Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: FLOWERS FAMILY FOUNDATION

A Employer identification number: 30-6036225

Number and street (or P O box number if mail is not delivered to street address): 151 ROSE LAKE ROAD — Room/suite

B Telephone number (see page 10 of the instructions): (803) 359-3399

City or town, state, and ZIP code: LEXINGTON, SC 29072-7999

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 702,136.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ____
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	12.	12.		ATCH 1
	4 Dividends and interest from securities	13,596.	13,596.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-25,001.			
	b Gross sales price for all assets on line 6a 187,817.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-11,393.	13,608.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) [3]	3,295.	3,295.	0.	0.
	c Other professional fees (attach schedule) [4]	3,248.	3,248.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	344.	344.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) [6]	191.	191.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,078.	7,078.	0.	0.
	25 Contributions, gifts, grants paid	54,090.			54,090.
	26 **Total expenses and disbursements.** Add lines 24 and 25	61,168.	7,078.	0.	54,090.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-72,561.			
	b **Net investment income** (if negative, enter -0-)		6,530.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	58,208.	64,199.	64,199.
2 Savings and temporary cash investments	9,269.	17,722.	17,722.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 7	767,262.	680,257.	620,215.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	834,739.	762,178.	702,136.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	819,869.	819,869.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	14,870.	-57,691.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	834,739.	762,178.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	834,739.	762,178.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	834,739.
2 Enter amount from Part I, line 27a	2	-72,561.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	762,178.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	762,178.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -25,001.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	83,762.	854,363.	0.098040
2007	78,792.	1,047,015.	0.075254
2006	58,225.	999,696.	0.058243
2005	116,403.	959,557.	0.121309
2004	65,393.	1,015,021.	0.064425

2	**Total** of line 1, column (d)	2	0.417271
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.083454
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	642,484.
5	Multiply line 4 by line 3	5	53,618.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	65.
7	Add lines 5 and 6	7	53,683.
8	Enter qualifying distributions from Part XII, line 4	8	54,090.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	65.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	65.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	65.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 148.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	148.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	83.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax ▶** 68. **Refunded ▶**	11	15.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOANNE FLOWERS DUNCAN Telephone no ▶ 803-359-3399

Located at ▶ 151 ROSE LAKE ROAD LEXINGTON, SC ZIP + 4 ▶ 29072-7999

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 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 and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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

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

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	587,726.
b	Average of monthly cash balances	1b	64,542.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	652,268.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	652,268.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	9,784.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	642,484.
6	**Minimum investment return.** Enter 5% of line 5	6	32,124.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	32,124.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	65.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	65.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	32,059.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	32,059.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	32,059.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	54,090.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	54,090.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	65.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,025.

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

Part XIII **Undistributed Income** (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				32,059.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004				
b	From 2005 69,569.				
c	From 2006 9,513.				
d	From 2007 30,561.				
e	From 2008 41,336.				
f	**Total** of lines 3a through e	150,979.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 54,090.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				32,059.
e	Remaining amount distributed out of corpus	22,031.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	173,010.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	173,010.			
10	Analysis of line 9				
a	Excess from 2005 69,569.				
b	Excess from 2006 9,513.				
c	Excess from 2007 30,561.				
d	Excess from 2008 41,336.				
e	Excess from 2009 22,031.				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE C ATTACHED				54,090.
Total . . . . . . ▶ **3a**				54,090.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	13,596.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-25,001.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-11,393.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -11,393.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	N/A

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Joann F. Duncan | 4-24-10 | Trustee/CFO

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 4/21/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 142-44-2771
Firm's name (or yours if self-employed), address, and ZIP code	BDO SEIDMAN, LLP 1700 MARKET STREET, 29TH FLOOR PHILADELPHIA, PA 19103			EIN 13-5381590 Phone no 215-636-5500

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK	12.	12.
TOTAL	12.	12.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK		13,596.	13,596.
	TOTAL	13,596.	13,596.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	3,295.	3,295.		
TOTALS	3,295.	3,295.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK INVESTMENT FEES	3,248.	3,248.
TOTALS	3,248.	3,248.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	344.	344.
TOTALS	344.	344.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	6.	6.
WIRE CHARGES	185.	185.
TOTALS	191.	191.

FLOWERS FAMILY FOUNDATION 30-6036225

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	680,257.	620,215.
TOTALS	680,257.	620,215.

Flowers Family Foundation
December 31, 2009

Shares	Description	Book Value	Ending FMV
80	Accenture, Ltd.	2,936 76	3,320.00
50	Aol, Inc.	112 27	162 96
50	Alliance Data Systems Corporation	3,040 71	3,229 50
60	Ameriprise Financial, Inc.	1,150 07	2,329 20
80	Amgen, Inc.	4,325 03	4,525 60
60	Apache Corporation	4,122 94	6,190 20
51	Apple Computer, Inc.	8,530 28	10,747 33
220	AT & T, Inc.	8,054 51	6,166.60
80	Autoliv, Inc.	2,228 90	3,468.80
430	Bank of America Corporation	5,550.10	6,475.80
12	Blackrock, Inc.	1,957 42	2,786.40
70	Chubb Corporation	3,531 74	3,442.60
70	Cigna Corporation	1,729 26	2,468.90
350	Cisco Systems, Inc.	5,235 20	8,379 00
140	Coco-Cola Enterprises, Inc.	3,241 43	2,968.00
100	Conocophillips	2,387 50	5,107 00
70	Cummins, Inc.	2,387 50	3,210 20
230	CVS Caremark Corporation	8,600 18	7,408 30
30	Danaher Corporation	1,634 85	2,256 00
50	DuPont (E I) De Nemours and (DD) Compa	1,331 15	1,683 50
290	E M C Corporation Mass	4,223 29	5,066 30
80	Exelon Corporation	1,951 70	3,909 60
150	Exxon Mobil Corporation	5,199 37	10,228 50
40	Fedex Corporation	2,554 68	3,338 00
195	First Horizon National Corporation	2,062 44	2,612.61
25	Franklin Res Inc.	1,277.98	2,633.75
340	General Electric Co.	8,190 60	5,144.20
14	Google, Inc.	6,282 52	8,679 72
92	Halliburton Company	2,933 96	2,768 28
100	Hess Corporation	3,709 81	6,050 00
140	Hewlett Packard Co	6,214 03	7,211 40
240	Home Depot, Inc.	5,662 31	6,943 20
90	Honeywell International, Inc.	3,239 28	3,528 00
80	Hospira, Inc.	3,192 28	4,080 00
100	Human Genome Sciences, Inc.	2,838 99	3,058 00
36	International Business Machines	3,825 72	4,712 40
189	JP Morgan Chase & Co.	4,631 18	7,875 63
70	Juniper Networks, Inc.	1,065 05	1,866 90
99	Kbr Inc.	1,623 28	1,881 00

Flowers Family Foundation
December 31, 2009

Shares	Description	Book Value	Ending FMV
200	Limited Grands, Inc.	3,587 87	3,848 00
50	McKesson Corporation	2,548 45	3,125 00
70	Medtronic, Inc.	3,578.19	3,078 60
7,402,519.000	Mellon Bond Fund	91,199 03	95,344 44
4,482.352	Mellon Emerging Markets Fund	67,934.74	45,675 17
7,164.618	Mellon International Fund	124,562 82	74,726 97
6,532.376	Mellon Mid Cap Stock Fund	92,172 44	62,318 87
3,013.562	Mellon Small Cap Stock Fund	44,464.46	28,176 80
193	Merck & Co., Inc.	4,640.76	7,052.22
180	Microsoft Corporation	4,673 76	5,486.40
120	Morgan Stanley	3,207 11	3,552 00
400	News Corp, Inc. Class B	7,107 00	6,368 00
70	Norfolk Southern Corporation	3,475.30	3,669 40
40	Occidental Petroleum Corporation	2,220 78	3,254 00
80	Omnicom Group, Inc.	4,197.74	3,132.00
220	Oracle Corporation	3,694.35	5,396 60
50	Parker Hannifin Corporation	1,945.60	2,694.00
90	Pepsico, Inc.	3,958 20	5,472.00
523	Pfizer, Inc	11,228 46	9,513.37
110	Philip Morris Internatinoal, Inc.	4,955 71	5,300 90
40	Praxair, Inc.	1,764 34	3,212 40
80	Procter & Gamble, Co.	3,501 79	4,850 40
40	Raytheon Co	2,079 92	2,060 80
110	Schwab Charles Corporation	1,674 34	2,070 20
110	Sempra Energy	6,592 86	6,157 80
130	Target Corporation	5,272 70	6,288 10
160	Textron, Inc.	4,539 67	3,009 60
100	Thermo Fisher Scientific, Inc.	4,495 87	4,769 00
83	Time Warner, Inc.	1,683.72	2,418 62
150	Tyco International Ltd	4,447 44	5,352 00
90	Unilever PLC	2,774.76	2,871 00
140	Vale SA	2,017 42	4,064 20
30	Visa Inc. Class A Shares	1,316 34	2,623 80
90	Vertex Pharmaceuticals, Inc.	2,880 96	3,856 50
130	Wells Fargo & Co	3,291 27	3,508 70
30	Whirlpool Corporation	1,953 70	2,419 80
120	Xto Energy Inc	1,851 08	5,583 60
	Totals	680,257.22	620,214.64

Flowers Family Foundation
December 31, 2008

Shares	Description	Book Value	Ending FMV
70	Abbott Laboratories	3,049 45	3,735 90
100	Accenture, Ltd.	3,670 95	3,279 00
90	Adobe Systems, Inc.	3,312 91	1,916 10
110	Aetna, Inc.	4,558 54	3,135 00
70	Alliance Data Systems Corporation	4,302.44	3,257.10
50	Amgen, Inc.	2,952 21	2,887.50
80	Apache Corporation	5,497 26	5,962 40
50	Apple Computer, Inc.	8,676 37	4,267 50
270	AT & T, Inc.	9,885 08	7,695.00
362	Bank of America Corporation	12,709 85	5,096.96
140	Chubb Corporation	7,096 19	7,140 00
480	Cisco Systems, Inc.	8,078 83	7,824 00
100	Coach, Inc.	2,042.05	2,077 00
160	Coco-Cola Enterprises, Inc.	3,710 03	1,924 80
60	Colgate-Palmolive Company	4,644 60	4,112 40
180	Companhia Vale Do Rio Doce	2,593 82	2,179 80
150	Conocophillips	3,581 25	7,770 00
280	CVS Caremark Corporation	10,684 81	8,047 20
40	Danaher Corporation	2,181.08	2,264 40
70	Darden Restaurants, Inc.	2,558 15	1,972 60
60	Emerson Electric Company	2,580 97	2,196.60
70	Ensco International, Inc.	3,905 39	1,987 30
100	Estee Lauder Companies Class A	5,072.17	3,096 00
120	Exelon Corporation	2,927.55	6,673 20
180	Exxon Mobil Corporation	6,239 24	14,369 40
40	Fedex Corporation	2,554 68	2,566 00
190	Fifth Third Bancorp	2,470 16	1,569 40
220	First Horizon National Corporation	2,518 05	2,324.98
250	Gap, Inc.	5,010.38	3,347.50
430	General Electric Co.	10,556.70	6,966 00
10	Goldman Sachs Group, Inc	737.05	843 90
112	Halliburton Company	3,571 78	2,036 16
70	Hess Corporation	2,055 22	3,754 80
110	Home Depot, Inc.	2,111 78	2,532 20
110	Honeywell International, Inc.	3,959.12	3,611 30
100	Hospira, Inc.	4,005 76	2,682 00
110	Intel Corporation	2,738 64	1,612 60
70	International Business Machines	7,438 90	5,891 20
80	Johnson & Johnson	5,186 87	4,786 40
149	JP Morgan Chase & Co.	3,764 78	4,697 97
100	Juniper Networks, Inc.	1,829 89	1,751 00

Flowers Family Foundation
December 31, 2008

Shares	Description	Book Value	Ending FMV
199	Kbr Inc.	3,628.37	3,024 80
260	Keycorp New	3,036 33	2,215 20
40	Laboratory Corporation American Holdin	3,020.55	2,576 40
70	McAffe, Inc.	2,565 57	2,419 90
100	McDonald's Corporation	5,702.70	6,219 00
90	Medtronic, Inc.	4,600.53	2,827 80
7,402,519.000	Mellon Bond Fund	91,199 03	93,271 74
4,482.352	Mellon Emerging Markets Fund	67,934 74	26,401 05
7,164.618	Mellon International Fund	124,562.82	59,323 04
6,525.137	Mellon Mid Cap Stock Fund	92,122.20	47,503 00
3,012.731	Mellon Small Cap Stock Fund	44,458.74	24,192 23
220	Microsoft Corporation	5,718.61	4,276 80
50	Molson Coors Brewing Co.	2,277.66	2,446 00
20	Mosaic Co	2,819.31	692 00
490	News Corp, Inc. Class B	9,051.29	4,694 20
120	Nokia Corporation	3,382.17	1,872 00
54	Nortel Networks Corporation	-	14 04
120	Novartis AG	6,524.77	5,971 20
100	Omnicom Group, Inc.	5,247.18	2,692 00
270	Oracle Corporation	4,533 98	4,787 10
10	PNC Financial Services Group	625 69	490 00
60	Parker Hannifin Corporation	2,339 30	2,552.40
120	Pepsico, Inc.	5,277 60	6,572.40
373	Pfizer, Inc	10,500 56	6,605.83
140	Philip Morris Internatinoal, Inc.	6,307 27	6,091.40
70	Praxair, Inc.	3,100 29	4,155 20
90	Procter & Gamble, Co.	3,939 52	5,563 80
150	Qualcomm Inc.	4,708 74	5,374 50
50	Raytheon Co	2,599.90	2,552 00
90	Ross Stores, Inc.	2,964.24	2,675 70
300	Schering Plough Corporation	7,095 81	5,109 00
130	Schwab Charles Corporation	1,978 77	2,102 10
130	Sempra Energy	7,791 56	5,541 90
90	St. Jude Medical, Inc.	3,634 31	2,966 40
100	Textron, Inc.	4,656 66	1,387 00
120	Thermo Fisher Scientific, Inc.	5,445 36	4,088 40
310	Time Warner, Inc.	2,938 89	3,118 60
90	Tyco International Ltd	3,796 07	1,944 00
70	US Bancorp	2,271 41	1,750 70
170	Wal Mart Stores, Inc.	7,998 19	9,530 20
220	Wells Fargo & Co	5,569 84	6,485 60
150	Xto Energy Inc	2,314 85	5,290 50
	Totals	767,262.33	555,207.70

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					358.	
		MELLON BANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
82,130.		96,138.					-14,008.	
		MELLON BANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
105,329.		116,680.					-11,351.	
TOTAL GAIN(LOSS)							-25,001.	

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JOANNE F. DUNCAN 151 ROSE LAKE ROAD LEXINGTON, SC 29072	TRUSTEE/CFO
FRANCIS W. FLOWERS, JR. C/O GENERAL ENGINES CO., INC. 14893 HIGHWAY 27 LAKE WALES, FL 33859-2541	TRUSTEE
MICHAEL J. FLOWERS 2 SHANNON LANE MANTUA, NJ 08051	TRUSTEE
STEVEN W. FLOWERS C/O INTERSTATE TRAILERS 1101 HERITAGE PARKWAY MANSFIELD, TX 76063	TRUSTEE
CAROL CARMASINO 31 COVE ROAD MOORESTOWN, NJ 08057-3949	TRUSTEE

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

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NOTE:
NONE OF THE ABOVE TRUSTEES RECEIVE ANY COMPENSATION, EXPENSE ACCOUNT, OR OTHER ALLOWANCE FROM THE FOUNDATION. NONE OF THE TRUSTEES HAD ANY CONTRIBUTIONS MADE TO EMPLOYEE BENEFIT PLANS OR DEFERRED COMPENSATION PLANS. THE FOUNDATION HAS NO SUCH PLANS.

GRAND TOTALS

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Rutgers University Foundation 7 College Avenue, Winants Hall New Brunswick, NJ 08901-1261	None	Exempt	Advancement Efforts	$50.00
Children's AIDS Foundations of Tampa Bay P.O. Box 4049 Tampa. FL 33677	None	Exempt	Children's Fund	500.00
Food Bank of South Jersey 1501 John Tipton Boulevard Pennsauken, NJ 08110	None	Exempt	Feeding Homeless	2,000.00
Gay Men's Health Crisis The Tisch Building New York, NY 10011-1913	None	Exempt	Operating Expenses	2,000.00
Children's Hospital Foundation of Philadelphia 34th Street and Civic Center Boulevard Philadelphia, PA 19104-4399	None	Exempt	Children's Fund	1,000.00
Church of the Ascension 110 South Sussex Street Gloucester, NJ 08030	None	Exempt	Operating Expenses	3,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Deborah Hospital Foundation 200 Trenton Road Browns Mills, NJ 08015	None	Exempt	Operating Expenses	2,000.00
Big Hearts to Little Hearts PO Box 597 Spring Lake, NJ 07762	None	Exempt	Pediatric Heart Disease	400.00
Arlington Baseball Booster Club Cooper Street Arlington, Texas 76010	None	Exempt	Capital Improvements	1,309.00
Mickey Lione, Jr. Fund PO Box 17053 Stamford, CT 06907	None	Exempt	Youth Scholarships	1,000.00
Boys and Girls Clubs of Arlington 608 North Elm Street Arlington, TX 76011	None	Exempt	Capital Endowment Campaign	12,000.00
Sigma Nu Rose Bowl Charity Event 260 North Stadium Drive Fayetteville, AR 72701	None	Exempt	Peace at Home Shelter Benefit	500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Bobby Bragan Youth Foundation 3116 West 6th Street Ft. Worth, TX 76107	None	Exempt	Youth Scholarship Fund	3,500.00
Roger Hart Benefit 7155 Big Tree Road Pavilion, NY 14525	None	Exempt	Brain Cancer Victim Donation	500.00
Barth Baseball Foundation 6 Bicentennial Ct. Erial, NJ 08081	None	Exempt	AAU Baseball, New Uniforms	1,000.00
American Heart Association 7272 Greenville Avenue Dallas, TX 75231	None	Exempt	Walkathon Fundraiser Research	150.00
Swedesboro Economic Development 1208 Kings Highway Swedesboro, NJ	None	Exempt	Fundraiser Benefit	250.00
Mansfield Kiwanis Mansfield, TX 76063	None	Exempt	Breakfast with Santa	500.00
Logan School Elmwood Avenue Columbia, SC	None	Exempt	100 Books Reading Program	250.00

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Pi Beta Phi Foundation 1154 Town & Country Commons Drive Town & Country, MO 63017	None	Exempt	Scholarships	5,000.00
St. Alban's Episcopal Church P. O. Box 882 Lexington, SC 29071	None	Exempt	Operating and Building Funds	1,500.00
South Carolina Historical Society 100 Meeting Street Charleston, SC 29401	None	Exempt	Programs Documents Preservation	2,500.00
Columbia Museum of Art P. O. Box 2068 Columbia, SC 29202	None	Exempt	Support travelling exhibits and Art Education	1,000.00
Historic Columbia Foundation 1601 Richland Street Columbia, SC 29201	None	Exempt	Operating Fund	2,500.00
Riverbanks Society P. O. Box 1060 Columbia, SC 29202	None	Exempt	Wildlife Conservation, Education, General Fund	150.00

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
SC Archives & History Foundation P. O. Box 1763 Columbia, SC 29202	None	Exempt	Document Preservation	500.00
ArrowmontSchool of Arts and Crafts P. O. Box 567 Gatlinburg, TN 37738	None	Exempt	Scholarships/Operating Fund	500.00
Hospice of Madison County P. O. Box 69 Marshall, NC 28753	None	Exempt	Benefit Operating Fund	250.00
Recording for the Blind & Dyslectic 69 Mapleton Rd. Princeton, NJ 08540	None	Exempt	Operating Fund	200.00
American Cancer Society 1851 Old Cuthbert Road Cherry Hill, NJ 08034	None	Exempt	Cancer research	200.00
Robin's Nest, Inc. 42 South Delsea Drive Glassboro, NJ 08028	None	Exempt	Children's Shelter Operating Fund	3,200.00

FLOWERS FAMILY FOUNDATION

Schedule C
2009 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Cerebral Palsy of NJ 1005 Whitehead Road Ext Ewing, NJ 08638	None	Exempt	Operating Fund	2,700.00
1st Presbyterian Church of Clayton 205 North Delsea Drive Clayton, NJ 08313	None	Exempt	Operating Fund	200.00
Church of the Incarnation P. O. Box 101 Mantua, NJ 08051	None	Exempt	Operating Fund	100.00
Nicky Brandemarti Memorial Fund 54 Pelham Drive Mantua, NJ 08051	None	Exempt	Operating Fund	1,000.00
Ranch Hope P. O. Box 325 Alloway, NJ 08001	None	Exempt	Operating Expenses	100.00
TOTAL 2009 CONTRIBUTIONS				$54,009.00

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-14,008.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-14,008.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-11,351.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	358.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-10,993.

Part III Summary of Parts I and II

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

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-14,008.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-10,993.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-25,001.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 ... 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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Forms 1099 for 2009

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) Copy B, For Recipient

The proceeds from each of the sales shown below in Box 2 are reported to the Internal Revenue Service on Forms 1099-B In addition, we report security description, cusip #, and units We do not report your net gains and losses to the Internal Revenue Service An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital

A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return.

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
LABORATORY CORP AMER HLDGS	50540R409	19	04/24/08	01/21/09	$1,095 74	$1,406 53	$-310 79
JOHNSON & JOHNSON COM	478160104	10	02/05/08	01/21/09	$558 44	$633 08	$-74 64
LABORATORY CORP AMER HLDGS	50540R409	1	04/23/08	01/21/09	$57 67	$76 86	$-19 19
US BANCORP DEL	902973304	50	02/29/08	01/21/09	$633 56	$1,622 56	$-989 00
COACH INC	189754104	50	10/21/08	01/21/09	$705 74	$1,048 31	$-342 57
US BANCORP DEL	902973304	20	02/29/08	01/21/09	$253 43	$648 85	$-395 42
LABORATORY CORP AMER HLDGS	50540R409	10	04/23/08	01/21/09	$576 71	$767 08	$-190.37
LABORATORY CORP AMER HLDGS	50540R409	10	04/23/08	01/21/09	$576 71	$770 08	$-193 37
COACH INC	189754104	30	10/22/08	01/23/09	$430 73	$589 01	$-158 28
COACH INC	189754104	10	10/22/08	01/23/09	$143 58	$195 25	$-51 67
COACH INC	189754104	10	10/21/08	01/23/09	$143 58	$209 48	$-65 90
FIFTH THIRD BANCORP	316773100	80	10/15/08	01/26/09	$224 67	$1,047 21	$-822 54
FIFTH THIRD BANCORP	316773100	20	10/15/08	01/26/09	$56 17	$260 60	$-204 43
FIFTH THIRD BANCORP	316773100	90	10/14/08	01/26/09	$252 76	$1,162 35	$-909 59

Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
PNC FINANCIAL SERVICES GROUP INC	693475105	10	02/29/08	02/04/09	$293 52	$625 69	$-332 17
BANK AMER CORP	060505104	36	10/14/08	02/06/09	$220 70	$935 98	$-715 28
BANK AMER CORP	060505104	4	10/14/08	02/06/09	$24 52	$103 62	$-79 10
BANK AMER CORP	060505104	40	10/15/08	02/06/09	$245 23	$1,027 68	$-782 45
ADOBE SYS INC COM	00724F101	50	03/26/08	02/23/09	$856 37	$1,837 10	$-980 73
ADOBE SYS INC COM	00724F101	40	03/26/08	02/23/09	$685 10	$1,475 81	$-790 71
CISCO SYS INC	17275R102	60	07/23/08	02/23/09	$884 53	$1,320 95	$-436 42
FIRST HORIZON NATL CORP	320517105	0 04	10/15/08	02/25/09	$0 40	$0 47	$-0 07
ESTEE LAUDER COMPANIES INC CL A	518439104	9	08/14/08	03/03/09	$191 20	$455 03	$-263 83
ESTEE LAUDER COMPANIES INC CL A	518439104	6	08/15/08	03/03/09	$127 47	$308 31	$-180 84
ESTEE LAUDER COMPANIES INC CL A	518439104	20	08/14/08	03/03/09	$424 89	$1,015 66	$-590 77
ESTEE LAUDER COMPANIES INC CL A	518439104	4	08/15/08	03/03/09	$83 82	$205 54	$-121 72
ESTEE LAUDER COMPANIES INC CL A	518439104	10	08/14/08	03/03/09	$212 44	$512 65	$-300 21
ESTEE LAUDER COMPANIES INC CL A	518439104	1	08/14/08	03/04/09	$21 45	$50 56	$-29 11
ESTEE LAUDER COMPANIES INC CL A	518439104	50	08/14/08	03/04/09	$1,072 59	$2,524 42	$-1,451 83
AETNA INC	00817Y108	31	08/11/08	03/05/09	$600 04	$1,353 62	$-753 58
AETNA INC	00817Y108	9	08/08/08	03/05/09	$174 20	$397 76	$-223 56
MOLSON COORS BREWING CO	60871R209	10	10/03/08	03/13/09	$314 27	$465 01	$-150 74
MOLSON COORS BREWING CO	60871R209	10	10/06/08	03/13/09	$314 27	$454 36	$-140 09
MOLSON COORS BREWING CO	60871R209	30	10/06/08	03/13/09	$942 82	$1,358 29	$-415 47
MC DONALDS CORPORATION COMMON	580135101	50	04/02/08	03/17/09	$2,660 05	$2,853 76	$-193 71
NORTEL NETWORKS CORP NEW	656568508	54	07/25/08	04/06/09	$7 01	$0 00	$7 01
MOSAIC CO	61945A107	20	06/10/08	04/14/09	$884 28	$2,819 31	$-1,935 03
TIME WARNER INC	887317303	0 33	12/04/08	04/21/09	$7 40	$7 12	$0 28
TIME WARNER CABLE INC	88732J207	0 94	12/04/08	04/22/09	$25 90	$26 33	$-0 43
NATIONAL-OILWELL INC	637071101	40	12/30/08	04/23/09	$1,171 70	$955 82	$215 88
NATIONAL-OILWELL INC	637071101	10	12/29/08	04/24/09	$307 42	$238 85	$68 57

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
NATIONAL-OILWELL INC	637071101	5	12/29/08	04/24/09	$153 71	$118 98	$34 73
NATIONAL-OILWELL INC	637071101	25	12/30/08	04/24/09	$768 54	$597 39	$171 15
NOVARTIS AG SPNSRD ADR	66987V109	3	09/25/08	04/24/09	$110 57	$165 78	$-55 21
NOVARTIS AG SPNSRD ADR	66987V109	7	09/25/08	04/24/09	$258 01	$387 32	$-129 31
NOVARTIS AG SPNSRD ADR	66987V109	40	09/24/08	04/24/09	$1,473 01	$2,180 78	$-707 77
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/27/09	$367 83	$545 19	$-177 36
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/27/09	$367 83	$544 87	$-177 04
NOVARTIS AG SPNSRD ADR	66987V109	19	10/07/08	04/27/09	$690 94	$1,026 31	$-335 37
NOVARTIS AG SPNSRD ADR	66987V109	13	10/07/08	04/27/09	$478 43	$702 22	$-223 79
NOVARTIS AG SPNSRD ADR	66987V109	18	10/07/08	04/27/09	$662 09	$972 30	$-310 21
NORTHERN TRUST CORP	665859104	5	01/21/09	05/21/09	$256 95	$267 19	$-10 24
NORTHERN TRUST CORP	665859104	10	01/21/09	05/21/09	$510 32	$534 37	$-24 05
NORTHERN TRUST CORP	665859104	10	01/21/09	05/21/09	$512 49	$534 37	$-21 88
KEYCORP NEW COM	493267108	40	10/14/08	05/21/09	$215 01	$467 54	$-252 53
KEYCORP NEW COM	493267108	10	10/14/08	05/21/09	$54 07	$116 89	$-62 82
NORTHERN TRUST CORP	665859104	15	01/21/09	05/22/09	$781 83	$801 56	$-19 73
KEYCORP NEW COM	493267108	40	10/15/08	05/22/09	$209 72	$466 71	$-256 99
KEYCORP NEW COM	493267108	40	10/14/08	05/22/09	$209 72	$467 54	$-257 82
KEYCORP NEW COM	493267108	40	10/14/08	05/22/09	$211 49	$467 55	$-256 06
FIRST HORIZON NATL CORP	320517105	0 97	10/15/08	05/22/09	$10 90	$10 82	$0 08
KEYCORP NEW COM	493267108	90	10/15/08	05/26/09	$466 17	$1,050 10	$-583 93
TIME WARNER CABLE INC	88732J207	25	12/04/08	06/01/09	$763 60	$702 01	$61 59
INTEL CORPORATION	458140100	107	03/10/09	06/05/09	$1,694 58	$1,469 96	$224 62
JUNIPER NETWORKS INC	48203R104	40	10/29/08	06/05/09	$963 02	$745 09	$217 93
INTEL CORPORATION	458140100	43	03/10/09	06/05/09	$680 84	$590 73	$90 11
JUNIPER NETWORKS INC	48203R104	20	10/29/08	06/08/09	$469 05	$372 54	$96 51
JUNIPER NETWORKS INC	48203R104	10	10/28/08	06/08/09	$234 53	$178 07	$56 46

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
AETNA INC	00817Y108	5	07/23/08	06/15/09	$113 13	$203 47	$-90 34
AETNA INC	00817Y108	36	07/24/08	06/15/09	$814 54	$1,442 04	$-627 50
AETNA INC	00817Y108	29	07/24/08	06/15/09	$656 58	$1,161 65	$-505 07
WYETH (WYE)	983024100	27	01/21/09	07/07/09	$1,218 99	$1,046 99	$172 00
WYETH (WYE)	983024100	35	01/21/09	07/07/09	$1,579 55	$1,357 22	$222 33
WYETH (WYE)	983024100	14	01/21/09	07/07/09	$631 37	$542 89	$88 48
WYETH (WYE)	983024100	14	01/21/09	07/08/09	$633 16	$542 88	$90 28
NOKIA CORP ADR-A SHS	654902204	50	07/28/08	07/16/09	$666 14	$1,409 97	$-743 83
NOKIA CORP ADR-A SHS	654902204	40	07/28/08	07/16/09	$533 43	$1,126 22	$-592 79
NOKIA CORP ADR-A SHS	654902204	30	07/28/08	07/16/09	$400 08	$845 98	$-445 90
QUALCOMM INC	747525103	90	11/10/08	08/21/09	$4,223 14	$3,184 10	$1,039 04
FIRST HORIZON NATL CORP	320517105	0 61	10/15/08	08/27/09	$8 33	$6 71	$1 62
TAIWAN SEMICONDUCTOR ADR	874039100	0 85	03/03/09	09/09/09	$9 32	$6 65	$2 67
BEST BUY INC COM	086516101	90	03/17/09	09/11/09	$3,556 14	$2,841 29	$714 85
LORILLARD INC	544147101	9	01/21/09	10/05/09	$675 42	$552 42	$123 00
LORILLARD INC	544147101	26	01/21/09	10/05/09	$1,949 50	$1,595 89	$353 61
LORILLARD INC	544147101	2	01/21/09	10/06/09	$150 65	$122 76	$27 89
LORILLARD INC	544147101	13	01/21/09	10/06/09	$979 91	$797 95	$181 96
TAIWAN SEMICONDUCTOR ADR	874039100	79 55	03/03/09	11/03/09	$751 30	$622 59	$128 71
TAIWAN SEMICONDUCTOR ADR	874039100	21 45	03/03/09	11/03/09	$202 58	$164 66	$37 92
TAIWAN SEMICONDUCTOR ADR	874039100	10	03/03/09	11/03/09	$94 66	$76 77	$17 89
BROADCOM CORP CL A	111320107	100	02/23/09	11/03/09	$2,585 69	$1,604 72	$980 97
TAIWAN SEMICONDUCTOR ADR	874039100	40	03/03/09	11/04/09	$385 27	$307 06	$78 21
TAIWAN SEMICONDUCTOR ADR	874039100	19	03/03/09	11/04/09	$182 96	$145 85	$37 11
GILEAD SCIENCES INC	375558103	51	01/21/09	12/01/09	$2,363 33	$2,485 94	$-122 61
GILEAD SCIENCES INC	375558103	19	01/21/09	12/02/09	$883 84	$926 13	$-42 29
MERCK & CO INC	58933Y105	0 01	03/13/09	12/08/09	$0 37	$0 27	$0 10

FLOWERS FAMILY FDN-IMA

Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
HUMAN GENOME SCIENCES INC COM	444903108	10	12/03/09	12/09/09	$270 60	$288 57	$-17 97
AUTOLIV INC COM	052800109	10	06/10/09	12/09/09	$403 79	$313 69	$90 10
CUMMINS ENGINE INC	231021106	17	05/01/09	12/09/09	$775 52	$580 34	$195.18
CUMMINS ENGINE INC	231021106	3	05/01/09	12/09/09	$136 86	$102 55	$34 31
E I DU PONT DE NEMOURS & CO COMM	263534109	20	04/14/09	12/09/09	$630 58	$536 16	$94 42
FRANKLIN RES INC COM	354613101	5	01/21/09	12/09/09	$540 29	$255 60	$284 69
HEWLETT PACKARD COMPANY	428236103	20	09/04/09	12/09/09	$995 57	$895 07	$100 50
HEWLETT PACKARD COMPANY	428236103	10	08/21/09	12/09/09	$497 79	$443 86	$53 93
J P MORGAN CHASE & CO	46625H100	40	02/06/09	12/09/09	$1,654 76	$1,093 54	$561 22
BANK AMER CORP	060505104	60	05/07/09	12/09/09	$926 99	$812 74	$114 25
HOME DEPOT INC USD 0 05	437076102	50	08/28/09	12/09/09	$1,375 97	$1,386 08	$-10 11
EMC CORP(MASS) USD 0 01	268648102	50	07/29/09	12/09/09	$842 99	$767 17	$75 82
LIMITED INC	532716107	10	10/06/09	12/09/09	$177 70	$180 81	$-3 11
MERCK & CO INC	58933Y105	40	03/13/09	12/09/09	$1,473 56	$1,097 78	$375 78
LIMITED INC	532716107	20	10/06/09	12/09/09	$355 39	$361 15	$-5 76
GOOGLE INC	38259P508	6	08/21/09	12/09/09	$3,526 86	$2,785 67	$741 19
MORGAN STANLEY DEAN WITTER & CO	617446448	10	05/21/09	12/09/09	$303 79	$281 51	$22 28
MORGAN STANLEY DEAN WITTER & CO	617446448	10	05/21/09	12/09/09	$303 79	$281 26	$22 53
NORFOLK SOUTHERN CORP	655844108	20	11/04/09	12/09/09	$1,022 97	$996 95	$26 02
OCCIDENTAL PETROLEUM CORPORATION C	674599105	10	04/23/09	12/09/09	$765 48	$555 33	$210 15
PARKER HANNIFIN CORP	701094104	10	12/24/08	12/09/09	$538 85	$393 70	$145 15
STATE ST CORP COM	857477103	10	05/21/09	12/09/09	$409 83	$430 49	$-20 66
TARGET CORP	87612E106	20	06/01/09	12/09/09	$905 18	$831 37	$73 81
WHIRLPOOL CORPORATION COM	963320106	10	08/28/09	12/09/09	$756 48	$659 31	$97 17
AMERIPRISE FINL INC	03076C106	10	01/21/09	12/09/09	$371 90	$191 68	$180 22
HESS CORP	42809H107	20	03/17/09	12/09/09	$1,088 81	$1,229 51	$-140 70
STATE ST CORP COM	857477103	40	05/21/09	12/11/09	$1,604 18	$1,721 97	$-117 79

Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
STATE ST CORP COM	857477103	30	05/21/09	12/11/09	$1,185 36	$1,291 48	$-106 12
Total short term gain/loss: Report on Form 1040, Schedule D, line 1, Column d, e and f					$82,129 55	$96,137 54	$-14,007 99

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
JOHNSON & JOHNSON COM	478160104	70	11/09/07	01/21/09	$3,909 11	$4,553 79	$-644 68
WELLS FARGO & CO NEW	949746101	70	04/27/02	01/21/09	$987 65	$1,772 22	$-784 57
GAP INC	364760108	110	11/20/07	01/21/09	$1,247 72	$2,205 01	$-957 29
THERMO ELECTRON CORP	883556102	40	03/07/07	01/21/09	$1,438 12	$1,815 12	$-377 00
CHUBB CORPORATION COM	171232101	10	11/21/07	01/21/09	$422 09	$520 68	$-98 59
CHUBB CORPORATION COM	171232101	10	11/21/07	01/21/09	$422 09	$521 09	$-99 00
CHUBB CORPORATION COM	171232101	40	03/08/07	01/21/09	$1,688 34	$2,018 14	$-329 80
BANK AMER CORP	060505104	26 74	04/27/02	01/26/09	$177 93	$1,050 33	$-872 40
BANK AMER CORP	060505104	50	05/02/06	01/26/09	$332 70	$2,476 72	$-2,144 02
BANK AMER CORP	060505104	60	05/22/06	01/26/09	$399 24	$2,913 42	$-2,514 18
BANK AMER CORP	060505104	23 26	02/21/03	01/26/09	$154 77	$672 89	$-518 12
GAP INC	364760108	55	11/20/07	02/04/09	$609 77	$1,102 50	$-492 73
GAP INC	364760108	20	11/21/07	02/04/09	$212 65	$399 91	$-187 26
GAP INC	364760108	55	11/20/07	02/04/09	$584 80	$1,102 50	$-517 70
GAP INC	364760108	10	11/20/07	02/04/09	$109 90	$200 46	$-90 56
BANK AMER CORP	060505104	122	02/21/03	02/06/09	$747 94	$3,529 21	$-2,781 27
THERMO ELECTRON CORP	883556102	20	03/07/07	03/05/09	$682 94	$907 56	$-224 62
PRAXAIR INC	74005P104	10	02/04/05	03/10/09	$575 11	$441 08	$134 03
PRAXAIR INC	74005P104	20	02/08/05	03/10/09	$1,150 21	$894 87	$255 34

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GOLDMAN SACHS GROUP INC	38141G104	10	04/27/02	03/10/09	$837 47	$737 05	$100 42
EMERSON ELECTRIC COMPANY	291011104	30	03/08/07	03/16/09	$811 67	$1,290 49	$-478 82
EMERSON ELECTRIC COMPANY	291011104	30	03/08/07	03/17/09	$793 93	$1,290 48	$-496 55
CONOCOPHILLIPS	20825C104	10	04/27/02	03/17/09	$373 29	$238 75	$134 54
CONOCOPHILLIPS	20825C104	30	04/27/02	03/17/09	$1,119 07	$716 25	$402 82
EXELON CORP	30161N101	20	04/27/02	04/14/09	$933 48	$487 93	$445 55
ABBOTT LABORATORIES	002824100	70	12/19/03	05/01/09	$2,900.17	$3,049 45	$-149 28
MC DONALDS CORPORATION COMMON	580135101	50	04/01/08	05/07/09	$2,660 25	$2,848 94	$-188 69
WAL MART STORES INC	931142103	50	04/11/05	05/07/09	$2,496 99	$2,428 54	$68 45
WAL MART STORES INC	931142103	30	04/13/05	05/07/09	$1,498 19	$1,465 48	$32 71
DARDEN RESTAURANTS INC COM	237194105	40	05/08/08	05/21/09	$1,346 25	$1,465 73	$-119 48
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327 77	$366 43	$-38 66
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327 77	$363 36	$-35 59
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/22/09	$327 77	$362 63	$-34 86
WAL MART STORES INC	931142103	10	04/11/05	05/28/09	$494 43	$485 71	$8 72
WAL MART STORES INC	931142103	20	11/20/07	05/28/09	$988 87	$904 62	$84 25
WAL MART STORES INC	931142103	20	11/20/07	06/01/09	$993 63	$904 61	$89 02
INTEL CORPORATION	458140100	80	05/16/08	06/05/09	$1,266 98	$1,991 18	$-724 20
INTEL CORPORATION	458140100	30	05/15/08	06/05/09	$475 12	$747 46	$-272 34
WAL MART STORES INC	931142103	40	11/20/07	06/10/09	$2,003 59	$1,809 23	$194 36
ST JUDE MEDICAL INC	790849103	20	11/06/07	06/19/09	$803 88	$809 27	$-5 39
ST JUDE MEDICAL INC	790849103	10	11/06/07	06/19/09	$401 46	$404 63	$-3 17
ST JUDE MEDICAL INC	790849103	10	11/06/07	06/19/09	$401 94	$403 69	$-1 75
ROSS STORES INC	778296103	10	04/17/08	06/25/09	$389 52	$330 09	$59 43
ROSS STORES INC	778296103	10	04/17/08	06/25/09	$389 53	$330 08	$59 45

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ROSS STORES INC	778296103	12	04/16/08	06/25/09	$467 44	$394 98	$72 46
ROSS STORES INC	778296103	13	04/16/08	06/26/09	$501 65	$427 90	$73 75
ROSS STORES INC	778296103	45	04/16/08	06/26/09	$1,732 36	$1,481 19	$251 17
MCAFEE INC	579064106	10	06/01/07	07/29/09	$446 38	$366 74	$79 64
MCAFEE INC	579064106	20	06/01/07	07/30/09	$864 71	$733 49	$131 22
MCAFEE INC	579064106	40	05/31/07	07/30/09	$1,729 42	$1,465 34	$264 08
QUALCOMM INC	747525103	20	12/19/03	08/21/09	$938 48	$508 21	$430 27
INTERNATIONAL BUSINESS MACHINES CORF	459200101	30	01/23/08	08/21/09	$3,591 18	$3,188 10	$403 08
COLGATE PALMOLIVE CO COM	194162103	10	08/08/08	08/28/09	$727 40	$780 39	$-52 99
COLGATE PALMOLIVE CO COM	194162103	8	08/08/08	08/28/09	$581 92	$620 96	$-39 04
COLGATE PALMOLIVE CO COM	194162103	6	08/08/08	08/31/09	$435 71	$465 71	$-30 00
COLGATE PALMOLIVE CO COM	194162103	5	08/08/08	08/31/09	$362 84	$388 10	$-25 26
COLGATE PALMOLIVE CO COM	194162103	7	08/08/08	08/31/09	$507 97	$542 32	$-34 35
COLGATE PALMOLIVE CO COM	194162103	9	08/08/08	09/01/09	$645 86	$697 26	$-51 40
COLGATE PALMOLIVE CO COM	194162103	7	08/08/08	09/01/09	$504 29	$542 32	$-38 03
KBR INC	48242W106	5	03/08/07	09/02/09	$108 36	$100 25	$8 11
COLGATE PALMOLIVE CO COM	194162103	1	08/07/08	09/02/09	$71 67	$75 94	$-4 27
COLGATE PALMOLIVE CO COM	194162103	7	08/07/08	09/02/09	$501 66	$531 60	$-29 94
KBR INC	48242W106	2	03/08/07	09/02/09	$43 37	$40 10	$3 27
KBR INC	48242W106	2	03/08/07	09/02/09	$43 38	$40 10	$3 28
QUALCOMM INC	747525103	40	12/19/03	09/03/09	$1,795 17	$1,016 43	$778 74
KBR INC	48242W106	2	03/08/07	09/03/09	$43 51	$40 10	$3 41
KBR INC	48242W106	10	03/08/07	09/03/09	$216 92	$200 51	$16 41
KBR INC	48242W106	27	03/08/07	09/03/09	$583 09	$541 38	$41.71
KBR INC	48242W106	52	03/08/07	09/04/09	$1,127 41	$1,042 65	$84 76

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ST JUDE MEDICAL INC	790849103	40	11/06/07	10/07/09	$1,320 22	$1,614 75	$-294 53
ST JUDE MEDICAL INC	790849103	4	11/06/07	10/07/09	$132 02	$160 79	$-28 77
ST JUDE MEDICAL INC	790849103	6	11/06/07	10/07/09	$198 20	$241 18	$-42 98
FIRST HORIZON NATL CORP	320517105	0 69	10/15/08	10/29/09	$8 59	$7 41	$1 18
SCHERING-PLOUGH CORP COM	806605101	300	03/08/07	11/03/09	$3,150 00	$3,003 66	$146 34
NEWS CORP	65248E203	70	11/06/07	12/09/09	$1,012 95	$1,571 47	$-558 52
FIRST HORIZON NATL CORP	320517105	40	10/15/08	12/09/09	$554 32	$423 86	$130 46
PFIZER INC COM	717081103	45	04/27/02	12/09/09	$816.73	$1,414 24	$-597 51
PFIZER INC COM	717081103	55	05/17/02	12/09/09	$998 23	$1,527 31	$-529 08
AT&T INC	00206R102	50	03/08/07	12/09/09	$1,368 97	$1,830 57	$-461 60
ORACLE CORPORATION	68389X105	50	03/08/07	12/09/09	$1,094 97	$839 63	$255 34
CISCO SYS INC	17275R102	20	07/23/08	12/09/09	$476 19	$440 32	$35 87
CISCO SYS INC	17275R102	50	07/18/08	12/09/09	$1,190 47	$1,082 36	$108 11
CVS CORP	126650100	50	10/31/07	12/09/09	$1,550 36	$2,084 63	$-534 27
GENERAL ELECTRIC CO	369604103	90	04/27/02	12/09/09	$1,404 86	$2,366 10	$-961 24
OMNICOM GROUP INC COM	681919106	20	03/08/07	12/09/09	$724 38	$1,049 44	$-325 06
AMGEN INC	031162100	10	10/29/08	12/09/09	$560.39	$601 23	$-40 84
APACHE CORPORATION COM	037411105	20	03/08/07	12/09/09	$1,856 14	$1,374 32	$481 82
ALLIANCE DATA SYS CORP	018581108	20	07/23/08	12/09/09	$1,238 17	$1,261 73	$-23 56
APPLE COMPUTER INC COM	037833100	9	07/08/08	12/09/09	$1,762 08	$1,592 65	$169 43
DANAHER CORP COMMON	235851102	7	03/11/05	12/09/09	$504 41	$381 96	$122 45
DANAHER CORP COMMON	235851102	3	03/14/05	12/09/09	$216 17	$164 27	$51 90
CHUBB CORPORATION COM	171232101	10	03/08/07	12/09/09	$484 56	$504 54	$-19 98
COCA COLA ENTERPRISES INC COM	191219104	20	06/20/07	12/09/09	$395 99	$468 60	$-72 61
CONOCOPHILLIPS	20825C104	10	04/27/02	12/09/09	$501 69	$238 75	$262 94

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
EXXON MOBIL CORP	30231G102	24	04/27/02	12/09/09	$1,745 47	$831 90	$913 57
EXXON MOBIL CORP	30231G102	6	04/27/02	12/09/09	$436 37	$207 97	$228 40
EXELON CORP	30161N101	20	04/27/02	12/09/09	$1,002 17	$487 92	$514 25
HALLIBURTON COMPANY COM	406216101	20	03/08/07	12/09/09	$549 19	$637 82	$-88 63
HONEYWELL INTL INC	438516106	20	01/14/04	12/09/09	$803 38	$719 84	$83 54
JUNIPER NETWORKS INC	48203R104	20	10/28/08	12/09/09	$541 40	$356 13	$185 27
INTERNATIONAL BUSINESS MACHINES CORF	459200101	4	01/23/08	12/09/09	$511 43	$425 08	$86 35
MEDTRONIC INC	585055106	20	05/06/04	12/09/09	$853 89	$1,022 34	$-168 45
MICROSOFT CORP COM	594918104	40	04/27/02	12/09/09	$1,188 37	$1,044 85	$143 52
PEPSICO INC	713448108	30	04/27/02	12/09/09	$1,849 15	$1,319 40	$529 75
PROCTER & GAMBLE CO COM	742718109	10	04/27/02	12/09/09	$622 89	$437 73	$185 16
RAYTHEON CO	755111507	10	10/07/08	12/09/09	$516 89	$519 98	$-3 09
SCHWAB CHARLES CORP NEW	808513105	20	11/20/08	12/09/09	$370 19	$304 43	$65 76
SEMPRA ENERGY	816851109	20	03/08/07	12/09/09	$1,071 57	$1,198 70	$-127 13
TEXTRON INCORPORATED COMMON	883203101	20	03/17/06	12/09/09	$391 02	$931 15	$-540 13
TEXTRON INCORPORATED COMMON	883203101	20	03/20/06	12/09/09	$391 02	$933 93	$-542 91
THERMO ELECTRON CORP	883556102	30	03/07/07	12/09/09	$1,435 63	$1,361 34	$74 29
WELLS FARGO & CO NEW	949746101	20	04/27/02	12/09/09	$519 59	$506 35	$13 24
XTO ENERGY INC	98385X106	16 67	06/08/04	12/09/09	$670 28	$258 09	$412 19
XTO ENERGY INC	98385X106	13 33	06/09/04	12/09/09	$535 99	$205 68	$330 31
HOSPIRA INC	441060100	20	06/01/07	12/09/09	$948 42	$813 48	$134 94
PHILIP MORRIS INTERNATIONAL	718172109	30	03/08/07	12/09/09	$1,466 36	$1,351 56	$114 80
VALE SA-SP ADR	91912E105	40	05/10/06	12/09/09	$1,115 17	$576 40	$538 77
TYCO INTERNATIONAL LTD	H89128104	20	08/11/08	12/09/09	$713 78	$906 17	$-192 39
TIME WARNER INC	887317303	20	12/04/08	12/09/09	$624 19	$398 69	$225 50

Long term gains and losses

This category includes all assets held more than 12 months

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ACCENTURE PLC IRELAND SHS CL A	G1151C101	20	02/27/08	12/09/09	$843 98	$734 19	$109 79
NEWS CORP	65248E203	20	01/14/04	12/09/09	$289 42	$372 82	$-83 40
AOL INC	00184X105	0 55	12/04/08	12/29/09	$12 58	$8 75	$3 83
Total long term gain/loss: Report on Form 1040, Schedule D, line 8, Column d, e, and f					$105,329 10	$116,680 11	$-11,351 01

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MELLON BANK -- SEE SCHEDULE ATTACHED			82,130.	96,138.	-14,008.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -14,008.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MELLON BANK -- SEE SCHEDULE ATTACHED			105,329.	116,680.	-11,351.
6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					-11,351.

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