHEL AND JAMES FLINN FAMILY FOUNDATION.

WHEREAS, the Ethel and James Flinn Family Foundation (the "Foundation") was organized to support certain named charitable organizations pursuant to a Trust Agreement dated December 10, 1976, as amended June 29, 1995 (the "Trust Agreement");

WHEREAS, through acquisition, merger and change of name, those named organizations have changed;

WHEREAS, the Trustees believe it is in the best interests of the Foundation to amend the Trust Agreement to accurately reflect those organizations supported by the Foundation and to add an organization in order to more fully carry out the purposes of the Foundation;

WHEREAS, the Trustees believe it is in the best interests of the Foundation to change its name to the ETHEL AND JAMES FLINN FOUNDATION; and


WHEREAS, pursuant to Article X, Section 1 of the Trust Agreement, the Trustees are empowered to amend the Trust Agreement and the Articles of Incorporation.

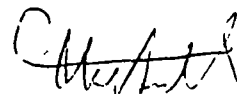
NOW, THEREFORE, the Trust Agreement is hereby amended as follows:


1. Those organizations listed in Article II(B) are hereby modified and restated in their entirety as follows:
  - a. Detroit Medical Center, Inc. and its nonprofit health care subsidiary corporations including Children's Hospital of Michigan, Detroit, Michigan;
  - b. Wayne State University including its School of Medicine, Detroit, Michigan;
  - c. University of Michigan, including its School of Medicine and Health System, Ann Arbor, Michigan;
  - d. Trinity Health and its nonprofit health care sponsored corporations including The St. Joseph Mercy System and Hospitals, Novi, Ann Arbor and Pontiac, Michigan;

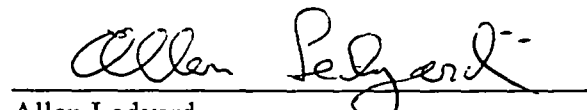
- e. State of Michigan, Department of Community Health and Community Mental Health Agencies of Macomb, Oakland, Washtenaw and Wayne Counties;
  - f. Mental Health Association of Michigan (MHAM), Southfield, Michigan;
  - g. Henry Ford Health System and its nonprofit health care subsidiary corporations, Detroit, Michigan; and
  - h. Rose Hill Center, Inc., a Michigan nonprofit corporation, Holly, Michigan.
2. The names of the Trust and the trustee corporation as referred to in the Trust Agreement are hereby changed to the ETHEL AND JAMES FLINN FOUNDATION TRUST and the ETHEL AND JAMES FLINN FOUNDATION, respectively.
3. In all other respects, the Trust Agreement is hereby ratified and confirmed.

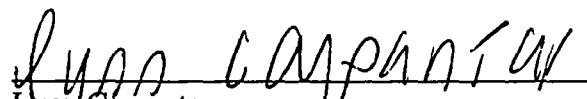
IN WITNESS WHEREOF, the Trustees of the Foundation have executed this Amendment as of the day and date above first written.

  
\_\_\_\_\_  
Leonard W. Smith

  
\_\_\_\_\_  
J. Peter Smith

  
\_\_\_\_\_  
David E. Nims

  
\_\_\_\_\_  
Allen Ledyard

  
\_\_\_\_\_  
Lynn Carpenter