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 , 2010, and ending , 20

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

Name of foundation: FLOWERS FAMILY FOUNDATION

A Employer identification number: 30-6036225

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

Room/suite:

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

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

C If exemption application is pending, check here [ ]

D 1 Foreign organizations, check here [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

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)* ▶ $ 720,063.

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) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12.	12.		ATCH 1
	4 Dividends and interest from securities	12,204.	12,204.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,974.			
	b Gross sales price for all assets on line 6a 134,593.				
	7 Capital gain net income (from Part IV, line 2)		5,974.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	18,190.	18,190.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,578.	3,578.	0.	0.
	c Other professional fees (attach schedule) *	3,223.	3,223.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	360.	360.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,161.	7,161.	0.	0.
	25 Contributions, gifts, grants paid	63,100.			63,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	70,261.	7,161.	0.	63,100.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-52,071.			
	b **Net investment income** (if negative, enter -0-)		11,029.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	64,199.	61,099.	61,099.
	2 Savings and temporary cash investments	17,722.	10,913.	10,913.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	680,257.	638,095.	648,051.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	762,178.	710,107.	720,063.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	819,869.	819,869.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-57,691.	-109,762.	
	30 Total net assets or fund balances (see page 17 of the instructions)	762,178.	710,107.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	762,178.	710,107.	

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	762,178.
2	Enter amount from Part I, line 27a	2	-52,071.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	710,107.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	710,107.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — **2** 5,974.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	54,090.	642,484.	0.084189
2008	83,762.	854,363.	0.098040
2007	78,792.	1,047,015.	0.075254
2006	58,225.	999,696.	0.058243
2005	116,403.	959,557.	0.121309

2	**Total** of line 1, column (d)	2	0.437035
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.087407
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	691,075.
5	Multiply line 4 by line 3	5	60,405.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	110.
7	Add lines 5 and 6	7	60,515.
8	Enter qualifying distributions from Part XII, line 4	8	63,100.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	110.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	110.
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	110.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 68.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	68.
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	42.
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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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		
	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)?		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 page 22 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*		3b		X
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)*

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 7		-0-	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	623,760.
b	Average of monthly cash balances	1b	77,839.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	701,599.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	701,599.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	10,524.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	691,075.
6	**Minimum investment return.** Enter 5% of line 5	6	34,554.

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

1	Minimum investment return from Part X, line 6			1	34,554.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	110.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	110.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	34,444.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	34,444.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	34,444.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	63,100.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	63,100.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	110.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,990.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				34,444.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010				
a	From 2005 ...... 69,569.				
b	From 2006 ...... 9,513.				
c	From 2007 ...... 30,561.				
d	From 2008 ...... 41,336.				
e	From 2009 ...... 22,031.				
f	**Total** of lines 3a through e	173,010.			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 63,100.				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				34,444.
e	Remaining amount distributed out of corpus	28,656.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	201,666.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	69,569.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	132,097.			
10	Analysis of line 9				
a	Excess from 2006 ... 9,513.				
b	Excess from 2007 ... 30,561.				
c	Excess from 2008 ... 41,336.				
d	Excess from 2009 ... 22,031.				
e	Excess from 2010 ... 28,656.				

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE SCHEDULE C ATTACHED				63,100.
Total ▶ 3a				63,100.
b *Approved for future payment*				
Total ▶ 3b				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	12,204.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,974.	
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)				18,190.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 18,190.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

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

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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		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] F. Duncan | 5-11-11 | ▶ Trustee, CFO

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
Robert J Dudzinsky	[signature]	5/4/11		P00051717

Firm's name ▶ BDO USA, LLP — Firm's EIN ▶ 13-5381590

Firm's address ▶ 1700 MARKET STREET, 29TH FLOOR PHILADELPHIA, PA 19103 — Phone no 215-636-5500

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FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Rutgers University Foundation 7 College Avenue, Winants Hall New Brunswick, NJ 08901-1261	None	Exempt	Advancement Efforts	$50.00
Children's AIDS Foundations of Tampa Bay P.O. Box 4049 Tampa. FL 33677	None	Exempt	Children's Fund	500.00
Food Bank of South Jersey 1501 John Tipton Boulevard Pennsauken, NJ 08110	None	Exempt	Feeding Homeless	2,500.00
Gay Men's Health Crisis The Tisch Building New York, NY 10011-1913	None	Exempt	Operating Expenses	2,500.00
Children's Hospital Foundation of Philadelphia 34th Street and Civic Center Boulevard Philadelphia, PA 19104-4399	None	Exempt	Children's Fund	1,000.00
Church of the Ascension 110 South Sussex Street Gloucester, NJ 08030	None	Exempt	Operating Expenses	4,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Deborah Hospital Foundation 200 Trenton Road Browns Mills, NJ 08015	None	Exempt	Operating Expenses	2,000.00
Bishop Eustace Prep 5552 Route 70 Pennsauken, NJ 08110	None	Exempt	Operating Expenses	1,000.00
Arlington Baseball Booster Club Cooper Street Arlington, Texas 76010	None	Exempt	Capital Improvements	1,000.00
Save the Children 54 Wilton Rd. Westport, CT 06881	None	Exempt	Haiti Relief Efforts	1,500.00
Boys and Girls Clubs of Arlington 608 North Elm Street Arlington, TX 76011	None	Exempt	Capital Endowment Campaign	5,000.00
Swedesboro Economic Development 1208 Kings Highway Swedesboro, NJ	None	Exempt	2010 Benefit	250.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Bobby Bragan Youth Foundation 3116 West 6th Street Ft. Worth, TX 76107	None	Exempt	Youth Scholarship Fund	3,500.00
Crohn's Colitis Foundation of America 382 Park Avenue South NYC, NY 10016	None	Exempt	Operating Fund	300.00
Spartans Baseball Booster Club 201 South Hurst Rd. Burleson, TX 76028	None	Exempt	Field Improvements & Equipment Fundraiser	1,000.00
Power Showcase P. O. Box 2445 Lakeside, AZ 85929	None	Exempt	Sponsorship HS Tourney	200.00
USC University Foundation 1600 Hampton Street, Suite 738 Columbia, SC 29208	None	Exempt	Moore School of Business Carolina Fund	500.00
Mansfield Kiwanis Mansfield, TX 76063	None	Exempt	Breakfast with Santa	500.00
Logan School Elmwood Avenue Columbia, SC	None	Exempt	100 Books Reading Program	250.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Pi Beta Phi Foundation 1154 Town & Country Commons Drive Town & Country, MO 63017	None	Exempt	Scholarships	5,000.00
St. Alban's Episcopal Church P. O. Box 882 Lexington, SC 29071	None	Exempt	Operating and Building Funds	1,250.00
South Carolina Historical Society 100 Meeting Street Charleston, SC 29401	None	Exempt	Programs Documents Preservation	2,500.00
Columbia Museum of Art P. O. Box 2068 Columbia, SC 29202	None	Exempt	Support travelling exhibits and Art Education	2,000.00
Historic Columbia Foundation 1601 Richland Street Columbia, SC 29201	None	Exempt	Operating Fund	2,500.00
Riverbanks Society P. O. Box 1060 Columbia, SC 29202	None	Exempt	Wildlife Conservation, Education, General Fund	150.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
SC Archives & History Foundation P. O. Box 1763 Columbia, SC 29202	None	Exempt	Document Preservation	500.00
ArrowmontSchool of Arts and Crafts P. O. Box 567 Gatlinburg, TN 37738	None	Exempt	Scholarships/Operating Fund	500.00
Hospice of Madison County P. O. Box 69 Marshall, NC 28753	None	Exempt	Benefit Operating Fund	250.00
WomanSpace 1212 Stuyvesant Avenue Trenton, NJ 08618	None	Exempt	Battered Woman's Shelter	500.00
Parent Project Muscular Dystrophy 158 Linwood Plaza, Suite 220 Fort Lee, NJ 07024	None	Exempt	To end Duchenne MD	1,000.00
Robin's Nest, Inc. 42 South Delsea Drive Glassboro, NJ 08028	None	Exempt	Children's Shelter Operating Fund	3,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Cerebral Palsy of NJ 1005 Whitehead Road Ext Ewing, NJ 08638	None	Exempt	Operating Fund	5,000.00
St. Bernadette Church 1035 Turner Avenue Drexel Hill, PA 1026	None	Exempt	Operating Fund	100.00
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	None	Exempt	Operating Fund	600.00
Nicky Brandemarti Memorial Fund 54 Pelham Drive Mantua, NJ 08051	None	Exempt	Operating Fund	1,000.00
Ranch Hope P. O. Box 325 Alloway, NJ 08001	None	Exempt	Operating Expenses	100.00
United Way of Gloucester County 454 Crown Point Road Thorofare, NJ 08086	None	Exempt	Operating Fund/Campaign	5,000.00

FLOWERS FAMILY FOUNDATION

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
Kate Svitek Memorial Foundation P.O. Box 104 Ambler, PA 19002	None	Exempt	Youth Wilderness Ed. Programs	100.00
Dragonfly Forest 1100 E. Hector Street Conshohocken, PA 19428	None	Exempt	Operating Fund Overnight Camp for Seriously Ill Children	500.00
Abilities Center of South Jersey 1208 Delsea Drive Westville, NJ 08093	None	Exempt	Job Services Training	1,500.00
Mansfield Education Foundation 609 East Broad Mansfield, TX 76063	None	Exempt	Education Projects	500.00
Oliver Gospel Mission 1100 Taylor Street Columbia, SC 29202	None	Exempt	Men's Homeless Shelter	100.00
National Trust Historic Preservation 1785Massachusetts Avenue NW Washington, DC 20036	None	Exempt	Historic Preservation	300.00

Schedule C
2010 Grants and Contributions

NAME AND ADDRESS			PURPOSE	AMOUNT
USC South Caroliana Society South Caroliniana Library Columbia, SC 29208	None	Exempt	Collection and Preservation of Historic Documents	500.00
Nancy K. Perry Children's Shelter PO Box 344 Lexington, SC 29071	None	Exempt	Operating Expenses Children's Shelter	100.00
2010 TOTAL CONTRIBUTIONS				63,100.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					650.	
		MELLON BANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
19,271.		19,035.					236.	
		MELLON BANK -- SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES				P		
114,672.		109,584.					5,088.	
TOTAL GAIN (LOSS)							5,974.	

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

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

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK		12,204.	12,204.
	TOTAL	12,204.	12,204.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	3,578.	3,578.		
TOTALS	3,578.	3,578.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MELLON BANK INVESTMENT FEES	3,223.	3,223.
TOTALS	3,223.	3,223.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	360.	360.
TOTALS	360.	360.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	638,095.	648,051.
TOTALS	638,095.	648,051.

Flowers Family Foundation
December 31, 2009

Shares	Description	Book Value	Ending FMV
80	Accenture, Ltd.	2,936.76	3,320.00
50	Aol, Inc.	112.27	162.96
50	Alliance Data Systems Corporation	3,040.71	3,229.50
60	Ameriprise Financial, Inc.	1,150 07	2,329 20
80	Amgen, Inc.	4,325.03	4,525 60
60	Apache Corporation	4,122.94	6,190.20
51	Apple Computer, Inc.	8,530.28	10,747.33
220	AT & T, Inc.	8,054 51	6,166 60
80	Autoliv, Inc.	2,228.90	3,468.80
430	Bank of America Corporation	5,550 10	6,475.80
12	Blackrock, Inc.	1,957.42	2,786.40
70	Chubb Corporation	3,531.74	3,442.60
70	Cigna Corporation	1,729.26	2,468.90
350	Cisco Systems, Inc.	5,235.20	8,379 00
140	Coco-Cola Enterprises, Inc.	3,241.43	2,968 00
100	Conocophillips	2,387.50	5,107.00
70	Cummins, Inc.	2,387.50	3,210.20
230	CVS Caremark Corporation	8,600.18	7,408.30
30	Danaher Corporation	1,634.85	2,256.00
50	DuPont (E I) De Nemours and (DD) Company	1,331.15	1,683.50
290	E M C Corporation Mass	4,223.29	5,066.30
80	Exelon Corporation	1,951.70	3,909.60
150	Exxon Mobil Corporation	5,199.37	10,228.50
40	Fedex Corporation	2,554.68	3,338.00
195	First Horizon National Corporation	2,062.44	2,612.61
25	Franklin Res Inc.	1,277.98	2,633.75
340	General Electric Co.	8,190.60	5,144.20
14	Google, Inc.	6,282.52	8,679 72
92	Halliburton Company	2,933.96	2,768.28
100	Hess Corporation	3,709.81	6,050.00
140	Hewlett Packard Co	6,214.03	7,211.40
240	Home Depot, Inc.	5,662.31	6,943.20
90	Honeywell International, Inc.	3,239.28	3,528 00
80	Hospira, Inc.	3,192.28	4,080.00
100	Human Genome Sciences, Inc.	2,838.99	3,058 00
36	International Business Machines	3,825 72	4,712.40
189	JP Morgan Chase & Co.	4,631.18	7,875.63
70	Juniper Networks, Inc.	1,065 05	1,866 90
99	Kbr Inc.	1,623.28	1,881.00

Flowers Family Foundation
December 31, 2009

Shares	Description	Book Value	Ending FMV
200	Limited Brands, Inc.	3,587 87	3,848 00
50	McKesson Corporation	2,548.45	3,125.00
70	Medtronic, Inc.	3,578.19	3,078.60
7,402,519.000	Mellon Bond Fund	91,199.03	95,344.44
4,482.352	Mellon Emerging Markets Fund	67,934.74	45,675.17
7,164.618	Mellon International Fund	124,562.82	74,726.97
6,532.376	Mellon Mid Cap Stock Fund	92,172 44	62,318.87
3,013.562	Mellon Small Cap Stock Fund	44,464.46	28,176.80
193	Merck & Co., Inc.	4,640 76	7,052.22
180	Microsoft Corporation	4,673.76	5,486.40
120	Morgan Stanley	3,207 11	3,552 00
400	News Corp, Inc. Class B	7,107.00	6,368.00
70	Norfolk Southern Corporation	3,475.30	3,669.40
40	Occidental Petroleum Corporation	2,220.78	3,254.00
80	Omnicom Group, Inc.	4,197 74	3,132.00
220	Oracle Corporation	3,694.35	5,396.60
50	Parker Hannifin Corporation	1,945.60	2,694.00
90	Pepsico, Inc.	3,958 20	5,472.00
523	Pfizer, Inc	11,228.46	9,513.37
110	Philip Morris Internatinoal, Inc.	4,955.71	5,300.90
40	Praxair, Inc.	1,764 34	3,212 40
80	Procter & Gamble, Co.	3,501 79	4,850.40
40	Raytheon Co	2,079 92	2,060.80
110	Schwab Charles Corporation	1,674.34	2,070.20
110	Sempra Energy	6,592.86	6,157.80
130	Target Corporation	5,272.70	6,288.10
160	Textron, Inc.	4,539.67	3,009.60
100	Thermo Fisher Scientific, Inc.	4,495.87	4,769.00
83	Time Warner, Inc.	1,683 72	2,418.62
150	Tyco International Ltd	4,447.44	5,352.00
90	Unilever PLC	2,774.76	2,871.00
140	Vale SA	2,017.42	4,064.20
30	Visa Inc. Class A Shares	1,316.34	2,623.80
90	Vertex Pharmaceuticals, Inc.	2,880.96	3,856.50
130	Wells Fargo & Co	3,291.27	3,508 70
30	Whirlpool Corporation	1,953.70	2,419.80
120	Xto Energy Inc	1,851.08	5,583 60
	Totals	680,257.22	620,214.64

Flowers Family Foundation

December 31, 2010

Shares	Description	Book Value	Ending FMV
50	Alliance Data Systems Corporation	3,040.71	3,551.50
120	Allscripts Healthcare Solutions, Inc.	2,050.45	2,312.40
110	American Express Company	4,619.92	4,721.20
60	Ameriprise Financial, Inc.	1,150.07	3,453.00
180	Amylin Pharmaceuticals, Inc.	3,394.22	2,647.80
40	Anadarko Petroleum Corporation	1,701.44	3,046.40
60	Apache Corporation	4,122.94	7,153.80
40	Apple Computer, Inc.	6,958.32	12,902.40
220	AT & T, Inc.	8,054.51	6,463.60
50	Autoliv, Inc.	1,326.90	3,947.00
580	Bank of America Corporation	7,850.03	7,737.20
4,191.24	BNY Mellon Mid Cap Stock Fund	58,366.42	51,342.68
7,031.863	BNY Mellon Bond Fund	86,638.86	92,117.41
4,482.352	BNY Mellon Emerging Markets Fund	67,934.74	53,071.05
7,164.618	BNY Mellon International Fund	124,562.82	77,162.94
2,142.481	BNY Mellon Small Cap Stock Fund	31,276.29	25,109.88
130.000	Capital One Financial Corporation	5,353.93	5,532.80
40.000	Carnival Corporation	1,249.19	1,844.40
50.000	Caterpillar, Inc.	3,217.41	4,683.00
70	Chubb Corporation	3,531.74	4,174.80
70	Cigna Corporation	1,729.26	2,566.20
170	Cisco Systems, Inc.	1,949.47	3,439.10
80	Comerica, Inc.	2,936.45	3,379.20
100	Conocophillips	2,387.50	6,810.00
60	Cummins, Inc.	2,046.18	6,600.60
40	CVS Caremark Corporation	1,455.41	1,390.80
60	Danaher Corporation	1,634.85	2,830.20
50	)uPont (E I) De Nemours and (DD) Compan	1,331.15	2,494.00
130	E M C Corporation Mass	1,784.28	2,977.00
30	Energizer Holdings, Inc.	2,109.57	2,187.00
150	Exxon Mobil Corporation	5,199.37	10,968.00
1	First Horizon National Corporation	9.79	11.78
200	Ford Motor Company	3,293.05	3,358.00
25	Franklin Res Inc.	1,277.98	2,780.25
340	General Electric Co.	8,190.60	6,218.60
14	Google, Inc.	6,282.52	8,315.58
92	Halliburton Company	2,933.96	3,756.36
100	Hess Corporation	3,709.81	7,654.00
90	Home Depot, Inc.	1,727.82	3,155.40
90	Honeywell International, Inc.	3,239.28	4,784.40
80	Hospira, Inc.	3,192.28	4,455.20
140	Human Genome Sciences, Inc.	3,999.22	3,344.60
60	Informatica Corporation	1,821.37	2,641.80
55	International Business Machines	6,297.47	8,071.80
189	JP Morgan Chase & Co.	4,631.18	8,017.38
170	Limited Brands, Inc.	3,046.14	5,224.10
80	McKesson Corporation	4,450.29	5,630.40
70	Medtronic, Inc.	3,578.19	2,596.30

Flowers Family Foundation
December 31, 2010

Shares	Description	Book Value	Ending FMV
143	Merck & Co., Inc.	3,382.34	5,153.72
280	Microsoft Corporation	7,691.67	7,814.80
120	Morgan Stanley	3,207.11	3,265.20
270	Motorola, Inc.	2,159.83	2,448.90
60	Nextera Energy, Inc.	3,278.70	3,119.40
180	Newell Rubbermaid, Inc.	3,157.04	3,272.40
400	News Corp, Inc. Class B	7,107.00	6,568.00
70	Nordstrom, Inc.	2,376.37	2,966.60
70	Norfolk Southern Corporation	3,475.30	4,397.40
100	Occidental Petroleum Corporation	7,285.67	9,810.00
80	Omnicom Group, Inc.	4,197.74	3,664.00
280	Oracle Corporation	5,317.66	8,764.00
90	Pepsico, Inc.	3,958.20	5,879.70
523	Pfizer, Inc	11,228.46	9,157.73
110	Philip Morris Internatinoal, Inc.	4,955.71	6,438.30
40	Praxair, Inc.	1,764.34	3,818.80
80	Procter & Gamble, Co.	3,501.79	5,146.40
210	Public Service Enterprise Group, Inc.	6,803.62	6,680.10
130	Qualcomm, Inc.	5,619.55	6,433.70
40	Raytheon Co	2,079.92	1,853.60
110	Schwab Charles Corporation	1,674.34	1,882.10
110	Target Corporation	4,441.34	6,614.30
160	Textron, Inc.	4,539.67	3,782.40
100	Thermo Fisher Scientific, Inc.	4,495.87	5,536.00
73	Time Warner, Inc.	1,469.79	2,348.41
100	Tyco International Ltd	2,365.27	4,144.00
160	Unilever PLC	4,675.87	4,940.80
140	Vale SA	2,017.42	4,839.80
280	Wells Fargo & Co	7,221.77	8,677.20
	Totals	638,094.71	648,051.07

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

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

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

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

GRAND TOTALS

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2010

Name of estate or trust: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	236.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	236.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		650.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	5,088.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	5,738.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			236.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			5,738.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			5,974.

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

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: FLOWERS FAMILY FOUNDATION

Employer identification number: 30-6036225

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MELLON BANK -- SEE SCHEDULE ATTACHED			19,271.	19,035.	236.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 236.

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MELLON BANK -- SEE SCHEDULE ATTACHED			114,672.	109,584.	5,088.
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b					5,088.

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FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
BNY MELLON BANK	650.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		650.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		650.

Income for 2010

This section reports your proceeds from sales during the year. We are not required nor do we report your net gains and losses to the Internal Revenue Service. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. A schedule of your net gains and losses is shown below. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully before preparing your tax return.

Short term gains and losses

This category includes sales of all assets held 12 months or less.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
JUNIPER NETWORKS INC	48203R104	60	01/01/10	01/06/10	$1,553.70	$886.99	$666.71
VERTEX PHARMACEUTICALS INC	92532F100	10	01/01/10	01/08/10	$406.51	$401.10	$5.41
VERTEX PHARMACEUTICALS INC	92532F100	20	01/01/10	01/08/10	$812.45	$802.20	$10.25
QUALCOMM INC	747525103	40	01/06/10	04/23/10	$1,514.87	$1,922.26	$-407.39
HOME DEPOT INC USD 0.05	437076102	20	09/11/09	05/20/10	$657.36	$548.91	$108.45
HOME DEPOT INC USD 0.05	437076102	20	09/11/09	05/20/10	$660.89	$548.91	$111.98
HOME DEPOT INC USD 0.05	437076102	20	09/11/09	05/20/10	$660.89	$545.82	$115.07
HOME DEPOT INC USD 0.05	437076102	30	09/11/09	05/20/10	$991.34	$821.47	$169.87
HOME DEPOT INC USD 0.05	437076102	10	09/11/09	05/27/10	$343.24	$272.05	$71.19
HOME DEPOT INC USD 0.05	437076102	30	09/11/09	05/27/10	$1,029.71	$813.37	$216.34
TIME WARNER INC.	887317303	20	01/08/10	07/01/10	$570.62	$572.90	$-2.28
TIME WARNER INC.	887317303	20	01/11/10	07/01/10	$570.62	$582.43	$-11.81
GAP INC	364760108	50	01/08/10	07/07/10	$973.72	$1,020.98	$-47.26
GAP INC	364760108	3	01/08/10	07/07/10	$58.42	$60.98	$-2.56
GAP INC	364760108	46	01/11/10	07/07/10	$895.82	$941.28	$-45.46
GAP INC	364760108	10	01/11/10	07/07/10	$194.74	$205.82	$-11.08
GAP INC	364760108	51	01/12/10	07/07/10	$993.19	$1,020.31	$-27.12
HEWLETT PACKARD COMPANY	428236103	60	08/21/09	08/11/10	$2,450.05	$2,663.16	$-213.11

Short term gains and losses

This category includes sales of all assets held 12 months or less.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
HEWLETT PACKARD COMPANY	428236103	20	08/21/09	08/11/10	$815.01	$887.72	$-72.71
HEWLETT PACKARD COMPANY	428236103	60	08/21/09	08/12/10	$2,409.10	$2,663.15	$-254.05
BLACKROCK INC CL A	09247X101	2	12/09/09	09/13/10	$302.46	$454.04	$-151.58
EMC CORP(MASS) USD 0.01	268648102	20	04/23/10	09/30/10	$406.06	$399.60	$6.46
Total short term gain/loss:					$19,270.77	$19,035.45	$235.32

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
AOL INC	00184X105	7	01/01/09	01/04/10	$165.37	$112.27	$53.10
SEMPRA ENERGY	816851109	110	01/01/09	01/05/10	$6,031.64	$6,592.86	$-561.22
ACCENTURE PLC IRELAND SHS CL A	G1151C101	70	01/01/09	01/06/10	$2,982.25	$2,569.66	$412.59
ACCENTURE PLC IRELAND SHS CL A	G1151C101	10	01/01/09	01/06/10	$424.10	$367.10	$57.00
JUNIPER NETWORKS INC	48203R104	10	01/01/09	01/06/10	$259.70	$178.06	$81.64
CVS CORP	126650100	30	01/01/09	01/08/10	$1,018.01	$1,250.78	$-232.77
CVS CORP	126650100	10	01/01/09	01/08/10	$339.45	$416.92	$-77.47
CVS CORP	126650100	50	01/01/09	01/11/10	$1,693.04	$1,828.91	$-135.87
CVS CORP	126650100	10	01/01/09	01/11/10	$338.22	$365.78	$-27.56
FIRST HORIZON NATL CORP	320517105	2	01/01/09	01/19/10	$26.68	$21.19	$5.49
FIRST HORIZON NATL CORP	320517105	70	01/01/09	01/19/10	$934 29	$741.76	$192.53
FIRST HORIZON NATL CORP	320517105	13	01/01/09	01/19/10	$173.59	$132.99	$40.60
FIRST HORIZON NATL CORP	320517105	23	01/01/09	01/19/10	$306.41	$235.29	$71.12
FIRST HORIZON NATL CORP	320517105	71	01/01/09	01/19/10	$940.32	$731.29	$209.03
FIRST HORIZON NATL CORP	320517105	18	01/01/09	01/19/10	$240.68	$190.73	$49.95
APPLE COMPUTER INC COM	037833100	15	01/01/09	01/21/10	$3,128.20	$2,654.41	$473.79

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
FIRST HORIZON NATL CORP	320517105	0.52	01/01/09	01/28/10	$6.76	$5.30	$1.46
AMGEN INC	031162100	30	01/01/09	02/12/10	$1,690.56	$1,767.73	$-77.17
CISCO SYS INC	17275R102	50	07/18/08	03/03/10	$1,230.22	$1,082.37	$147.85
CISCO SYS INC	17275R102	20	07/18/08	03/03/10	$491.76	$432.95	$58.81
FIRST HORIZON NATL CORP	320517105	0.01	10/14/08	04/19/10	$0.20	$0.15	$0.05
COCA COLA ENTERPRISES INC COM	191219104	90	06/15/07	05/06/10	$2,328.46	$2,074.04	$254.42
COCA COLA ENTERPRISES INC COM	191219104	40	06/20/07	05/06/10	$1,034.87	$937.21	$97.66
COCA COLA ENTERPRISES INC COM	191219104	10	06/18/07	05/06/10	$258.72	$230.18	$28.54
HOME DEPOT INC USD 0.05	437076102	20	11/20/08	05/27/10	$686.47	$383.96	$302.51
XTO ENERGY INC	98385X106	120	06/09/04	06/11/10	$5,208.40	$1,851.08	$3,357.32
FEDEX CORPORATION	31428X106	10	11/20/08	06/16/10	$789.11	$591.22	$197 89
FEDEX CORPORATION	31428X106	30	10/31/08	06/16/10	$2,367.34	$1,963.46	$403.88
PARKER HANNIFIN CORP	701094104	20	12/23/08	06/18/10	$1,220.45	$778.24	$442.21
CVS CORP	126650100	30	04/25/07	06/21/10	$951.91	$1,097.35	$-145.44
VERTEX PHARMACEUTICALS INC	92532F100	10	03/06/09	06/21/10	$366.91	$281.69	$85.22
CVS CORP	126650100	10	04/25/07	06/21/10	$317.37	$365.78	$-48.41
PARKER HANNIFIN CORP	701094104	30	12/23/08	06/21/10	$1,850.69	$1,167.36	$683.33
CVS CORP	126650100	20	04/24/07	06/21/10	$634.61	$727.70	$-93.09
VERTEX PHARMACEUTICALS INC	92532F100	2	03/05/09	06/22/10	$73.10	$55.93	$17.17
VERTEX PHARMACEUTICALS INC	92532F100	18	03/05/09	06/22/10	$649.74	$503.38	$146.36
VERTEX PHARMACEUTICALS INC	92532F100	30	03/06/09	06/22/10	$1,082.91	$836.66	$246.25
TIME WARNER INC.	887317303	10	12/04/08	07/01/10	$285.31	$213.93	$71.38
FIRST HORIZON NATL CORP	320517105	0.01	10/14/08	07/26/10	$0.15	$0.13	$0.02
TARGET CORP	87612E106	20	06/01/09	08/09/10	$1,065.08	$831.36	$233.72
AMGEN INC	031162100	10	10/28/08	08/10/10	$557.65	$583.25	$-25.60

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
AMGEN INC	031162100	30	04/24/09	08/11/10	$1,615.08	$1,486.07	$129.01
AMGEN INC	031162100	10	04/24/09	08/11/10	$538.36	$487.98	$50.38
VISA INC	92826C839	2	01/27/09	08/12/10	$145.67	$87.76	$57.91
VISA INC	92826C839	16	01/27/09	08/12/10	$1,164.79	$702.05	$462.74
VISA INC	92826C839	3	01/27/09	08/13/10	$217.81	$131.63	$86.18
VISA INC	92826C839	9	01/27/09	08/13/10	$653.73	$394.90	$258.83
CVS CORP	126650100	30	04/24/07	08/17/10	$863.54	$1,091.55	$-228.01
EXELON CORP	30161N101	5	04/27/02	08/24/10	$200.99	$121.98	$79.01
EXELON CORP	30161N101	2	04/27/02	08/24/10	$80.59	$48.79	$31.80
EXELON CORP	30161N101	73	04/27/02	08/24/10	$2,931.59	$1,780.93	$1,150.66
TYCO INTERNATIONAL LTD	H89128104	20	02/06/08	09/02/10	$768.61	$821.36	$-52.75
TYCO INTERNATIONAL LTD	H89128104	10	08/11/08	09/02/10	$385.03	$453.08	$-68.05
TYCO INTERNATIONAL LTD	H89128104	20	02/05/08	09/02/10	$768.56	$807.73	$-39.17
CUMMINS ENGINE INC	231021106	1	05/01/09	09/07/10	$81.10	$34.13	$46.97
CUMMINS ENGINE INC	231021106	9	05/01/09	09/07/10	$729.39	$307.19	$422.20
KBR INC	48242W106	9	03/08/07	09/07/10	$218.33	$180 46	$37.87
KBR INC	48242W106	11	03/08/07	09/08/10	$268.11	$220.56	$47.55
KBR INC	48242W106	1	03/08/07	09/09/10	$24.42	$20.05	$4.37
KBR INC	48242W106	8	03/08/07	09/09/10	$196.03	$160.41	$35.62
KBR INC	48242W106	2	12/12/08	09/09/10	$49.01	$29.77	$19.24
KBR INC	48242W106	17	12/12/08	09/10/10	$415.39	$253.01	$162.38
BLACKROCK INC CL A	09247X101	2	04/24/09	09/13/10	$301.09	$300.68	$0.41
KBR INC	48242W106	6	12/12/08	09/13/10	$148.83	$89.30	$59.53
KBR INC	48242W106	8	12/12/08	09/13/10	$197.26	$119.06	$78.20
KBR INC	48242W106	37	12/12/08	09/13/10	$902.35	$550.66	$351.69

Long term gains and losses

This category includes sales of assets held more than 12 months.

Description	Cusip	Units	Acquisition Date	Sale date	Gross proceeds less commissions	Tax cost	Net gain or loss
BLACKROCK INC CL A	09247X101	4	04/24/09	09/14/10	$615.01	$601.35	$13.66
BLACKROCK INC CL A	09247X101	4	04/24/09	09/14/10	$613.57	$601.35	$12.22
MERCK & CO INC	58933Y105	21.01	03/08/07	09/20/10	$763.48	$496.94	$266.54
MERCK & CO INC	58933Y105	19.99	03/13/09	09/20/10	$726.42	$548.61	$177.81
AUTOLIV INC COM	052800109	20	06/10/09	09/20/10	$1,232.34	$627.39	$604.95
MERCK & CO INC	58933Y105	9	03/08/07	09/20/10	$327.24	$212.87	$114.37
AUTOLIV INC COM	052800109	10	05/29/09	09/20/10	$616.03	$274.61	$341.42
EMC CORP(MASS) USD 0.01	268648102	150	07/29/09	09/30/10	$3,045.00	$2,301.51	$743.49
EMC CORP(MASS) USD 0.01	268648102	10	07/16/09	09/30/10	$203.00	$137.50	$65.50
FIRST HORIZON NATL CORP	320517105	0.02	10/14/08	10/20/10	$0.18	$0.16	$0.02
CISCO SYS INC	17275R102	60	04/27/02	11/12/10	$1,225.11	$688.05	$537.06
CISCO SYS INC	17275R102	50	07/18/08	11/12/10	$1,027.74	$1,082.36	$-54.62
WHIRLPOOL CORPORATION COM	963320106	1	08/28/09	11/22/10	$76.26	$65.74	$10.52
LIMITED INC	532716107	30	10/06/09	11/22/10	$986.83	$541.73	$445.10
WHIRLPOOL CORPORATION COM	963320106	3	08/31/09	11/22/10	$228.77	$195.73	$33.04
WHIRLPOOL CORPORATION COM	963320106	16	08/31/09	11/22/10	$1,211.64	$1,043.92	$167.72
WHIRLPOOL CORPORATION COM	963320106	10	08/28/09	11/22/10	$757.28	$648.31	$108.97
BNY MELLON SMALL CAP STK FD CL M SHS	05569M806	871.08	05/15/07	12/09/10	$10,000.00	$13,188.17	$-3,188.17
BNY MELLON MID CAP STK FD CL M	05569M509	2341.14	05/15/07	12/09/10	$28,000.00	$33,806.02	$-5,806.02
BNY MELLON BOND FD CL M	05569M830	380.52	05/15/07	12/09/10	$5,000.00	$4,687.97	$312.03
Total long term gain/loss for sales of assets:					$114,672.26	$109,583.79	$5,088.47