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Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury Internal Revenue Service

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

For calendar year 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

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

Name of foundation: THE FLAGLER FOUNDATION. Employer identification number: 54-6051282. Telephone number: (804) 639-0399. City: RICHMOND, VA 23221. Accounting method: Cash. Fair market value: \$18,590,963.

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (lines 1-12), Operating and Administrative Expenses (lines 13-26), and Summary (lines 27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	22,420	64,602	64,602		
	2	Savings and temporary cash investments	1,821,944	502,942	502,942		
	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					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	1,856,749	242,107	249,984		
	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)	12,627,138	15,103,862	16,848,435		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	705,000	925,000	925,000			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,033,251	16,838,513	18,590,963			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable	705,000	925,000			
	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 ▶ _____)	5	17				
23	Total liabilities (add lines 17 through 22)	705,005	925,017				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	16,328,246	15,913,496			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	16,328,246	15,913,496				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,033,251	16,838,513				

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	16,328,246
2	Enter amount from Part I, line 27a	2	-414,750
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,913,496
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	15,913,496

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	138,643
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	827,297	15,377,832	0.053798
2008	1,072,328	18,923,764	0.056666
2007	1,100,091	22,365,475	0.049187
2006	1,093,981	21,263,228	0.051449
2005	2,347,386	21,411,535	0.109632

2 Total of line 1, column (d).	2	0.320732
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	0.064146
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	17,333,850
5 Multiply line 4 by line 3.	5	1,111,897
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,962
7 Add lines 5 and 6.	7	1,116,859
8 Enter qualifying distributions from Part XII, line 4.	8	910,936

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	9,924
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	9,924
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	9,924
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,774
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	7,774
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	31
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,181
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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>		No
c Did the foundation file Form 1120-POL for this year?.		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ <u>0</u> (2) On foundation managers \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) VA _____		
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? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of YO UNT HYDE BARBOUR PC Telephone no (804) 553-1900 Located at 4405 COX ROAD SUITE 225 GLEN ALLEN VA ZIP+4 23060			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. 15			
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		No

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
1c	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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	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 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	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 (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
See Additional Data Table				

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. 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 (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. **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 _____	
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 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. **0**

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	16,557,880
b	Average of monthly cash balances.	1b	30,291
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,009,646
d	Total (add lines 1a, b, and c).	1d	17,597,817
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	17,597,817
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	263,967
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,333,850
6	Minimum investment return. Enter 5% of line 5.	6	866,693

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	866,693
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	9,924
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,924
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	856,769
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	856,769
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	856,769

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	910,936
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	910,936
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	910,936

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				856,769
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.	1,298,433			
b From 2006.	64,853			
c From 2007.	19,055			
d From 2008.	137,499			
e From 2009.	65,631			
f Total of lines 3a through e.	1,585,471			
4 Qualifying distributions for 2010 from Part XII, line 4 \blacktriangleright \$ 910,936				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2010 distributable amount.				856,769
e Remaining amount distributed out of corpus	54,167			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,639,638			
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 page 27 of the instructions.		0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			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) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	1,298,433			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	341,205			
10 Analysis of line 9				
a Excess from 2006.	64,853			
b Excess from 2007.	19,055			
c Excess from 2008.	137,499			
d Excess from 2009.	65,631			
e Excess from 2010.	54,167			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 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))

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

SUNTRUST BANK ENDOWMENTS FOUNDATION
 PO BOX 26665
 RICHMOND, VA 232616665
 (804) 782-5280

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

APPLICATIONS SHOULD BE SUBMITTED IN LETTER PROPOSAL FORM

c Any submission deadlines

LETTER PROPOSALS FOR GRANTS MUST BE POSTMARKED BY MARCH 1 TO BE ELIGIBLE FOR GRANTS IN THE CALENDAR

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

NONE

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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 886,500
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Additional Data

Software ID:
Software Version:
EIN: 54-6051282
Name: THE FLAGLER FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	185 SHS ASML HLDG NV NY REG SHS	P	2009-01-01	2010-01-12
B	130 SHS APOLLO GROUP INC COM CL A	P	2009-01-01	2010-01-20
C	88 SHS APOLLO GROUP INC COM CL A	P	2009-01-01	2010-01-20
D	52 SHS APOLLO GROUP INC COM CL A	P	2009-01-01	2010-01-20
E	104 SHS SOUTHWESTERN ENERGY CO COM	P	2009-01-01	2010-01-20
F	243 SHS SOUTHWESTERN ENERGY CO COM	P	2009-01-01	2010-01-20
G	103 SHS SOUTHWESTERN ENERGY CO COM	P	2009-01-01	2010-01-20
H	20 SHS BAIDU INC SPONS ADR	P	2009-01-01	2010-01-22
I	130 SHS UNITED STS STL CORP NEW COM	P	2009-01-01	2010-01-26
J	435 SHS WHOLE FOODS MKT INC COM	P	2009-01-01	2010-01-26
K	100 SHS JOY GLOBAL INC COM	P	2009-01-01	2010-01-26
L	55 SHS PEABODY ENERGY CORP COM	P	2009-01-01	2010-01-26
M	85 SHS PEABODY ENERGY CORP COM	P	2009-01-01	2010-01-26
N	735 SHS MORGAN STANLEY COM NEW	P	2009-01-01	2010-01-26
O	20 SHS NETEASE COM INC SPONS ADR	P	2009-01-01	2010-01-27
P	98 SHS NETEASE COM INC SPONS ADR	P	2009-01-01	2010-01-27
Q	72 SHS NETEASE COM INC SPONS ADR	P	2009-01-01	2010-01-27
R	250 SHS UNITED STS STL CORP NEW COM	P	2009-01-01	2010-01-29
S	75 SHS QUALCOMM CORP COM	P	2009-01-01	2010-02-02
T	265 SHS QUALCOMM CORP COM	P	2009-01-01	2010-02-02
U	3900 156 SHS T ROWE PRICE REAL ESTATE SHS	P	2009-01-01	2010-02-05
V	86 SHS TRANSOCEAN LTD CHF15 SHS	P	2009-01-01	2010-02-23
W	53 SHS TRANSOCEAN LTD CHF15 SHS	P	2009-01-01	2010-02-23
X	211 SHS GILEAD SCIENCES INC COM	P	2009-01-01	2010-02-25
Y	14532 243 SHS PIMCO TOTAL RETURN FD-I	P	2009-01-01	2010-03-04
Z	15080 113 SHS RIDGEWORTH FD-TOTAL RETURN BD #800	P	2009-01-01	2010-03-04
AA	4882 813 SHS T ROWE PRICE REAL ESTATE SHS	P	2009-01-01	2010-03-19
AB	3365 115 SHS FEDERATED EQUITY FDS FED CAP APP FD	P	2009-01-01	2010-03-19
AC	4288 165 SHS RIDGEWORTH FD-LARGECAP VAL EQTY #512	P	2009-01-01	2010-03-19
AD	6302 521 SHS RIDGEWORTH FD-SMALLCAP VAL EQTY #588	P	2009-01-01	2010-03-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
AE	101 SHS GUESS INC COM	P	2009-01-01	2010-03-22
AF	89 SHS GUESS INC COM	P	2009-01-01	2010-03-22
AG	195 SHS LAS VEGAS SANDS CORP COM	P	2009-01-01	2010-03-22
AH	90 SHS LAS VEGAS SANDS CORP COM	P	2009-01-01	2010-03-22
AI	45 SHS LAS VEGAS SANDS CORP COM	P	2009-01-01	2010-03-22
AJ	160 SHS MYLAN INC COM	P	2009-01-01	2010-03-31
AK	23 SHS ORACLE CORP COM	P	2009-01-01	2010-03-31
AL	112 SHS ORACLE CORP COM	P	2009-01-01	2010-03-31
AM	5 SHS TJX COS INC COM NEW	P	2009-01-01	2010-04-05
AN	205 SHS TJX COS INC COM NEW	P	2009-01-01	2010-04-05
AO	196 SHS TJX COS INC COM NEW	P	2009-01-01	2010-04-05
AP	164 SHS TJX COS INC COM NEW	P	2009-01-01	2010-04-05
AQ	1733 103 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #412	P	2009-01-01	2010-04-09
AR	87792 641 SHS RIDGEWORTH FD-LARGECAP VAL EQTY #512	P	2009-01-01	2010-04-09
AS	678 119 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2009-01-01	2010-04-09
AT	5000 SHS ISHARES TR RUSSELL 1000 GROWTH INDEX	P	2009-01-01	2010-04-13
AU	660 SHS QUALCOMM CORP COM	P	2009-01-01	2010-04-27
AV	540 SHS HALLIBURTON CO COM	P	2009-01-01	2010-04-28
AW	40 SHS BAXTER INTL INC COM	P	2009-01-01	2010-04-28
AX	550 SHS BAXTER INTL INC COM	P	2009-01-01	2010-04-28
AY	65 SHS GOLDMAN SACHS GROUP INC COM	P	2009-01-01	2010-04-29
AZ	275 SHS ROBERT HALF INTL INC COM	P	2009-01-01	2010-05-03
BA	190 SHS ROBERT HALF INTL INC COM	P	2009-01-01	2010-05-03
BB	47 SHS ROBERT HALF INTL INC COM	P	2009-01-01	2010-05-03
BC	13 SHS ROBERT HALF INTL INC COM	P	2009-01-01	2010-05-03
BD	290 SHS WAL-MART STORES INC COM	P	2009-01-01	2010-05-12
BE	205 SHS WAL-MART STORES INC COM	P	2009-01-01	2010-05-12
BF	15 SHS WAL-MART STORES INC COM	P	2009-01-01	2010-05-12
BG	135 SHS PEABODY ENERGY CORP COM	P	2009-01-01	2010-05-24
BH	105331 47 SHS FEDERATED EQUITY FDS CAP APP FD	P	2009-01-01	2010-06-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	35 SHS INTERNATIONAL BUSINESS MACHS COM	P	2009-01-01	2010-06-03
BJ	19700 SHS ISHARES TR RUSSELL 1000 GROWTH INDEX	P	2009-01-01	2010-06-07
BK	175 SHS ANADARKO PETE CORP COM	P	2009-01-01	2010-06-14
BL	190 SHS GAMESTOP CORP NEWCL A COM	P	2009-01-01	2010-06-18
BM	7986 447 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2009-01-01	2010-06-24
BN	10416 666 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #412	P	2009-01-01	2010-06-24
BO	1516 3 SHS MFS SER TR I RESH INTL-I	P	2009-01-01	2010-06-24
BP	15567 766 SHS RIDGEWORTH FD-TOTAL RETURN BD-I #800	P	2009-01-01	2010-06-24
BQ	15165 031 SHS PIMCO TOTAL RETURN FD-I	P	2009-01-01	2010-06-24
BR	380 SHS WAL-MART STORES INC COM	P	2009-01-01	2010-06-30
BS	150 SHS PHILIP MORRIS INTL COM	P	2009-01-01	2010-06-30
BT	70 SHS COLGATE PALMOLIVE CO COM	P	2009-01-01	2010-06-30
BU	32 SHS AMGEN INC COM	P	2009-01-01	2010-06-30
BV	118 SHS AMGEN INC COM	P	2009-01-01	2010-06-30
BW	182 SHS COSTCO WHOLESALE CORP COM	P	2009-01-01	2010-06-30
BX	198 SHS COSTCO WHOLESALE CORP COM	P	2009-01-01	2010-06-30
BY	100 SHS THERMO FISHER SCIENTIFIC INC COM	P	2009-01-01	2010-06-30
BZ	410 SHS WELLPOINT INC COM	P	2009-01-01	2010-06-30
CA	20 SHS BECTON DICKINSON & CO COM	P	2009-01-01	2010-06-30
CB	52 SHS MCAFEE INC COM	P	2009-01-01	2010-06-30
CC	210 SHS BECTON DICKINSON & CO COM	P	2009-01-01	2010-06-30
CD	231 SHS MCAFEE INC COM	P	2009-01-01	2010-06-30
CE	212 SHS MCAFEE INC COM	P	2009-01-01	2010-06-30
CF	170 SHS URBAN OUTFITTERS INC COM	P	2009-01-01	2010-07-13
CG	60 SHS AMAZON INC COM	P	2009-01-01	2010-07-13
CH	4 SHS BANK OF AMERICA CORP COM	P	2009-01-01	2010-07-22
CI	399 SHS BANK OF AMERICA CORP COM	P	2009-01-01	2010-07-22
CJ	638 SHS BANK OF AMERICA CORP COM	P	2009-01-01	2010-07-22
CK	594 SHS BANK OF AMERICA CORP COM	P	2009-01-01	2010-07-22
CL	130 SHS PARKER HANNIFIN CORP COM	P	2009-01-01	2010-07-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CM	20 SHS UNION PACIFIC CORP FOM	P	2009-01-01	2010-07-26
CN	90 SHS UNION PACIFIC CORP COM	P	2009-01-01	2010-07-26
CO	1510 SHS CISCO SYS INC COM	P	2009-01-01	2010-07-28
CP	800 SHS HONEYWELL INTL INC COM	P	2009-01-01	2010-07-28
CQ	280 SHS CHURCH & DWIGHT INC COM	P	2009-01-01	2010-07-28
CR	455 SHS PRICE T ROWE GROUP INC COM	P	2009-01-01	2010-07-28
CS	1025 SHS HARTFORD FINL SVCS GROUP INC COM	P	2009-01-01	2010-07-28
CT	325 SHS COLGATE PALMOLIVE CO COM	P	2009-01-01	2010-07-28
CU	815 SHS ADOBE SYS INC COM	P	2009-01-01	2010-07-28
CV	385 SHS URBAN OUTFITTERS INC COM	P	2009-01-01	2010-07-28
CW	355 SHS 3M CO COM	P	2009-01-01	2010-07-28
CX	495 SHS CAPITAL ONE FINL CORP COM	P	2009-01-01	2010-07-28
CY	425 SHS APPLE INC COM	P	2009-01-01	2010-07-28
CZ	2180 SHS ORACLE CORP COM	P	2009-01-01	2010-07-28
DA	560 SHS AMGEN INC COM	P	2009-01-01	2010-07-28
DB	595 SHS CARNIVAL CORP COM	P	2009-01-01	2010-07-28
DC	425 SHS NETEASE COM INC SPONS ADR	P	2009-01-01	2010-07-28
DD	390 SHS PRAXAIR INC COM	P	2009-01-01	2010-07-28
DE	665 SHS ANALOG DEVICES INC COM	P	2009-01-01	2010-07-28
DF	685 SHS COACH INC COM	P	2009-01-01	2010-07-28
DG	215 SHS JOY GLOBAL INC COM	P	2009-01-01	2010-07-28
DH	124 SHS GOOGLE INC CL A COM	P	2009-01-01	2010-07-28
DI	340 SHS PARKER HANNIFIN CORP COM	P	2009-01-01	2010-07-28
DJ	475 SHS VISA INC CL A COM	P	2009-01-01	2010-07-28
DK	815 SHS SCHLUMBERGER LTD COM	P	2009-01-01	2010-07-28
DL	330 SHS OCCIDENTAL PETE CORP COM	P	2009-01-01	2010-07-28
DM	930 SHS PHILIP MORRIS INTL COM	P	2009-01-01	2010-07-28
DN	700 SHS LAS VEGAS SANDS CORP COM	P	2009-01-01	2010-07-28
DO	1190 SHS MYLAN INC COM	P	2009-01-01	2010-07-28
DP	65 SHS PRICELINE COM INC NEW COM	P	2009-01-01	2010-07-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DQ	495 SHS DOVER CORP COM	P	2009-01-01	2010-07-28
DR	415 SHS KOHLS CORP COM	P	2009-01-01	2010-07-28
DS	625 SHS UNITED PARCEL SVC INC CL B COM	P	2009-01-01	2010-07-28
DT	370 SHS VIACOM INC NEW CL B	P	2009-01-01	2010-07-28
DU	660 SHS EMERSON ELEC CO COM	P	2009-01-01	2010-07-28
DV	295 SHS SALESFORCE COM INC COM	P	2009-01-01	2010-07-28
DW	1665 SHS EMC CORP MASS COM	P	2009-01-01	2010-07-28
DX	240 SHS BAIDU INC SPONS ADR	P	2009-01-01	2010-07-28
DY	395 SHS THERMO FISHER SCIENTIFIC INC COM	P	2009-01-01	2010-07-28
DZ	580 SHS BAKER HUGHES INC COM	P	2009-01-01	2010-07-28
EA	580 SHS BED BATH & BEYOND INC COM	P	2009-01-01	2010-07-28
EB	415 SHS PEABODY ENERGY CORP COM	P	2009-01-01	2010-07-28
EC	88 SHS GOLDMAN SACHS GROUP INC COM	P	2009-01-01	2010-07-28
ED	665 SHS HUNT J B TRANS SVCS INC COM	P	2009-01-01	2010-07-28
EE	870 SHS JUNIPER NETWORKS INC COM	P	2009-01-01	2010-07-28
EF	620 SHS EXPRESS SCRIPTS INC COM	P	2009-01-01	2010-07-28
EG	710 SHS GAMESTOP CORP NEW CL A COM	P	2009-01-01	2010-07-28
EH	2320 SHS INTEL CORP COM	P	2009-01-01	2010-07-28
EI	255 SHS AMAZON INC COM	P	2009-01-01	2010-07-28
EJ	720 SHS CAMERON INTL CORP COM	P	2009-01-01	2010-07-28
EK	475 SHS BROADCOM CORP CL A COM	P	2009-01-01	2010-07-28
EL	405 SHS GUESS INC COM	P	2009-01-01	2010-07-28
EM	990 SHS INTERNATIONAL PAPER CO COM	P	2009-01-01	2010-07-28
EN	1485 SHS MICROSOFT CORP COM	P	2009-01-01	2010-07-28
EO	220 SHS LUBRIZOL CORP COM	P	2009-01-01	2010-07-28
EP	125 SHS INTERNATIONAL BUSINESS MACHS COM	P	2009-01-01	2010-07-28
EQ	495 SHS ILLINOIS TOOL WKS INC COM	P	2009-01-01	2010-07-28
ER	280 SHS UNION PACIFIC CORP COM	P	2009-01-01	2010-07-28
ES	480 SHS BORG WARNER INC COM	P	2009-01-01	2010-07-28
ET	520 SHS ASML HLDG NV NY REG SHS	P	2009-01-01	2010-07-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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EU	440 SHS ALLERGAN INC COM	P	2009-01-01	2010-07-28
EV	490 SHS HANSEN NATURAL CORP COM	P	2009-01-01	2010-07-28
EW	205 SHS EOG RESOURCES INC COM	P	2009-01-01	2010-07-28
EX	150 SHS CERNER CORP COM	P	2009-01-01	2010-07-28
EY	53 SHS INTUITIVE SURGICAL INC COM	P	2009-01-01	2010-07-28
EZ	355 SHS ESTEE LAUDER COS INC COM CL A	P	2009-01-01	2010-07-28
FA	560 SHS SCRIPPS NETWORKS INTERACTIVE CL A	P	2009-01-01	2010-07-28
FB	9696 186 SHS T ROWE PRICE REAL ESTATE FD	P	2009-01-01	2010-08-16
FC	3270 111 SHS HARBOR CAP APPRECIATION-I	P	2009-01-01	2010-08-16
FD	4201 681 SHS THE JENSEN PORTFOLIO-I	P	2009-01-01	2010-08-16
FE	9205 984 SHS JPMORGAN TR I US EQUITY-I	P	2009-01-01	2010-08-16
FF	6811 99 SHS RIDGEWORTH FD-LARGECAP VAL EQTY#512	P	2009-01-01	2010-08-16
FG	4448 399 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2009-01-01	2010-08-16
FH	2427 184 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2009-01-01	2010-08-16
FI	3913 894 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #412	P	2009-01-01	2010-08-16
FJ	1839 588 SHS MFS RESEARCH INTL-I	P	2009-01-01	2010-08-16
FK	466 527 SHS DREYFUS/TBC SMALLCAP GROWTH-I	P	2009-01-01	2010-08-16
FL	964 785 SHS LEGG MASON BATTERYMRC EMRG MKTS-I	P	2009-01-01	2010-08-16
FM	5820 722 SHS JPMORGAN TR I US EQUITY-I	P	2009-01-01	2010-08-24
FN	819 672 SHS HARBOR CAP APPRECIATION-I	P	2009-01-01	2010-08-24
FO	2306 273 SHS RIDGEWORTH FD-LARGECAP VAL EQTY#512	P	2009-01-01	2010-08-24
FP	1060 22 SHS THE JENSEN PORTFOLIO-I	P	2009-01-01	2010-08-24
FQ	1499 7 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2009-01-01	2010-08-24
FR	1483 68 SHS MFS RESEARCH INTL-I	P	2009-01-01	2010-08-24
FS	13546 256 SHS JPMORGAN TR I US EQUITY-I	P	2009-01-01	2010-09-16
FT	2949 395 SHS HARBOR CAP APPRECIATION-I	P	2009-01-01	2010-09-16
FU	3797 98 SHS THE JENSEN PORTFOLIO-I	P	2009-01-01	2010-09-16
FV	4864 488 SHS MFS RESEARCH INTL-I	P	2009-01-01	2010-09-16
FW	3070 577 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2009-01-01	2010-09-16
FX	3597 944 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2009-01-01	2010-09-16

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	(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)
FY	5443 371 SHS RIDGEWORTH FD-LARGECAP VAL EQTY#512	P	2009-01-01	2010-09-16
FZ	4948 646 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #412	P	2009-01-01	2010-09-16
GA	699 606 SHS DREYFUS/TBC SMALLCAP GROWTH-I	P	2009-01-01	2010-09-16
GB	2521 009 SHS RIDGEWORTH FD-SMALLCAP VAL EQTY #588	P	2009-01-01	2010-09-16
GC	912 409 SHS LEGG MASON BATTERYMRC EMRG MKTS-I	P	2009-01-01	2010-09-16
GD	7925 SHS VANGUARD BD INDEX SHORT TERM BD ETF	P	2009-01-01	2010-09-20
GE	9370 727 SHS DREYFUS/TBC SMALLCAP GROWTH-I	P	2009-01-01	2010-12-20
GF	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	6,358		4,054	2,304
B	7,739		9,014	-1,275
C	5,239		5,756	-517
D	3,097		3,267	-170
E	5,060		3,307	1,753
F	11,831		7,610	4,221
G	5,035		2,878	2,157
H	8,891		2,706	6,185
I	7,875		5,533	2,342
J	12,967		8,927	4,040
K	5,444		4,230	1,214
L	2,542		1,770	772
M	3,917		2,736	1,181
N	21,601		18,055	3,546
O	676		800	-124
P	3,281		3,915	-634
Q	2,409		2,472	-63
R	13,000		9,697	3,303
S	3,185		3,161	24
T	11,290		11,167	123
U	50,000		84,087	-34,087
V	7,141		10,733	-3,592
W	4,401		6,383	-1,982
X	10,120		7,977	2,143
Y	160,000		157,341	2,659
Z	160,000		149,928	10,072
AA	75,000		105,273	-30,273
AB	60,000		49,400	10,600
AC	50,000		68,911	-18,911
AD	75,000		114,448	-39,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
AE	4,630		3,692	938
AF	4,083		2,538	1,545
AG	3,902		2,549	1,353
AH	1,830		1,105	725
AI	919		552	367
AJ	3,544		2,396	1,148
AK	589		547	42
AL	2,863		2,653	210
AM	217		192	25
AN	8,899		7,407	1,492
AO	8,477		6,150	2,327
AP	7,117		5,126	1,991
AQ	20,000		25,130	-5,130
AR	1,050,000		1,410,828	-360,828
AS	15,000		14,125	875
AT	262,303		251,600	10,703
AU	25,748		27,850	-2,102
AV	18,565		18,435	130
AW	1,999		2,355	-356
AX	27,412		30,934	-3,522
AY	10,032		10,804	-772
AZ	7,659		7,554	105
BA	5,299		5,033	266
BB	1,326		1,245	81
BC	366		344	22
BD	15,209		16,179	-970
BE	10,731		9,872	859
BF	788		720	68
BG	5,199		4,748	451
BH	1,744,289		1,545,921	198,368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	4,402		3,717	685
BJ	956,720		980,214	-23,494
BK	7,105		12,293	-5,188
BL	3,919		5,006	-1,087
BM	165,000		156,902	8,098
BN	110,000		151,042	-41,042
BO	20,000		20,766	-766
BP	170,000		154,601	15,399
BQ	170,000		164,333	5,667
BR	18,780		18,300	480
BS	7,002		7,599	-597
BT	5,576		4,553	1,023
BU	1,823		2,049	-226
BV	6,707		7,467	-760
BW	10,288		10,987	-699
BX	11,221		11,883	-662
BY	5,124		5,847	-723
BZ	21,268		25,360	-4,092
CA	1,389		1,738	-349
CB	1,641		1,882	-241
CC	14,532		17,968	-3,436
CD	7,276		6,875	401
CE	6,702		6,310	392
CF	5,779		6,562	-783
CG	6,955		8,858	-1,903
CH	53		75	-22
CI	5,297		6,439	-1,142
CJ	8,481		7,743	738
CK	7,892		7,173	719
CL	7,659		8,078	-419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
CM	1,394		1,447	-53
CN	6,250		5,665	585
CO	35,281		20,414	14,867
CP	35,007		29,349	5,658
CQ	18,933		15,113	3,820
CR	22,151		22,544	-393
CS	23,878		29,627	-5,749
CT	27,240		17,138	10,102
CU	23,794		33,312	-9,518
CV	12,899		12,858	41
CW	30,756		30,689	67
CX	20,466		14,052	6,414
CY	112,060		61,362	50,698
CZ	53,403		29,201	24,202
DA	30,777		32,960	-2,183
DB	20,650		21,941	-1,291
DC	15,715		13,782	1,933
DD	33,482		23,326	10,156
DE	20,645		22,024	-1,379
DF	25,553		24,152	1,401
DG	12,459		6,980	5,479
DH	61,269		56,775	4,494
DI	20,752		18,802	1,950
DJ	36,349		29,060	7,289
DK	47,125		51,143	-4,018
DL	26,500		24,440	2,060
DM	47,518		41,724	5,794
DN	17,755		9,464	8,291
DO	21,652		15,924	5,728
DP	15,005		12,874	2,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
DQ	23,686		20,054	3,632
DR	20,259		15,823	4,436
DS	40,640		36,884	3,756
DT	12,217		12,726	-509
DU	33,151		22,106	11,045
DV	29,151		12,691	16,460
DW	33,607		19,482	14,125
DX	19,443		4,681	14,762
DY	18,228		20,239	-2,011
DZ	28,031		24,767	3,264
EA	22,309		25,696	-3,387
EB	18,589		14,770	3,819
EC	13,011		14,492	-1,481
ED	23,902		17,532	6,370
EE	24,487		15,795	8,692
EF	26,954		16,106	10,848
EG	14,541		17,299	-2,758
EH	50,018		50,069	-51
EI	29,492		24,793	4,699
EJ	28,100		27,359	741
EK	17,905		13,037	4,868
EL	14,894		12,700	2,194
EM	25,283		26,906	-1,623
EN	38,738		27,492	11,246
EO	20,368		19,065	1,303
EP	16,115		10,016	6,099
EQ	21,578		16,375	5,203
ER	20,948		16,272	4,676
ES	20,621		17,890	2,731
ET	16,611		11,825	4,786

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
EU	26,895		24,932	1,963
EV	21,107		19,135	1,972
EW	20,533		22,329	-1,796
EX	11,519		11,769	-250
EY	17,714		6,312	11,402
EZ	22,523		18,977	3,546
FA	23,614		22,417	1,197
FB	150,000		204,174	-54,174
FC	100,000		104,022	-4,022
FD	100,000		106,975	-6,975
FE	80,000		81,933	-1,933
FF	75,000		109,469	-34,469
FG	75,000		81,539	-6,539
FH	50,000		47,306	2,694
FI	40,000		51,537	-11,537
FJ	25,000		21,615	3,385
FK	20,000		18,759	1,241
FL	20,000		19,556	444
FM	50,000		51,804	-1,804
FN	25,000		26,074	-1,074
FO	25,000		37,062	-12,062
FP	25,000		26,993	-1,993
FQ	25,000		27,490	-2,490
FR	20,000		17,433	2,567
FS	123,000		120,562	2,438
FT	95,000		93,820	1,180
FU	94,000		96,697	-2,697
FV	70,000		57,158	12,842
FW	67,000		59,846	7,154
FX	63,000		65,950	-2,950

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
FY	62,000		87,475	-25,475
FZ	53,000		62,600	-9,600
GA	32,000		28,131	3,869
GB	30,000		45,252	-15,252
GC	20,000		18,467	1,533
GD	645,108		632,466	12,642
GE	513,797		317,776	196,021
GF	57,189			57,189

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
A			2,304
B			-1,275
C			-517
D			-170
E			1,753
F			4,221
G			2,157
H			6,185
I			2,342
J			4,040
K			1,214
L			772
M			1,181
N			3,546
O			-124
P			-634
Q			-63
R			3,303
S			24
T			123
U			-34,087
V			-3,592
W			-1,982
X			2,143
Y			2,659
Z			10,072
AA			-30,273
AB			10,600
AC			-18,911
AD			-39,448

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
AE			938
AF			1,545
AG			1,353
AH			725
AI			367
AJ			1,148
AK			42
AL			210
AM			25
AN			1,492
AO			2,327
AP			1,991
AQ			-5,130
AR			-360,828
AS			875
AT			10,703
AU			-2,102
AV			130
AW			-356
AX			-3,522
AY			-772
AZ			105
BA			266
BB			81
BC			22
BD			-970
BE			859
BF			68
BG			451
BH			198,368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI			685
BJ			-23,494
BK			-5,188
BL			-1,087
BM			8,098
BN			-41,042
BO			-766
BP			15,399
BQ			5,667
BR			480
BS			-597
BT			1,023
BU			-226
BV			-760
BW			-699
BX			-662
BY			-723
BZ			-4,092
CA			-349
CB			-241
CC			-3,436
CD			401
CE			392
CF			-783
CG			-1,903
CH			-22
CI			-1,142
CJ			738
CK			719
CL			-419

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
CM			-53
CN			585
CO			14,867
CP			5,658
CQ			3,820
CR			-393
CS			-5,749
CT			10,102
CU			-9,518
CV			41
CW			67
CX			6,414
CY			50,698
CZ			24,202
DA			-2,183
DB			-1,291
DC			1,933
DD			10,156
DE			-1,379
DF			1,401
DG			5,479
DH			4,494
DI			1,950
DJ			7,289
DK			-4,018
DL			2,060
DM			5,794
DN			8,291
DO			5,728
DP			2,131

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
DQ			3,632
DR			4,436
DS			3,756
DT			-509
DU			11,045
DV			16,460
DW			14,125
DX			14,762
DY			-2,011
DZ			3,264
EA			-3,387
EB			3,819
EC			-1,481
ED			6,370
EE			8,692
EF			10,848
EG			-2,758
EH			-51
EI			4,699
EJ			741
EK			4,868
EL			2,194
EM			-1,623
EN			11,246
EO			1,303
EP			6,099
EQ			5,203
ER			4,676
ES			2,731
ET			4,786

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
EU			1,963
EV			1,972
EW			-1,796
EX			-250
EY			11,402
EZ			3,546
FA			1,197
FB			-54,174
FC			-4,022
FD			-6,975
FE			-1,933
FF			-34,469
FG			-6,539
FH			2,694
FI			-11,537
FJ			3,385
FK			1,241
FL			444
FM			-1,804
FN			-1,074
FO			-12,062
FP			-1,993
FQ			-2,490
FR			2,567
FS			2,438
FT			1,180
FU			-2,697
FV			12,842
FW			7,154
FX			-2,950

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
FY				-25,475
FZ				-9,600
GA				3,869
GB				-15,252
GC				1,533
GD				12,642
GE				196,021
GF				57,189

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LOUISE LEWIS FOSTER 905 ROCKFORD ROAD HIGH POINT, NC 27262	PRESIDENT & DIRECTOR 2 00	0	0	0
BRADFORD B SAUER 204 SOUTH ERLWOOD COURT RICHMOND, VA 23229	VP, TREASURER & DIRECTOR 1 00	0	0	0
JANET LEWIS SAUER 204 SOUTH ERLWOOD COURT RICHMOND, VA 23229	DIRECTOR 1 00	0	0	0
KENAN LEWIS WHITE 115 EAST HILLCREST AVENUE RICHMOND, VA 23226	SECRETARY & DIRECTOR 1 00	0	0	0
LEWIS B POLLARD JR 10638 CREST HILL ROAD MARSHALL, VA 20115	VICE PRESIDENT & DIRECTOR 1 00	0	0	0
B BRISCOE WHITE III 115 EAST HILLCREST AVENUE RICHMOND, VA 23226	DIRECTOR 1 00	0	0	0
WILLIAM HILL BROWN III 5103 HARLAN CIRCLE RICHMOND, VA 23221	DIRECTOR 1 00	12,500	0	0
JULIOUS P SMITH JR ESQUIRE TWO JAMES CENTER RICHMOND, VA 23219	COUNSEL 1 00	0	0	0
HORACE A GRAY IV 5202 KENMORE ROAD RICHMOND, VA 23226	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND,VA 23219	NONE		ARTS	10,000
FLAGLER COLLEGE PO BOX 1027 ST AUGUSTINE,FL 32085	NONE		EDUCATION	50,000
THE PIEDMONT SCHOOL 815 OLD MILL ROAD HIGH POINT,NC 27265	NONE		EDUCATION	20,000
ANNA JULIA COOPER EPISCOPAL SCHOOL 1716 N 22ND STREET RICHMOND,VA 23223	NONE		EDUCATION	10,000
ST ANDREW'S SCHOOL 227 SOUTH CHERRY STREET RICHMOND,VA 23220	NONE		EDUCATION	10,000
ST CATHERINE'S SCHOOL 6001 GROVE AVENUE RICHMOND,VA 23226	NONE		EDUCATION	65,000
ST CHRISTOPHER'S SCHOOL 711 ST CHRISTOPHERS ROAD RICHMOND,VA 23226	NONE		EDUCATION	50,000
CHARLES CITY COUNTY LIBRARY PO BOX 156 CHARLES CITY,VA 230300156	NONE		EDUCATION	50,000
THE LIBERTY HALL RESTORATION PO BOX 128 KENANSVILLE,NC 28349	NONE		HISTORIC PRESERVATION	5,000
CHILDREN'S HOSPITAL FOUNDATION 2924 BROOK ROAD RICHMOND,VA 23220	NONE		MEDICAL	5,000
CENTRAL VIRGINIA FOODBANK & MEALS ON WHEELS 1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE		SOCIAL SERVICES	5,000
FLAGLER HOME 8000 BROOK ROAD RICHMOND,VA 23227	NONE		SOCIAL SERVICES	430,500
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND,VA 23227	NONE		SOCIAL SERVICES	65,000
BOYS & GIRLS CLUBS OF GREATER HIGH POINT PO BOX 2834 HIGH POINT,NC 27261	NONE		SOCIAL SERVICES	10,000
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAIL LANE CHARLOTTESVILLE,VA 22903	NONE		SOCIAL SERVICES	6,000
Total				886,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDSAVERS 200 NORTH 22ND STREET RICHMOND, VA 23223	NONE		SOCIAL SERVICES	15,000
ELK HILL FARM PO BOX 99 GOOCHLAND, VA 23063	NONE		SOCIAL SERVICES	15,000
GOOD SAMARITAN MINISTRIES 2307 HULL STREET RICHMOND, VA 23224	NONE		SOCIAL SERVICES	15,000
PETER PAUL DEVELOPMENT CENTER 1708 NORTH 22ND STREET RICHMOND, VA 23223	NONE		SOCIAL SERVICES	25,000
CSI MINISTRIES 23 TOWANA RD RICHMOND, VA 23226	NONE		SOCIAL SERVICES	12,500
HAITI OUTREACH MINISTRIES 3100 GLEANOVA RD RICHMOND, VA 232231506	NONE		SOCIAL SERVICES	12,500
Total				886,500

3a

TY 2010 Accounting Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,596	3,958		2,638

**TY 2010 Investments Corporate
Stock Schedule**

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,325 SHS ISHARES TR US TRSY INFLN PROTECTED SECS BD ETF	242,107	249,984

TY 2010 Investments - Other Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
	AT COST	84,646	84,646
611.138 SHS LIGHTHOUSE DIVERSIFIED FD LTD OFFSHORE CL A	AT COST	1,000,000	982,766
17,004.992 SHS INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL	AT COST	511,000	510,660
181,717.1 SHS JPMORGAN TR I US EQUITY FD INSTL CL	AT COST	1,616,449	1,864,417
22,040.47 SHS LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MARKETS TR INSTL	AT COST	328,353	538,228
65,732.405 SHS MFS FDS RESEARCH INTL FD INSTL CL	AT COST	775,896	1,031,341
39,492.777 SHS PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL	AT COST	313,819	366,888
151,961.438 SHS PIMCO FDS TOTAL RETURN FD INSTL CL	AT COST	1,667,726	1,648,782
14,684.161 SHS PRICE T ROWE FDS REAL ESTATE FD	AT COST	235,659	256,973
51,347.32 SHS JENSEN PORTFOLIO INC	AT COST	1,250,411	1,391,512
73,160.551 SHS RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #RGD4	AT COST	852,178	939,381
71,365.074 SHS RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #RGD5	AT COST	666,705	847,103
51,421.782 SHS RIDGEWORTH FD-SEIX HIGH YIELD I SHS #RGCL	AT COST	482,977	505,476
33,435.529 SHS RIDGEWORTH FD-SMALLCAP VAL EQUITY I SHS #RGD6	AT COST	399,057	458,401
155,294.179 SHS RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP	AT COST	1,578,559	1,618,165
37,576.55 SHS FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	AT COST	400,000	407,330
41,512.972 SHS GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL	AT COST	810,773	1,010,841
39,490.826 SHS HARBOR FD CAP APPRECIATION FD INSTL CL	AT COST	1,252,129	1,450,103
48,568.106 SHS HARTFORD MUT FDS DIVIDEND & GROWTH FD CL Y	AT COST	877,525	935,422

TY 2010 Legal Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,162	1,897		1,265

TY 2010 Other Assets Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEFERRED CONTRIBUTION	705,000	925,000	925,000

TY 2010 Other Expenses Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	1,884	1,130		754
ANNUAL REPORT FEE	61	37		24
PAYROLL SERVICE FEE	210	105		105

TY 2010 Other Income Schedule**Name:** THE FLAGLER FOUNDATION**EIN:** 54-6051282

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - ENRON	4,400	4,400	4,400
LITIGATION PROCEEDS - TYCO	999	999	999
LITIGATION PROCEEDS - WORLDCOM	242	242	242
LITIGATION PROCEEDS - TENET HLTHCARE	395	395	395
LITIGATION PROCEEDS - AOL	181	181	181
LITIGATION PROCEEDS - KING PHARM CLASS ACT	2,305	2,305	2,305
CLASS ACTION CLEARING	1,808	1,808	1,808

TY 2010 Other Liabilities Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	5	17

TY 2010 Other Professional Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	14,676	14,676		0

TY 2010 Taxes Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	811	406		405
FOREIGN TAXES WITHHELD	11	11		0