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

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: FLINT FAMILY FOUNDATION

A Employer identification number: 30-0582777

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 490 | Room/suite:

B Telephone number: 918-587-8451

City or town, state, and ZIP code: TULSA, OK 74101

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,401,869.

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

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

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

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	35,212.	35,212.		Statement 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<2,306.>			
	b	Gross sales price for all assets on line 6a 625,916.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11	Other income	14,741.	14,373.		Statement 2
	12	**Total.** Add lines 1 through 11	47,647.	49,585.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 3	4,314.	4,314.		0.
	b	Accounting fees				
	c	Other professional fees Stmt 4	17,867.	17,867.		0.
	17	Interest	242.	242.		0.
	18	Taxes Stmt 5	2,272.	2,272.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 6	6,157.	6,157.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	30,852.	30,852.		0.
	25	Contributions, gifts, grants paid	150,000.			150,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	180,852.	30,852.		150,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<133,205.>			
	b	**Net investment income** (if negative, enter -0-)		18,733.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	12,628.	9,185.	9,185.
	2 Savings and temporary cash investments	2,114,351.	1,118,874.	1,118,874.
	3 Accounts receivable ▶ 3,487.			
	Less: allowance for doubtful accounts ▶	946.	3,487.	3,487.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	1,277,506.	1,392,770.	1,895,221.
	c Investments - corporate bonds Stmt 8	132,305.	138,434.	143,452.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	372,876.	1,121,912.	1,231,650.
	14 Land, buildings, and equipment: basis ▶ 8,200.			
	Less accumulated depreciation ▶ 8,200.			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,910,612.	3,784,662.	4,401,869.
Liabilities	17 Accounts payable and accrued expenses		7,255.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	7,255.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,910,612.	3,777,407.	
	30 **Total net assets or fund balances**	3,910,612.	3,777,407.	
	31 **Total liabilities and net assets/fund balances**	3,910,612.	3,784,662.	

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	3,910,612.
2	Enter amount from Part I, line 27a	2	<133,205.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,777,407.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,777,407.

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				
b	See Attached Statements			
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	625,916.		613,449.	<2,306.>

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				<2,306.>

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 — <2,306.>

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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))
2009	153,500.	3,268,319.	.046966
2008	326,951.	2,630,454.	.124295
2007	287,628.	2,875,545.	.100026
2006	99,824.	2,102,026.	.047489
2005	80,200.	1,855,935.	.043213

2	**Total** of line 1, column (d)	2	.361989
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	.072398
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,142,929.
5	Multiply line 4 by line 3	5	299,940.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	187.
7	Add lines 5 and 6	7	300,127.
8	Enter qualifying distributions from Part XII, line 4	8	150,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	375.
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	0.
3	Add lines 1 and 2	3	375.
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	375.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	375.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ EVELYN FIFER Telephone no. ▶ 918-587-8451

Located at ▶ 1625 WEST 21 STREET, TULSA, OK ZIP+4 ▶ 74107

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 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
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 2010 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 2010.)* N/A	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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 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? N/A ☐ 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? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ROBIN F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
CHARLES W. FLINT, III 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
SUSAN F. SEAY 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.
KELLEY F. BALLENGER 1625 WEST 21 STREET TULSA, OK 74107	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,752,563.
b	Average of monthly cash balances	1b	1,453,456.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,206,019.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,206,019.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,090.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,142,929.
6	**Minimum investment return.** Enter 5% of line 5	6	207,146.

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

1	Minimum investment return from Part X, line 6	1	207,146.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 375.		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	375.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	206,771.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	206,771.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	206,771.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	150,000.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,000.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	150,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				206,771.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007 126,465.				
d From 2008 196,276.				
e From 2009				
f Total of lines 3a through e	322,741.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 150,000.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				150,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	56,771.			56,771.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	265,970.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	265,970.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007 69,694.				
c Excess from 2008 196,276.				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT			GENERAL FUNDING	150,000.
Total			▶ 3a	150,000.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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		
4 Dividends and interest from securities			14	35,212.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	14,373.	368.
8 Gain or (loss) from sales of assets other than inventory			14	21.	<2,327.>
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)		0.		49,606.	<1,959.>

13 **Total.** Add line 12, columns (b), (d), and (e) 13 47,647.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7	FEDERAL TAX REFUND AND NONTAXABLE FORM K-1 CAPITAL INCREASE
8	INVESTMENT LOSSES

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

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

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

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

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
N/A		

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

Robin J Ballenger 15 April 2011 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

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

023622
12-29-10

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	POTOMAC L.P.	P	05/01/01	03/31/10
b	SB 12337	P		
c	SB 12343	P		
d	SB 12343	P		
e	SB 19756	P		
f	SB 20610	P		
g	SB 30386	P		
h	SB 30387	P		
i	SB 30387	P		
j	SB 30388	P		
k	SB 30388	P		
l	SB 30389	P		
m	SB 30389	P		
n	SB 30390	P		
o	SB 30731	P		

	(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	51,049.		55,130.	<4,081.>
b	877.		282.	595.
c	10,225.		9,610.	615.
d	2,586.		1,564.	1,022.
e	10,198.		10,785.	<587.>
f	19.		18.	1.
g	126,896.		88,765.	38,131.
h	35,124.		43,903.	<8,779.>
i	67,214.		62,711.	4,503.
j	13,989.		13,841.	148.
k	14,481.		13,640.	841.
l	3,454.		4,068.	<614.>
m	167,390.		193,940.	<26,550.>
n	115,681.		106,941.	8,740.
o	6,712.		8,251.	<1,539.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<4,081.>
b				595.
c				615.
d				1,022.
e				<587.>
f				1.
g				38,131.
h				<8,779.>
i				4,503.
j				148.
k				841.
l				<614.>
m				<26,550.>
n				8,740.
o				<1,539.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	ORION L.P. K-1			
b	POTOMAC L.P. K-1			
c	BRISTOL L.P. K-1			
d	Capital Gains Dividends			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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				5,745.
b				<347.>
c				<20,171.>
d	21.			21.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				5,745.
b				<347.>
c				<20,171.>
d				21.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<2,306.>
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BRISTOL L.P.	56.	0.	56.
F&M BANCORPORATION	2,170.	0.	2,170.
ORION L.P.	138.	0.	138.
POTOMAC L.P.	6.	0.	6.
SB - 12333	421.	0.	421.
SB - 12337	218.	0.	218.
SB - 12343	794.	0.	794.
SB - 19756	642.	0.	642.
SB - 22780	852.	4.	848.
SB - 27861	381.	0.	381.
SB - 30385	1,932.	0.	1,932.
SB - 30386	2,298.	0.	2,298.
SB - 30387	6,357.	0.	6,357.
SB - 30388	4,707.	0.	4,707.
SB - 30389	7,163.	17.	7,146.
SB - 30390	5,123.	0.	5,123.
SB - 30731	1,975.	0.	1,975.
Total to Fm 990-PF, Part I, ln 4	35,233.	21.	35,212.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
OIL & GAS	14,422.	14,422.	
PARTNERSHIP OTHER	<166.>	<166.>	
LITIGATION PROCEEDS	51.	51.	
INVESTMENT CORRECTION	<187.>	<187.>	
OTHER	253.	253.	
K-1 CAPITAL	29.	0.	
INCOME TAX REFUND	339.	0.	
Total to Form 990-PF, Part I, line 11	14,741.	14,373.	

Form 990-PF — Legal Fees — Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	4,314.	4,314.		0.
To Fm 990-PF, Pg 1, ln 16a	4,314.	4,314.		0.

Form 990-PF — Other Professional Fees — Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROKER	17,867.	17,867.		0.
To Form 990-PF, Pg 1, ln 16c	17,867.	17,867.		0.

Form 990-PF — Taxes — Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OIL & GAS PRODUCTION	1,038.	1,038.		0.
FOREIGN WITHHOLDING	1,234.	1,234.		0.
To Form 990-PF, Pg 1, ln 18	2,272.	2,272.		0.

Form 990-PF — Other Expenses — Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PARTNERSHIP OTHER	6,123.	6,123.		0.
OTHER	34.	34.		0.
To Form 990-PF, Pg 1, ln 23	6,157.	6,157.		0.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
F&M BANCORPORATION	7,819.	95,480.
SMITH BARNEY- #22780	0.	0.
SMITH BARNEY- LAZARD	0.	0.
SMITH BARNEY- SBAM	0.	0.
SMITH BARNEY- #27861	0.	0.
SB- 30386	195,375.	340,242.
SB- 30387	221,484.	248,546.
SB- 30389	400,796.	506,454.
SB- 30390	378,291.	484,342.
SB- 30731	189,005.	220,157.
Total to Form 990-PF, Part II, line 10b	1,392,770.	1,895,221.

Form 990-PF	Corporate Bonds	Statement 8

Description	Book Value	Fair Market Value
SMITH BARNEY- #22780	0.	0.
SMITH BARNEY- MADISON	0.	0.
SB- 30388	127,553.	132,571.
SB- 30389	10,881.	10,881.
Total to Form 990-PF, Part II, line 10c	138,434.	143,452.

Form 990-PF	Other Investments	Statement 9

Description	Valuation Method	Book Value	Fair Market Value
SMITH BARNEY- #12333	COST	175,000.	284,662.
ORION L.P.	COST	143,494.	140,878.
POTOMAC L.P.	COST	0.	0.
SB- 30385	COST	725,000.	727,397.
BRISTOL L.P.	COST	78,418.	78,713.
Total to Form 990-PF, Part II, line 13		1,121,912.	1,231,650.

Charles W. & Pauline K. Flint Foundation
2010 Contribution List
Checks issued July 28, 2010

Agency	Restriction	Amount
A New Leaf Kim Falcon, Executive Director 2306 South 1st Place Broken Arrow, OK 74012	Community Vocational Sales Training Program	3,000
American Red Cross – Tulsa Area Chapter Regina Moon Chief Executive Director 10151 East 11th Street Tulsa, OK 74128	AlertFind System Subscription	5,000
Big Brothers Big Sisters of Oklahoma Sharon Catalano 5840 S. Memorial Drive, Suite 105 Tulsa, OK 74145	Operating Funds for Amachi Program	5,000
Child Abuse Network Steffanie Bonner Development Manager 2829 South Sheridan Tulsa, OK 74129	General Operations	5,000
Clarehouse Kelley Scott, Executive Director 7617 S. Mingo Road Tulsa, OK 74133	Invacare Electric Beds	5,000
Craig General Hospital B. Joe Gunn CEO Emeritus & Chief Development Officer 735 North Foreman P.O. Box 326 Vinita, OK 74301	Renovate Sprinkler & Medical Gas Systems	5,000
Crosstown Learning Center Debbi Guilfoyle, Executive Director 2501 East Archer St. Tulsa, OK 74110	General Operations	5,000
DaySpring Villa Julie A. Bailey, Development Coordinator PO Box 1588 Sand Springs, OK 74063	Direct-Care Needs	4,000
Domestic Violence Intervention Services Tracey Redmon Lyall, Executive Director 4300 S. Harvard Ave., Suite 100 Tulsa, OK 74135-2608	Children's Therapeutic Counseling Program	4,000

Eastern Oklahoma Donated Dental Service Pam Beard, Executive Director 3741 South Peoria Ave. Tulsa, OK 74105-3264	General Operations	5,000
Emergency Infant Services Eileen Ryan Bradshaw, Executive Director 222 S. Houston Ave. Tulsa, OK 74127	General Operations	3,500
Eugene Field Elementary Alumni Foundation Jeremy Martin, Executive Director 2249 South Phoenix Ave. Tulsa, OK 74107	Student Uniforms	4,500
Goodwill Industries of Tulsa Cynthia Donathan Director, Workforce Development 2800 Southwest Blvd. Tulsa, OK 74107	Tulsa*WORKS* Program	5,000
Health Outreach Prevention Education Kate Neary-Pounds, Executive Director 3540 E. 31st Street, Suite 3 Tulsa, OK 74135	Prevention Program – Challenge Grant	5,000
Indian Health Care Resource Center Carmelita Skeeter, CEO 550 S. Peoria Tulsa, OK 74120	Maternal & Early Childhood Program – Matching Grant	4,000
KIPP Tulsa Academy College Prep Yolantrice Collins, Development Director 1661 East Virgin St. Tulsa, OK 74106	General Operations	4,000
Legal Aid Services of Oklahoma, Inc. Sue Woodward, Development and Marketing 907 S. Detroit, Suite 725 Tulsa, OK 74120	General Operations	5,000
Little Lighthouse Jean Winfrey, Executive Director 5120 E. 36th Street Tulsa, OK 74135-5228	Educational & Therapeutic Services	3,000

Margaret Hudson Program Felecia Rowland, Executive Director P.O. Box 6726 Tulsa, OK 74156	General Operations	3,000
Meals on Wheels of Metro Tulsa Stacie Wilson, Dir. of Develop. & Community Relations 12620 E. 31st Street Tulsa, OK 74146-2307	Underwrite Meal Costs	5,000
Owasso Community Resources Nadia Guevara, Executive Director 109 N. Birch, Suite 109 Owasso, OK 74055	Basic Needs Program	3,000
Philbrook Museum of Art Janet Walker, Development Manager 2727 Rockford Road Tulsa, OK 74114-4104	Educational Outreach: Spot's Suitcase	4,000
RARC, Inc. Freda Cowart, Executive Director PO Box 834 Jenks, OK 74037	General Operations - Employment Services Program	4,000
Spay Oklahoma Nancy Atwater, Secretary/Treasurer 501 East 36th Street North Tulsa, OK 74106	Funding for Sliding Scale Fees	5,000
Stand In The Gap Mr. Francois Cardinal, COO 624 S. Boston, Suite 340 Tulsa, OK 74119	Women In Transition Program	5,000
Total Source for Hearing-Loss & Access Rene Ryan, Executive Director 8740 E. 11th Street, Suite A Tulsa, OK 74112-7957	Operations (I&R, IRP & IL Programs)	5,000
Town & Country School Mary Lawrence, Head of School 5150 E. 101st St. Tulsa, OK 74137	Financial Aid	5,000

Tulsa Advocates for the Protection of Children Louie Marr, Executive Director PO Box 14044 Tulsa OK 74159-1044	CARE Program	4,000
Tulsa Boys Home Gregory T. Conway, Executive Director PO Box 1101 Tulsa, OK 74101-1101	Medical Expenses	500
Tulsa Children's Museum Leah Saidy Storm, Board President PO Box 701620 Tulsa, OK 74170-11620	General Operations	4,500
Tulsa Community College Foundation Deidra Kirtley, Special Projects Coordinator 6111 East Skelly Drive Tulsa, OK 74135	Signature Symphony at TCC - Higher Scale Music Outreach Program	4,000
Tulsa Library Trust Larry Bartley, Trust & Development Director 400 Civic Center Tulsa, OK 74103	2011 Summer Reading Programs	4,000
Tulsa Spotlighters, Inc. Larry G. Stockard, President 1381 Riverside Drive Tulsa, OK 74127	Tulsa Spotlight Theatre - Seat Replacement	4,000
Youth At Heart Lou Ann Marlar, Director of Development & Community Relations PO Box 35798 Tulsa, OK 74145	After-school and Summer Program	5,000
Youth Services James M. Walker, Executive Director 311 S. Madison Tulsa, OK 74120	Transitional Living Program	5,000
Total		$150,000

CHARLES W. FLINT &

Account Number 644-12337-12 022

Details of 1099 Reported Dividends and Distributions 2010, Boxes 3 - 9

The following details show how we derived your total dividends reported on Form 1099-DIV. Amount displayed for dividends include dividend reinvestments, money fund earnings, and accrued dividends received.

Reference number	CUSIP Description	Nondividend distributions (Box 3)	Federal income tax withheld (Box 4)	Investment expenses (Box 5)	Foreign tax paid (Box 6)	Cash liquidation distributions (Box 8)	Non cash liquidation distributions (Box 9)
150000100	N22717107001 *** CORE LABORATORIES N V-USD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT				$ 4.68		
Totals					**$ 4.68**		

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	10	FREEPORT MCMORAN COPPER & GOLD CL B MorganStanley SmithBarney LLC acted as your agent	02/11/09	01/06/10	$ 877.59	$ 282.16		$ 595.43
Total					**$ 877.59**	**$ 282.16**		**$ 595.43**

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/15/10	CONSULTING & ADVISORY SERVICES FROM 01/01/10 TO 03/31/10		$ 929.92
220000200	01/27/10	FROM 644-12337-01 TO 644-30386-01		$ 5,284.87

2010 YEAR END SUMMARY

CHARLES W. FLINT &
Account Number 644-12343-14 022

Details of 1099 Reported Dividends and Distributions 2010, Boxes 3 - 9

The following details show how we derived your total dividends reported on Form 1099-DIV. Amount displayed for dividends include dividend reinvestments, money fund earnings, and accrued dividends received.

Reference number	CUSIP Description	Nondividend distributions (Box 3)	Federal income tax withheld (Box 4)	Investment expenses (Box 5)	Foreign tax paid (Box 6)	Cash liquidation distributions (Box 8)	Non cash liquidation distributions (Box 9)
150000100	05946K101001 *** BANCO BILBAO VIZCAYA-SP ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT				$ 7.86		
150000200	138006309001 *** CANON INC ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT				9.80		
150000700	775109200001 *** ROGERS COMMUNICATIONS INC CL B THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT				3.34		
Totals					**$ 21.00**		

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	162	ALLIANZ SE ADR	03/17/09	01/14/10	$ 2,008.66	$ 1,277.55		$ 731.11
	134	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/20/09		1,661.48	1,186.41		475.07
125000020	201	BANCO BILBAO VIZCAYA-SP	09/29/09	01/27/10	3,166.33	3,608.39	(442.06)	
	74	FIFO	10/06/09		1,165.71	1,314.53	(148.82)	
	63	FIFO	10/12/09		992.44	1,148.04	(155.60)	

CHARLES W. FLINT &
Account Number 644-12343-14 022

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	.5222	ESPRIT HLDGS SPON ADR CASH IN LIEU OF .52229 RECORD 11/25/09 PAY 01/27/10	10/16/09	01/27/10	$ 7.40	$ 6.90		$ .50
125000050	26	FANUC LTD JAPAN-JPY VSP 05/07/09 -VSP 05072009 MorganStanley SmithBarney LLC	05/07/09	01/21/10	1,223.13	1,068.41		154.72
Total					**$ 10,225.15**	**$ 9,610.23**	**($ 746.48)**	**$ 1,361.40**

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	61	CANON INC ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/00	01/13/10	$ 2,585.88	$ 1,575.83		$ 1,010.05 c
Total					**$ 2,585.88**	**$ 1,575.83**		**$ 1,010.05**

c *Based on information supplied by Client or other financial institution, not verified by us.*

Correction (12)
1564

2010 YEAR END SUMMARY

MorganStanley SmithBarney

Ref: 00000485 00060903

Reserved Client Statement 2010 Year End Summary

CHARLES W. FLINT &

Account Number 644-19756-19 022

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	5,000	TARGET CORPORATION NOTES BK/ENTRY DTD 8/10/00 DUE 08/15/2010 RATE 7.500	01/29/03	01/25/10	$ 5,197.78	$ 5,903.75 **$ 5,197.78**	($ 705 97) **$ 0 00**	$ 0.00 $ 0.00
125000020	5,000	WELLS FARGO CO SR NOTES BOOK/ENTRY DD 12/6/2004 DUE 01/15/2010 RATE 4.200	08/20/07	01/15/10	5,000 00	4,881.30 **4,881.30**	118.70 **118 70**	118.70 0.00
Total					**$ 10,197.78**	$ 10,785.05 **$ 10,079.08**	($ 587.27) **$ 118.70**	$ 118 70 $ 0.00

Details of Accrued Income 2010

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000200	TARGET CORPORATION NOTES BK/ENTRY DTD 8/10/00 DUE 08/15/2010 RATE 7.500	01/25/10		$ 166.67 [a]
Total				**$ 166.67**

[a] *This amount reported to the IRS on Form 1099-INT.*

2010 YEAR END SUMMARY

CHARLES W. FLINT &

Account Number 644-20610-13 022

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	.0225	CATHAY FINANCIAL GDR REGS	Unavailable	03/08/10	$ .44			
	.0156	SPONSORED GDR	07/19/04		.30	26		.04
	.7118	CASH IN LIEU OF .98312	11/09/04		13.88	13.57		.31
	.2332	PAYABLE DATE OF 10/02/2006	04/27/05		4.55	4 09		.46
Total					**$ 19.17**	**$ 17 92**		**$ .81**

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/05/10	VALE S A SPON ADR TAX REFUND OF 0 018332 FOR RCD 10/23/07, PAY 11/07/07	$ 1.80
210000300	06/15/10	PETROLEO BRASILEIRO SA ADR TAX REFUND ON DIVIDEND PAID RCD DT 08/22/07, PAY 01/30/08	4.19
Total			**$ 10 05**

Reference number	Date	Description	Amount
210000200	04/28/10	PETROLEO BRASILEIRO SA ADR TAX REFUND ON DIVIDEND PAID RCD DT 10/10/07, PAY 04/07/08	$ 4.06

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/27/10	FROM 644-20610-01 TO 644-30385-01		$ 147.93
220000300	03/09/10	FROM 644-20610-01 TO 644-30385-01		19.17
Total				**$ 167.11**

Reference number	Date	Description	Referral number	Amount
220000200	02/16/10	FROM 644-20610-01 TO 644-30385-01		$ .01

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30386-14 022

Details of Earnings 2010 - *continued*

Dividends and Distributions, Section 1

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160001400	696429307000 PALL CORP	$ 174.40	$ 174.40					
160001500	714992955000 WESTERN ASSET MONEY MARKET FUND CLASS A	6.19						
160001600	91324P102000 UNITEDHEALTH GROUP INC	251.34	251.34					
Totals		**$ 2,314.77**	**$ 2,308 58**					

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160000400	N22717107001 *** CORE LABORATORIES N V-USD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 34.70				
160000600	111320107000 BROADCOM CORP CL A A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	75.60					
Totals		**$ 75 60**	**$ 34.70**				

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	34	COVIDIEN PLC DUBLIN-USD	07/03/01	04/13/10	$ 1,723 77	$ 2,383.36	($ 659 59)	

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30386-14 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	88	SEAGATE TECHNOLOGY -USD CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	$ 1,623.57	$ 1,540.31		$ 83 26
125000030	290	WEATHERFORD INTERNATIONAL LTD.-CHF	06/27/02	04/13/10	4,725.09	3,324.85		1,400.24
125000040	37	TYCO ELECTRONICS LTD	07/03/01	04/13/10	1,041.53	2,387.80	(1,346.27)	
125000050	34	TYCO INTL LTD CHF	07/03/01	04/13/10	1,347.05	2,929.09	(1,582.04)	
125000060	65	CORE LABORATORIES N V-USD	07/03/01	04/13/10	8,739.75	1,250.33		7,489.42
125000070	25	CORE LABORATORIES N V-USD	07/03/01	06/16/10	3,783.81	480.90		3,302.91
125000080	35	CORE LABORATORIES N V-USD WITH DUE BILL SPLT 2: 1	07/03/01	07/07/10	5,434.99	673 26		4,761 73
125000090	140	ALKERMES INC CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	1,876.24	4,833.66	(2,957 42)	
125000100	15	ALKERMES INC	07/03/01	07/07/10	182.86	517.89	(335.03)	
	160	CGMI AND/OR ITS AFFILIATES	01/17/03		1,950.56	-1,268.80		681.76
125000110	210	ALKERMES INC CGMI AND/OR ITS AFFILIATES	01/17/03	11/18/10	2,307.94	1,665.30		642.64
125000120	120	ANADARKO PETROLEUM CORP	06/27/06	04/13/10	8,640.33	5,214.29		3,426.04
125000130	115	AUTODESK INC CGMI AND/OR ITS AFFILIATES	03/12/03	04/13/10	3,639 68	811.09		2,828.59
125000140	90	BIOGEN IDEC INC CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	4,953.51	6,129.19	(1,175.68)	
125000150	55	BROADCOM CORP CL A CGMI AND/OR ITS AFFILIATES	07/13/06	04/13/10	1,891.96	1,525.49		366.47
125000160	115	CABLEVISION SYSTEMS CORP CABLEVISION NY GROUP CL A	07/03/01	04/13/10	2,977.58	4,719.99	(1,742.41)	
125000170	245	CHARMING SHOPPES INC CGMI AND/OR ITS AFFILIATES	01/17/03	04/13/10	1,409.21	1,009.24		399.97
125000180	355	CHARMING SHOPPES INC CGMI AND/OR ITS AFFILIATES	01/17/03	07/07/10	1,278.33	1,462.37	(184.04)	
125000190	300	CHARMING SHOPPES INC CGMI AND/OR ITS AFFILIATES	01/17/03	10/14/10	1,017.58	1,235.81	(218 23)	
125000200	255	COMCAST CORP CL A - SPL CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	4,536.75	7,362.89	(2,826.14)	
125000210	17	CREE INC CGMI AND/OR ITS AFFILIATES	01/17/03	03/05/10	1,175.01	321.98		853.03

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30386-14 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000220	26	CREE INC CGMI AND/OR ITS AFFILIATES	01/17/03	04/12/10	$ 2,073.28	$ 492.44		$ 1,580.84
125000230	67	CREE INC CGMI AND/OR ITS AFFILIATES	01/17/03	04/13/10	5,286.88	1,268.98		4,017.90
125000240	11	DISCOVERY COMMUNICATIONS INC SER A CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	380.15	229.75		150.40
125000250	13.6293 4.9756 20.8976 .4975	DISCOVERY COMMUNICATIONS INC SER A CGMI AND/OR ITS AFFILIATES	07/03/01 06/28/02 01/17/03 03/07/03	07/07/10	488.79 178.44 749.46 17.84	284.67 53.73 251.16 5.39		204.12 124.71 498 30 12.45
125000260	93	DIRECTV CL A CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	3,278.19	1,889.46		1,388.73
125000270	7 7	DOLBY LABORATORIES INC CLASS A	10/16/08 10/23/08	04/13/10	407.32 407.32	199.28 205.84		208.04 201.48
125000280	10 15	FLUOR CORP NEW	11/20/08 04/07/09	04/13/10	510.19 765.28	304.69 561.55		205.50 203.73
125000290	80 5	FOREST LABORATORIES INC	06/07/01 07/03/01	04/13/10	2,265.55 141.60	3,039.38 181.87	(773 83) (40.27)	
125000300	55	FREEPORT MCMORAN COPPER & GOLD CL B	02/11/09	04/13/10	4,645.77	1,551.89		3,093.88
125000310	30	FREEPORT MCMORAN COPPER & GOLD CL B	02/11/09	10/22/10	2,831.36	846.49		1,984.87
125000320	15	FREEPORT MCMORAN COPPER & GOLD CL B	02/11/09	11/04/10	1,527.61	423.24		1,104.37
125000330	80	GENZYME CORP CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	4,196.72	4,716.93	(520.21)	
125000340	55	L 3 COMMUNICATIONS HLDGS INC	07/03/01	04/13/10	5,204.01	2,124.43		3,079.58
125000350	16	LIBERTY GLOBAL INC CLASS A CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	469.28	455.73		13.55
125000360	8.6293 4.9756 20.8976 .4975	LIBERTY GLOBAL INC CLASS A CGMI AND/OR ITS AFFILIATES	07/03/01 06/28/02 01/17/03 03/07/03	07/07/10	233.17 134.44 564.67 13.44	245.79 73.28 342.51 7.34	(12.62)	 61.16 222.16 6.10
125000370	79	LIBERTY MEDIA HLDG CORP INTERACTIVE SER A CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	1,290.04	2,242.21	(952.17)	

2010 YEAR END SUMMARY

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000380	24.6293	LIBERTY MEDIA HLDG CORP CAP	07/03/01	04/13/10	$ 984 91	$ 412.16		$ 572.75
	4.9756	SER A	06/28/02		198.97	43.05		155.92
	20.3951	CGMI AND/OR ITS AFFILIATES	01/17/03		815.58	196.39		619 19
125000390	9 7464	LIBERTY MEDIA CORP LIBERTY	07/03/01	04/13/10	536.93	309.84		227 09
	1.969	STARZ SER A	06/28/02		108.47	32.36		76.11
	5.2846	CGMI AND/OR ITS AFFILIATES	01/17/03		291.13	96.67		194.46
125000400	2.985	LIBERTY MEDIA CORP LIBERTY	01/17/03	07/07/10	155.71	54.60		101.11
	.1969	STARZ SER A	03/07/03		10 27	3 24		7.03
	16.3235	CGMI AND/OR ITS AFFILIATES	03/27/08		851.52	497.81		353.71
	.4946		03/28/08		25.80	15.18		10.62
125000410	.2571	MADISON SQUARE GARDEN INC	07/03/01	02/10/10	5.05	8.67	(3.62)	
	.0643	CASH IN LIEU OF .75000	10/23/01		1.26	1.19		.07
	.4286	RECORD 01/25/10 PAY 02/09/10 FROM· 12686C109000 (SPINOFF)	01/17/03		8 41	2.63		5 78
125000420	28	MADISON SQUARE GARDEN INC CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	622.98	943.95	(320.97)	
125000430	48	NATIONAL OILWELL VARCO INC	07/03/01	04/13/10	1,997.24	1,409.45		587.79
125000440	35	NUCOR CORP	02/17/09	04/13/10	1,635 87	1,428.06		207 81
125000450	5	PALL CORP	02/17/05	04/13/10	198 90	133.37		65.53
	85		05/20/08		3,381.23	3,276.63		104.60
125000460	103	SANDISK CORP CGMI AND/OR ITS AFFILIATES	07/03/01	04/13/10	3,723.79	1,387.88		2,335.91
125000470	210	UNITEDHEALTH GROUP INC	07/03/01	04/13/10	6,745.69	3,278 59		3,467 10
125000480	1	VERTEX PHARMACEUTICALS INC	11/11/08	04/13/10	39.71	26.96		12.75
	6	CGMI AND/OR ITS AFFILIATES	11/12/08		238 25	160.37		77.88
Total					**$ 126,895.57**	**$ 88,764.97**	**($ 15,650 54)**	**$ 53,781.14**

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/27/10	FROM 644-12337-01 TO 644-30386-01	$ 5,284.87
210000200	01/29/10	CONSULTING & ADVISORY SERVICES FROM 01/27/10 TO 03/31/10	$ 635.34

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30387-13 022

Details of Earnings 2010 - *continued*

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160004400	89151E109001 *** TOTAL S.A SPONS ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 69 60				
160004900	98418K105001 *** XSTRATA PLC ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		8.91				
160005000	98433V102001 *** YAHOO JAPAN CORP UNSPN ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		2.13				
160005100	98982M107001 *** ZURICH FINCL SVCS SPON ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		59.23				
Totals			**$ 665.12**				

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	269	BANCO SANTANDER S.A.	05/10/10	11/29/10	$ 2,646.05	$ 3,244.44	($ 598 39)	
	132		05/21/10		1,298.44	1,392.85	(94.41)	

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Short Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000110	97	CRH PLC ADR-USD	11/18/09	11/16/10	$ 1,773.39	$ 2,523.95	($ 750.56)	
	47		02/11/10		859.27	1,100.55	(241.28)	
	41		04/21/10		749.58	1,136.52	(386 94)	
125000150	161.6637	ESPRIT HLDGS SPON ADR	05/04/09	04/08/10	2,513 92	1,987.77		526.15
	28.3363		10/16/09		440 64	397.79		42.85
125000160	152	ESPRIT HLDGS SPON ADR SBX=H1 SBX CONNECTIVITY BUSINESS	10/16/09	09/10/10	1,545.81	2,133.80	(587.99)	
125000170	138	ESPRIT HLDGS SPON ADR	05/11/10	12/06/10	1,360.73	1,868.62	(507.89)	
	83	TRADE AS OF 12/06/10	06/17/10		818.41	964 56	(146.15)	
125000230	478	LLOYDS TSB GRP PLC SP ADR	08/06/09	07/19/10	1,724.74	3,372.48	(1,647.74)	
	210	SBX=H1	09/04/09		757.73	1,409.35	(651.62)	
	313	SBX CONNECTIVITY BUSINESS	09/21/09		1,129.38	2,215.91	(1,086.53)	
	213		01/29/10		768 55	702.90		65 65
125000240	65	MERCK KGAA ADR	02/27/09	02/24/10	1,704.72	1,620.07		84.65
125000260	386	NOMURA HOLDINGS INC ADR	12/07/09	08/25/10	2,197.57	3,059.59	(862.02)	
125000270	81	NOMURA HOLDINGS INC ADR	12/07/09	09/21/10	400.75	642.04	(241.29)	
	313		02/02/10		1,548.60	2,441 34	(892 74)	
125000290	14	POTASH CORP SASK INC-	07/08/10	08/17/10	1,962.78	1,252.62		710.16
125000330	65	ROGERS COMMUNICATIONS INC CL B	11/10/09	10/27/10	2,354.34	1,995.91		358 43
125000340	39	SABMILLER PLC SPON ADR CGMI AND/OR ITS AFFILIATES	04/27/10	07/20/10	1,115.30	1,236.22	(120.92)	
125000350	38	SABMILLER PLC SPON ADR CGMI AND/OR ITS AFFILIATES	04/27/10	07/21/10	1,088.99	1,204.53	(115.54)	
125000360	321	SOCIETE GENERALE SPON ADR	10/22/09	02/18/10	3,383.58	4,595.24	(1,211.66)	
	93	CGMI AND/OR ITS AFFILIATES	11/11/09		980.29	1,403.00	(422 71)	
125000370	.1335	SUMITOMO MITSUI FINL GROUP	01/19/10	11/01/10	.77	.88	(.11)	
	.068	INC-JPY MERGER 11/01/10 86562M100001	03/31/10		.39	.45	(.06)	
Total					**$ 35,124.72**	**$ 43,903.38**	**($ 10,566 55)**	**$ 1,787.89**

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	65	BP PLC SPONS ADR	04/11/00	04/29/10	$ 3,490.91	$ 3,388.13		$ 102.78 c
125000020	65	BP PLC SPONS ADR TRADE AS OF 04/30/10	04/11/00	04/30/10	3,382.30	3,388.12	(5.82) c	
125000030	28	BNP PARIBAS SPON ADR CGMI AND/OR ITS AFFILIATES TRADE AS OF 03/16/10	03/13/09	03/16/10	1,091.53	528.85		562 68
125000040	16 12	BNP PARIBAS SPON ADR CGMI AND/OR ITS AFFILIATES	03/13/09 03/18/09	04/07/10	601.42 451.06	302.20 249.02		299.22 202.04
125000060	116	BARCLAYS PLC-ADR	03/27/09	08/11/10	2,327.31	1,114.16		1,213.15
125000070	71 120	BARCLAYS PLC-ADR	03/27/09 04/27/09	09/20/10	1,360.30 2,299.11	681.95 1,676.88		678.35 622.23
125000080	50 46	BARRICK GOLD CORP CAD	02/06/09 02/18/09	06/14/10	2,111.61 1,942.69	1,950.32 1,749.39		161.29 193.30
125000090	18	BHP BILLITON LTD SPONS ADR	05/11/09	08/17/10	1,268.34	968.04		300 30
125000100	39	BRITISH AMERICAN TOBACCO PLC ADR	01/29/07	10/25/10	2,992.91	2,383.02		609.89
125000120	27	CREDIT SUISSE GROUP ADR	04/24/09	09/24/10	1,171.63	1,054.72		116 91
125000130	27	CREDIT SUISSE GROUP ADR	04/24/09	09/29/10	1,195.47	1,054.72		140 75
125000140	40 28	CREDIT SUISSE GROUP ADR	04/24/09 05/11/09	10/26/10	1,643.15 1,150.21	1,562.54 1,151.30	 (1.09)	80.61
125000170	11	ESPRIT HLDGS SPON ADR TRADE AS OF 12/06/10	10/16/09	12/06/10	108.46	154.42	(45.96)	
125000180	.0614 24.9386 86	HEINEKEN N V ADR -USD- CGMI AND/OR ITS AFFILIATES TRADE AS OF 05/12/10	01/07/03 01/08/03 03/17/09	05/12/10	1.33 540.53 1,864.00	.98 390.41 1,196.10		.35 150.12 667.90
125000190	11 10	IMPERIAL TOBACCO GROUP PLC SPONSORED ADR CGMI AND/OR ITS AFFILIATES	09/01/05 04/17/08	03/25/10	669.91 609.00	630.19 983.42	 (374.42)	39.72
125000200	16 6	IMPERIAL TOBACCO GROUP PLC SPONSORED ADR CGMI AND/OR ITS AFFILIATES	04/17/08 06/24/08	07/09/10	904.24 339.09	1,573.47 452.58	(669.23) (113.49)	

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000210	7	IMPERIAL TOBACCO GROUP PLC	06/24/08	08/03/10	$ 403.24	$ 528.01	($ 124.77)	
	9	SPONSORED ADR	07/31/08		518.45	679.68	(161.23)	
		CGMI AND/OR ITS AFFILIATES						
125000220	66	LVMH MOET HENNESSY LOUIS	04/27/09	07/27/10	1,602.29	982.38		619.91
		VUITTON, PARIS-EUR ADR						
125000250	29	NOKIA CORP SPONSORED ADR	02/04/09	04/22/10	368.21	369 85	(1.64)	
	67		03/17/09		850.68	758.75		91.93
	62		03/20/09		787.20	703.94		83.26
125000280	19	NOVO-NORDISK A S ADR	04/23/09	07/01/10	1,551.20	894.23		656.97
125000300	1	PRUDENTIAL PLC ADR	12/10/07	01/29/10	18.63	29.55	(10.92)	
	87		12/11/07		1,620.72	2,580.32	(959.60)	
	100		10/14/08		1,862 90	1,584.57		278.33
	17		10/15/08		316.69	247.50		69.19
	47		11/05/08		875.56	619.97		255.59
125000310	86	PRUDENTIAL PLC ADR	11/05/08	03/01/10	1,364.02	1,134.42		229 60
125000320	2	ROCHE HLDG LTD SPON ADR	05/02/07	11/08/10	73.88	94.24	(20.36)	
	88	CGMI AND/OR ITS AFFILIATES	07/19/07		3,250.87	4,057.54	(806 67)	
	26		09/12/07		960.49	1,146.12	(185.63)	
	32		02/27/09		1,182.14	911.55		270.59
125000370	.0251	SUMITOMO MITSUI FINL GROUP	01/24/06	11/01/10	.15	.54	(.39)	
	.0668	INC-JPY	05/08/08		.39	1.12	(.73)	
	.0556	MERGER 11/01/10 86562M100001	05/19/08		.32	.93	(61)	
	.151		05/01/09		.88	1.05	(.17)	
125000380	64	TESCO PLC SPONSORED ADR	07/15/02	07/01/10	1,083.35	680.55		402.80
		CGMI AND/OR ITS AFFILIATES						
125000390	58	TESCO PLC SPONSORED ADR	07/15/02	07/02/10	1,003.21	616.75		386 46
	38	CGMI AND/OR ITS AFFILIATES	10/09/08		657.28	726.34	(69.06)	
	92		10/31/08		1,591.30	1,512 72		78.58
125000400	88	VODAFONE GROUP PLC SPONS	06/05/08	04/27/10	1,950.01	2,720.09	(770 08)	
	54	ADR NEW	06/30/08		1,196.59	1,601.73	(405.14)	
	23	CGMI AND/OR ITS AFFILIATES	07/29/08		509.66	603.43	(93.77)	
125000410	52	VODAFONE GROUP PLC SPONS	07/29/08	05/13/10	1,053.33	1,364.29	(310.96)	
	52	ADR NEW	09/25/08		1,053.32	1,224.63	(171.31)	
		CGMI AND/OR ITS AFFILIATES						
125000420	25	ZURICH FINCL SVCS SPON ADR	12/11/07	07/23/10	566.79	773.84	(207.05)	
	29	CGMI AND/OR ITS AFFILIATES	12/12/07		657.47	878.77	(221.30)	
	17		09/25/08		385.42	484.35	(98.93)	

FLINT FAMILY FOUNDATION
Account Number 644-30387-13 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000430	47	ZURICH FINCL SVCS SPON ADR CGMI AND/OR ITS AFFILIATES	09/25/08	08/03/10	$ 1,111.91	$ 1,339.09	($ 227.18)	
125000440	16	ZURICH FINCL SVCS SPON ADR	09/25/08	08/20/10	348.73	455.86	(107 13)	
	119	CGMI AND/OR ITS AFFILIATES	03/16/09		2,593.70	1,539.49		1,054.21
	15		04/29/09		326.94	271.83		55.11
Total					**$ 67,214.43**	**$ 62,704.95**	**($ 6,164.64)**	**$ 10,674.12**

[c] *Based on information supplied by Client or other financial institution, not verified by us*

Correction 6
62711

Details of Deposits and Withdrawals 2010

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	01/27/10	FROM 644-12343-01 TO 644-30387-01	$ 1,223.13
210000300	01/29/10	CONSULTING & ADVISORY SERVICES FROM 01/27/10 TO 03/31/10	426.70
210000500	03/09/10	FROM 644-12343-01 TO 644-30387-01	193.60
210000200	01/27/10	FROM 644-12343-01 TO 644-30387-01	$ 11,618.43
210000400	02/16/10	FROM 644-12343-01 TO 644-30387-01	3,143.78
Total			**$ 16,605 64**

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	04/13/10	NOVARTIS AG ADR ADR FEE OF .00350 PER SHR RECORD 03/04/10 PAY 04/13/10		$ .46
220000300	04/20/10	ROCHE HLDG LTD SPON ADR ADR FEE OF .02350 PER SHR RECORD 03/08/10 PAY 04/20/10		3.48
220000200	04/16/10	CONSULTING & ADVISORY SERVICES FROM 04/01/10 TO 06/30/10		$ 645 30
220000400	04/22/10	ESPRIT HLDGS SPON ADR ADR FEE OF .02000 PER SHR RECORD 03/04/10 PAY 04/22/10		7.06

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30388-12 022

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000050	4,000	U S TREASURY NOTES SER W-2010	08/04/09	03/31/10	$ 4,000.00	$ 4,038.13	($ 38.13)	$ 0.00
		DTD 03/31/2008				**$ 4,000 00**	**$ 0.00**	$ 0.00
	2,000	DUE 03/31/2010 RATE 1.750	09/29/09		2,000.00	2,015 94	(15 94)	0.00
						2,000.00	**0.00**	0 00
	2,000		12/18/09		2,000.00	2,009.53	(9 53)	0.00
						2,000.00	**0 00**	0.00
125000060	4,000	U S TREASURY NOTES SER C-2019	12/15/09	05/20/10	3,992.50	3,863.13	129.37	5 36
		DTD 05/15/2009				**3,863.13**	**129.37**	124 01
	2,000	DUE 05/15/2019 RATE 3 125	12/23/09		1,996.25	1,913.75	82.50	3 19
		YIELD 3.149MTY				**1,913.75**	**82.50**	79.31
Total						$ 13,840.48	$ 148.27	$ 8.55
					$ 13,988.75	**$ 13,776.88**	**$ 211.87**	$ 203.32

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	1,000	DU PONT E I DENEMOURS DEBS-REG	05/02/06	04/30/10	$ 1,000.00	$ 952.06	$ 47.94	$ 47 94
		DD 04/30/04				**$ 952.06**	**$ 47.94**	$ 0.00
		DUE 04/30/2010 RATE 4.125						
125000020	6,000	FEDERAL NATL MTG ASSN GLOBAL	05/31/06	05/17/10	6,000.00	5,751.66	248.34	248.34
		DEBS-BK/ENTRY				**5,751.66**	**248.34**	0.00
		DTD 05/27/2005						
		DUE 05/15/2010 RATE 4.125						

FLINT FAMILY FOUNDATION
Account Number 644-30388-12 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000030	5,000	JP MORGAN CHASE & CO GLOBAL SUB NOTES BOOK/ENTRY DD 4/24/03 DUE 05/01/2015 RATE 5.250	09/27/07	11/02/10	$ 5,463 00	$ 4,827.05 **$ 4,827.05**	$ 635 95 **$ 635.95**	$ 61.70 $ 574 25
125000040	2,000	U S TREASURY NOTES SER E-2011 DTD 02/28/2006 DUE 02/28/2011 RATE 4.500 YIELD .215MTY	09/29/09	12/15/10	2,017.50	2,109.38 **2,015.80**	(91.88) **1.70**	0.00 1.70
Total					**$ 14,480.50**	$ 13,640.15 **$ 13,546.57**	$ 840.35 **$ 933.93**	$ 357.98 $ 575.95

Details of Accrued Income 2010

This section shows your accrued income paid or received as a result of purchases and sales.

Reference number	Transaction Description	Trade Date	Interest Paid	Interest Received
120000100	BANK OF NEW YORK MELLON BOOK/ENTRY DTD 05/12/2009 DUE 05/15/2014 RATE 4.300	08/04/10	$ 50.17	
120000200	WALT DISNEY COMPANY BOOK/ENTRY DTD 12/22/2008 DUE 12/15/2013 RATE 4.500	03/03/10	51.88	
120000500	JP MORGAN CHASE & CO GLOBAL SUB NOTES BOOK/ENTRY DD 4/24/03 DUE 05/01/2015 RATE 5.250	11/02/10		2.92
120000600	JPMORGAN CHASE & CO BOOK/ENTRY DTD 09/18/2009 DUE 01/20/2015 RATE 3.700	11/03/10	55.50	
120000700	U S TREASURY NOTES SER E-2011 DTD 02/28/2006 DUE 02/28/2011 RATE 4.500	12/15/10		26.60

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000160	11	BLACKROCK INC	04/09/10	07/13/10	$ 1,727.17	$ 2,262.32	($ 535.15)	$ 0.00
		MorganStanley SmithBarney LLC				**$ 2,262.32**	**($ 535.15)**	$ 0.00
	11	acted as your agent	05/21/10		1,727.16	1,805.70	(78.54)	0.00
		in this transaction.				**1,805.70**	**(78.54)**	0.00
Total						$ 4,068.02	($ 613.69)	$ 0.00
					$ 3,454.33	**$ 4,068.02**	**($ 613.69)**	$ 0.00

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	514	LONDON STOCK EXCHANGE	12/22/05	06/30/10	$ 4,369.43	$ 3,772.73	$ 596.70	$ 0.00
		GROUP PL-GBP				**$ 3,772.73**	**$ 596.70**	$ 0 00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000020	28.1882	LONDON STOCK EXCHANGE	12/22/05	07/28/10	289.33	206 90	82.43	0.00
		GROUP PL-GBP				**206.90**	**82.43**	0.00
	128.8118	MorganStanley SmithBarney LLC	01/31/06		1,322.16	1,463.08	(140 92)	0.00
		acted as your agent				**1,463.08**	**(140.92)**	0 00
	98		08/23/07		1,005.91	2,612 80	(1,606 89)	0.00
						2,612.80	**(1,606 89)**	0.00
125000030	259	LONDON STOCK EXCHANGE	08/23/07	07/29/10	2,670.73	6,905.25	(4,234.52)	0.00
		GROUP PL-GBP				**6,905.25**	**(4,234.52)**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000040	700	HENDERSON LAND DEVELOPMENT CO-HKD MorganStanley SmithBarney LLC acted as your agent	10/23/08	05/03/10	$ 4,339.92	$ 2,416.61 **$ 2,416.61**	$ 1,923.31 **$ 1,923.31**	$ 0.00 $ 0 00
125000050	600	WTS HENDERSON LAND DEVELOPMENT CO LTD ESP DATE 06/01/2011 EXP 06/01/2011 (see attached) no cost assigned @ spinoff no gain recognized when sold	Unavailable	07/22/10	75.53			
125000060	500	HONG KONG EXCHANGES AND CLEARI-HKD MorganStanley SmithBarney LLC acted as your agent	06/29/05	11/22/10	11,780.90	1,309 45 **1,309.45**	10,471.45 **10,471.45**	0 00 0.00
125000070	92	ALLEGHENY ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	10/07/10	2,242.77	1,994.56 **1,994.56**	248.21 **248.21**	0.00 0.00
125000080	176	ALLEGHENY ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	10/15/10	4,321 88	3,815.68 **3,815.68**	506.20 **506 20**	0.00 0.00
125000090	102	ALLEGHENY ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	10/28/10	2,338.29	2,211.36 **2,211.36**	126 93 **126.93**	0.00 0.00
125000100	107	ANGLO AMERICAN PLC ADR MorganStanley SmithBarney LLC	08/18/08	09/29/10	2,134.74	2,783.59 **2,783.59**	(648.85) **(648 85)**	0.00 0.00
	11	acted as principal in this transaction.	10/30/08		219 46	131.53 **131.53**	87.93 **87.93**	0.00 0.00
125000110	89	ANGLO AMERICAN PLC ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	10/30/08	09/30/10	1,807.40	1,064.16 **1,064.16**	743.24 **743 24**	0.00 0 00
125000120	146	ANGLO AMERICAN PLC ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	10/30/08	10/07/10	3,091.81	1,745.71 **1,745.71**	1,346 10 **1,346 10**	0.00 0.00

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000130	82	ANGLO AMERICAN PLC ADR	10/30/08	10/20/10	$ 1,852.33	$ 980.46	$ 871.87	$ 0.00
		MorganStanley SmithBarney LLC				**$ 980.46**	**$ 871.87**	$ 0.00
		acted as principal						
		in this transaction.						
125000140	20	ANGLO AMERICAN PLC ADR	10/30/08	11/09/10	468.09	239.14	228.95	0.00
		MorganStanley SmithBarney LLC				**239 14**	**228.95**	0.00
	99	acted as principal	04/13/09		2,317.06	1,063.25	1,253 81	0.00
		in this transaction.				**1,063.25**	**1,253 81**	0.00
125000150	39	BHP BILLITON LTD SPONS	07/31/08	06/10/10	2,517.39	2,915.98	(398.59)	0.00
		ADR				**2,915.98**	**(398.59)**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000170	23,000	CALPINE CORP CNV	05/04/05	12/23/10	1,955.00	7,189.65	(5,234.65)	0.00
		BOOK/ENTRY DD 11/14/03 CONTRA				**7,189.65**	**(5,234.65)**	(5,234.65)
	4,000	DUE 11/15/2023 RATE 4.750	07/14/05		340.00	1,527.01	(1,187.01)	0.00
		UNRATED BY NATIONAL RATING ORG				**1,527 01**	**(1,187.01)**	(1,187.01)
	2,000		08/26/05		170.00	726.16	(556.16)	0.00
						726.16	**(556 16)**	(556.16)
	5,000		10/13/05		425.00	1,438.48	(1,013.48)	0.00
						1,438 48	**(1,013.48)**	(1,013 48)
125000180	47	CARNIVAL CORP	08/28/08	03/25/10	1,829.86	1,764.47	65.39	0 00
		(PAIRED STOCK)				**1,764.47**	**65.39**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000190	52	CARNIVAL CORP	08/28/08	04/20/10	2,037.99	1,952.19	85.80	0.00
		(PAIRED STOCK)				**1,952.19**	**85 80**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000200	31	CARNIVAL CORP	08/28/08	04/26/10	1,344.34	1,163.80	180 54	0.00
		(PAIRED STOCK)				**1,163 80**	**180.54**	0 00
		MorganStanley SmithBarney LLC						
		acted as your agent						
125000210	143	CHINA UNICOM HONG KONG LTD	03/30/09	12/08/10	1,931.72	1,552.95	378.77	0.00
		SPONSORED ADR				**1,552.95**	**378.77**	0.00
		MorganStanley SmithBarney LLC						
		acted as your agent						

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000220	180	CHINA UNICOM HONG KONG LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	03/30/09	12/31/10	$ 2,566.61	$ 1,954.77 **$ 1,954.77**	$ 611.84 **$ 611 84**	$ 0.00 $ 0.00
125000230	80	WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/21/08	03/04/10	2,589.93	1,597.96 **1,597.96**	991.97 **991.97**	0 00 0.00
125000240	77	WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/21/08	05/26/10	2,535.85	1,538.04 **1,538.04**	997 81 **997.81**	0.00 0.00
125000250	125	WALT DISNEY CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/21/08	06/18/10	4,404.57	2,496.81 **2,496.81**	1,907.76 **1,907.76**	0 00 0.00
125000260	204	EL PASO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	09/24/10	2,501.83	2,042.04 **2,042.04**	459 79 **459.79**	0.00 0.00
125000270	454	EL PASO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	10/05/10	5,641.12	4,544 54 **4,544.54**	1,096 58 **1,096.58**	0.00 0.00
125000280	46	ENCANA CORP-CAD MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	04/26/10	1,506 48	1,519.26 **1,519.26**	(12.78) **(12.78)**	0.00 0.00
125000290	35	ENCANA CORP-CAD MorganStanley SmithBarney LLC acted as your agent in this transaction	01/25/08	06/17/10	1,201.18	1,155.96 **1,155.96**	45.22 **45.22**	0.00 0.00
125000300	261	ENCANA CORP-CAD MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/25/08	06/29/10	8,079.12	8,620.12 **8,620.12**	(541.00) **(541 00)**	0 00 0.00

FLINT FAMILY FOUNDATION
Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000310	310	FEDERAL NATIONAL MORTGAGE ASSN	01/04/08	10/06/10	$ 88.34	$ 10,584.36	($ 10,496.02)	$ 0.00
		MorganStanley SmithBarney LLC acted as principal in this transaction.				**$ 10,584.36**	**($ 10,496 02)**	$ 0.00
125000320	103	GAZPROM OAO SPONS ADR	08/17/07	11/04/10	2,361.14	4,207.49	(1,846.35)	0.00
		MorganStanley SmithBarney LLC acted as principal in this transaction.				**4,207.49**	**(1,846.35)**	0.00
125000330	84	GAZPROM OAO SPONS ADR	08/17/07	12/20/10	2,115.08	3,431.35	(1,316 27)	0.00
		MorganStanley SmithBarney LLC				**3,431.35**	**(1,316.27)**	0.00
	19	acted as principal	08/23/07		478.41	782.80	(304.39)	0.00
		in this transaction.				**782.80**	**(304.39)**	0.00
125000340	131	GAZPROM OAO SPONS ADR	08/23/07	12/28/10	3,365.66	5,397.20	(2,031.54)	0.00
		MorganStanley SmithBarney LLC acted as principal in this transaction.				**5,397 20**	**(2,031.54)**	0.00
125000350	401	GENON ENERGY INC	04/18/05	12/13/10	1,421 20	4,234.56	(2,813.36)	0.00
		MorganStanley SmithBarney LLC				**4,234.56**	**(2,813 36)**	0 00
	688	acted as your agent	04/09/09		2,438.36	3,109.55	(671.19)	0.00
		in this transaction.				**3,109 55**	**(671.19)**	0.00
125000360	128	GENZYME CORP	04/27/09	09/07/10	9,044.74	7,001.09	2,043.65	0.00
		MorganStanley SmithBarney LLC acted as principal in this transaction.				**7,001.09**	**2,043.65**	0.00
125000370	221	HUANENG POWER INTL SP ADR	04/18/05	06/03/10	4,659.66	6,267.56	(1,607.90)	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**6,267.56**	**(1,607.90)**	0.00
125000380	102	LEGG MASON INC	12/04/07	07/08/10	2,924.64	7,507.89	(4,583.25)	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**7,507.89**	**(4,583 25)**	0.00
125000390	58	LEGG MASON INC	12/04/07	07/20/10	1,586.44	4,269.19	(2,682.75)	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**4,269.19**	**(2,682.75)**	0.00

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income / Capital Gain/(Loss)
125000400	20	LEGG MASON INC	12/04/07	07/28/10	$ 584.60	$ 1,472.13	($ 887.53)	$ 0.00
		MorganStanley SmithBarney LLC				**$ 1,472.13**	**($ 887.53)**	$ 0.00
	115	acted as your agent	02/13/08		3,361.47	8,072.48	(4,711.01)	0.00
		in this transaction.				**8,072.48**	**(4,711.01)**	0.00
	22		06/11/08		643.07	1,132.73	(489.66)	0.00
						1,132.73	**(489 66)**	0.00
125000410	77	LEGG MASON INC	06/11/08	08/03/10	2,250.05	3,964.55	(1,714.50)	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**3,964.55**	**(1,714.50)**	0.00
125000420	86	LENDER PROCESSING SERVICES	12/08/09	12/16/10	2,588.65	3,497.56	(908 91)	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**3,497.56**	**(908.91)**	0 00
125000430	96	PHILIP MORRIS INTL INC	11/06/08	07/07/10	4,512.45	4,043.40	469 05	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**4,043.40**	**469 05**	0 00
125000440	42	PHILIP MORRIS INTL INC	11/06/08	08/10/10	2,200 57	1,768.99	431.58	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**1,768.99**	**431 58**	0.00
125000450	45	PHILIP MORRIS INTL INC	11/06/08	08/18/10	2,379.78	1,895.34	484.44	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**1,895.34**	**484.44**	0.00
125000460	79	PHILIP MORRIS INTL INC	11/06/08	08/26/10	4,039.55	3,327.38	712.17	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**3,327.38**	**712 17**	0.00
125000470	83	PHILIP MORRIS INTL INC	11/06/08	09/07/10	4,465.61	3,495.85	969 76	0.00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**3,495.85**	**969.76**	0.00
125000480	42	PHILIP MORRIS INTL INC	11/06/08	09/14/10	2,308.29	1,768.98	539.31	0 00
		MorganStanley SmithBarney LLC acted as your agent in this transaction.				**1,768.98**	**539 31**	0 00

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30389-11 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost / Adjusted Cost	Original Gain/(Loss) / Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000490	366	RRI ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/18/05	11/11/10	$ 1,391.28	$ 3,864.96 **$ 3,864.96**	($ 2,473.68) **($ 2,473.68)**	$ 0.00 $ 0.00
125000500	32	RIO TINTO PLC-GBP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/05/08	07/08/10	1,497.90	2,965.13 **2,965.13**	(1,467.23) **(1,467.23)**	0.00 0.00
125000510	66	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/26/08	06/22/10	2,088.57	2,208.66 **2,208.66**	(120 09) **(120 09)**	0.00 0 00
125000520	83	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/26/08	08/04/10	2,709.67	2,777.56 **2,777.56**	(67.89) **(67.89)**	0.00 0.00
125000530	69	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/26/08	08/17/10	2,143.19	2,309 06 **2,309 06**	(165.87) **(165.87)**	0.00 0 00
125000540	137	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/26/08	08/19/10	4,207.12	4,584.64 **4,584 64**	(377.52) **(377.52)**	0.00 0.00
125000550	107	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/26/08	09/01/10	3,308.51	3,580.71 **3,580.71**	(272.20) **(272.20)**	0 00 0.00
Total					**$ 167,389 73**	$ 193,939 60 **$ 193,939.60**	($ 26,625.40) **($ 26,625 40)**	$ 0.00 ($ 7,991.30)

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION
Account Number 644-30390-18 022

Details of Earnings 2010 - *continued*

Dividends and Distributions, Section 1

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160001500	857477103000 STATE STREET CORP	$ 15.00	$ 15.00					
160001600	867224107001 *** SUNCOR ENERGY INC NEW THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT	229.55	229.55					
160001700	92826C839000 VISA INC COM CL A	174.84	174.84					
Totals		**$ 5,123 02**	**$ 5,104 12**					

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001600	867224107001 *** SUNCOR ENERGY INC NEW THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		$ 34.44				
Totals			**$ 34 44**				

Details of Long Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	125	AFFILIATED MANAGERS GROUP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	06/11/10	$ 8,450.91	$ 15,272.50	($ 6,821 59)	

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30390-18 022

Details of Long Term Gain (Loss) 2010 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	75	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	02/18/10	$ 5,747 82	$ 5,862.00	($ 114.18)	
125000030	126	BERKSHIRE HATHAWAY INC CL B MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/25/07	12/06/10	10,121 32	9,848.16		273.16
125000040	657	EMC CORP-MASS MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/19/08	12/06/10	14,372.81	9,913.67		4,459.14
125000050	274 42	EXPEDITORS INTL OF WASH INC MorganStanley SmithBarney LLC acted as principal in this transaction.	06/26/08 06/10/09	12/06/10	15,119.36 2,317.57	11,703.39 1,447.67		3,415.97 869.90
125000060	28 309	FASTENAL CO MorganStanley SmithBarney LLC acted as principal in this transaction.	11/21/08 12/03/08	03/02/10	1,254.49 13,844.19	921 55 10,029.86		332.94 3,814.33
125000070	135	FASTENAL CO MorganStanley SmithBarney LLC acted as principal in this transaction.	12/03/08	03/03/10	6,122.64	4,381.98		1,740.66
125000080	137 157	ITT EDUCATIONAL SERVICES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/23/09 05/07/09	06/11/10	13,294.95 15,235.82	15,580.42 14,576.26	(2,285.47) 	 659.56
125000090	189	SCRIPPS NETWORK INTERACTIVE MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/24/08	12/06/10	9,799.57	7,403.79		2,395.78
Total					**$ 115,681.45**	**$ 106,941.25**	**($ 9,221.24)**	**$ 17,961.44**

2010 YEAR END SUMMARY

FLINT FAMILY FOUNDATION

Account Number 644-30731-16 022

Details of Short Term Gain (Loss) 2010

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	10	NOBLE CORPORATION-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/19/10	12/27/10	$ 343.88	$ 398.70	($ 54.82)	
125000020	30	TRANSOCEAN LTD SWITZERLAND NEW MorganStanley SmithBarney LLC acted as your agent	04/19/10	12/27/10	2,050.73	2,617.28	(566.55)	
125000030	130	BAE SYSTEMS PLC SPON ADR	04/19/10	12/09/10	2,621.60	2,999.10	(377.50)	
	5	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/25/10		100.83	92.42		8 41
125000040	20	RWE AG SPONS ADR -USD	04/19/10	12/08/10	1,276.05	1,796.00	(519.95)	
	5	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/25/10		319.01	347 71	(28 70)	
Total					**$ 6,712.10**	**$ 8,251.21**	**($ 1,547.52)**	**$ 8.41**

2010 YEAR END SUMMARY