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 [X] Address change [ ] Name change

Name of foundation: Food Lion Charitable Foundation, Inc.

A Employer identification number: 56-2279572

Number and street (or P O box number if mail is not delivered to street address): 2110 Executive Drive | Room/suite

B Telephone number (see page 10 of the instructions): 704-633-8250

City or town, state, and ZIP code: Salisbury, NC 28147

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 452,333

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,103,804			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	434			
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	1,104,238			
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)				
	c Other professional fees (attach schedule)	104,074			
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	42,790			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	146,864			
	25 Contributions, gifts, grants paid	560,300			
	26 **Total expenses and disbursements.** Add lines 24 and 25	707,164			
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	397,074			
	b **Net investment income** (if negative, enter -0-)				
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	155,203	431,843	431,843
	2	Savings and temporary cash investments			
	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)	20,056	20,490	20,490
	b	Investments - corporate stock (attach schedule)			
	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)	175,259	452,333	452,333
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	210,000	90,000	
	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 ▶)			
	23	Total liabilities (add lines 17 through 22)	210,000	90,000	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	-34,741	362,333	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here 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)	-34,741	362,333	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	175,259	452,333	

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	-34,741
2	Enter amount from Part I, line 27a	2	397,074
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	362,333
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	362,333

Part IV Capital Gains and Losses for Tax on Investment Income

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

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			
2008			
2007			
2006			
2005			

2 **Total** of line 1, column (d) 2

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

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4

5 Multiply line 4 by line 3 5

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7

8 Enter qualifying distributions from Part XII, line 4 8

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 ▶ ☐ and enter 1% of Part I, line 27b	1	
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	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . 6a		
b	Exempt foreign organizations-tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) 6c		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
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	N	A
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) ▶ North Carolina			
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* See attachment I	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 Documents available upon request

14 The books are in care of ▶ Bill Garcia Telephone no ▶ 704-633-8250

Located at ▶ 2110 Executive Drive, Salisbury, NC ZIP + 4 ▶ 28147

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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	N	A
	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		
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

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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**	N	A
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**	N	A

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
Denise Hill 2110 Executive Drive, Salisbury NC	President	0	0	0
Lou Delorenzo 2110 Executive Drive, Salisbury NC	Vice Pres.	0	0	0
Chris Dove 2110 Executive Drive, Salisbury NC	Sec./Treas.	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 ▶ 0

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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 ▶		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	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	
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	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	
6	**Minimum investment return.** Enter 5% of line 5	6	

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	
2a	Tax on investment income for 2010 from Part VI, line 5 2a		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	
b	Program-related investments - total from Part IX-B	1b	
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	
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	

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				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ ________				
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				
e Remaining amount distributed out of corpus				
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				
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)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 . . . . ▶ January 18, 2002

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))

N/A

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.

N/A

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

Denise Hill, 2110 Executive Drive, Salisbury, NC 28147 (704)633-8250

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

See Attached (2)

c Any submission deadlines

N/A

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

Organization must be state publically supported school or prove 501 (c)(3) status

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 attached (3)A				
Total ▶ **3a**				
b *Approved for future payment* See attached (3)B				
Total ▶ **3b**				

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	434	
4 Dividends and interest from securities					
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					
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)				434	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 434

(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)

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

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

Denise Bell

Signature of officer or trustee Date 7-11-11 President Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no

JSA
0E1493 1 000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization

Food Lion Charitable Foundation, Inc.

Employer identification number

56-2279572

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
Food Lion Charitable Foundation, Inc.	56-2279572

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Acosta Sales & Marketing P.O. Box 34309 Charlotte, NC 28234	$ 10,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Advantage Sales & Marketing 13530 South Ridge Drive Charlotte, NC 28273	$ 10,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	Alberto Culver 10554 Plantation Bay Drive Tampa, FL 33647	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	Anheuser Busch 276 Millingport Lane New London, NC 28127	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Bay Valley Foods P.O. Box 1023 Collinville, TN 28017	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Campbells Sales Co. 14705 Ballantyne Glen Way Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: Food Lion Charitable Foundation, Inc.

Employer identification number:

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	Chiquita/Fresh Express 11021 Stonepath Lane Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	Coca-Cola 4100 Coca Cola Plaza Charlotte, NC 28216	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
9	Coca-Cola North America - Minute Maid 4100 Coca Cola Plaza Charlotte, NC 28211	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
10	Conagra 13860 Ballantyne Corporate Place Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11	Constellation Wines 8801 Anklin Forrest Drive Waxhaw, NC 28173	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
12	Dairy Fresh 2221 Patterson Ave Winston Salem, NC 27105	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: Food Lion Charitable Foundation, Inc.

Employer identification number: 56-2279572

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	Del Monte - Fresh Produce 118-B Forest Parkway Forest park, GA 30297	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
14	Dole Fresh PO Box 2018 Monterey, CA 93942	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
15	E&J Gallo Winery 13925 Ballantyne Corp Place Suite 240 Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
16	General Mills 121 Donna Place Cary, NC 27519	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
17	Georgia Pacific 7010 Stanbury Drive Matthews, NC 28104	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
18	Great Lakes Cheese 17710-B Kings Point Drive Cornelius, NC 28031	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: Food Lion Charitable Foundation, Inc.

Employer identification number: 56-2279572

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	Kelloggs 13801 Reese Blvd, Park Kemp Bld Huntersville, NC 28078	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
20	Kraft General Foods PO Box 240693 Charlotte, NC 28224	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
21	McCormick & Company, Inc. 10505 Pirsimmon Creek Drive Mint Hill, NC 28227	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
22	Nestle USA 9115 Harris Corners Pkwy Suite 125 Charlotte, NC 28269	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
23	Niagara Waters 2560 E Philadelphia Ave Ontario, CA 91761	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
24	Pepsi-Cola 3530 Toringdon Way Suite 400 Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: Food Lion Charitable Foundation, Inc.

Employer identification number: 56-2279572

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	Proctor & Gamble 13925 Ballantyne Corp Place Suite 350 Charlotte, NC 28277	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
26	Sara Lee 182 Oakmont Drive Advance, NC 27006	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
27	Sara Lee Baking 225 South Fulton St Salisbury, NC 28144	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
28	SC Johnson 18724 Greton Lane Davidson, NC 28036	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
29	Smithfield 722 Corporate Circle Salisbury, NC 28147	$ 10,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
30	Tyson 2210 Don Tyson Pkwy Springdale, AR 72762	$ 25,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: Food Lion Charitable Foundation, Inc.

Employer identification number: 56-2279572

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	Food Lion LLC 2110 Executive Drive Salisbury, NC 28147	$ 300,000.00	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
Food Lion Charitable Foundation, Inc.	56-2279572

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
Food Lion Charitable Foundation, Inc.

Employer identification number
56-2279572

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

COMPANY	ADDRESS 1	ADDRESS 2	CITY	ST	Zip
Acosta Sales & Marketing	P.O. Box 34309		Charlotte	NC	28234
Advantage Sales & Marketing	13530 South Ridge Drive		Charlotte	NC	28273
AlbertoCulver	10554 Plantation Bay Drive		Tampa	FL	33647
Anheuser Busch	276 Millingport Lane		New London	NC	28127
Bay Valley Foods	PO Box 1023		Collinville	TN	28017
Campbells Sales Co	14705 Ballantyne Glen Way		Charlotte	NC	28277
Chiquita/Fresh Express	11021 Stonepath Lane		Charlotte	NC	28277
Coca-Cola	4100 Coca Cola Plaza		Charlotte	NC	28216
Coca-Cola North America - Minute Maid	4100 Coca Cola Plaza	2nd floor	Charlotte	NC	28211
Conagra	13860 Ballantyne Corporate Place	Suite 450	Charlotte	NC	28277
Constellation Wines	8801 Anklin Forrest Drive		Waxhaw	NC	28173
Dairy Fresh	2221 Patterson Ave		Winston Salem	NC	27105
Del Monte -Fresh Produce	118-B Forsest Parkway		Forest Park	GA	30297
Dole Fresh	PO Box 2018		Monterey	CA	93942
E&J Gallo Winery	13925 Ballantyne Corp Place	Suite 240	Charlotte	NC	28277
General Mills	121 Donna Place	PO Box 4349	Cary	NC	27519
Georgia Pacific	7010 Stanbury Drive		Matthews	NC	28104
Great Lakes Cheese	17710-B Kings Point Drive		Cornelius	NC	28031
Kelloggs	13801 Reese Blvd, Park Kemp Bld	Suite 300	Huntersville	NC	28078
Kraft General Foods	PO Box 240693		Charlotte	NC	28224
McCormick & Company, Inc.	10505 Pirsimmon Creek Drive		Mint Hill	NC	28227
Nestle USA	9115 Harris Corners Pkwy	Suite 125	Charlotte	NC	28269
Niagara Waters	2560 E Philadelphia Ave		Ontario	CA	91761
Pepsi - Cola	3530 Toringdon Way	Suite 400	Charlotte	NC	28277
Proctor & Gamble	13925 Ballantyne Corp Place	Suite 350	Charlotte	NC	28277
Sara Lee	182 Oakmont Drive		Advance	NC	27006
Sara Lee Baking	225 South Fulton St		Salisbury	NC	28144
SC Johnson	18724 Greton Lane		Davidson	NC	28036
Smithfield	722 Corporate Circle		Salisbury	NC	28147
Tyson	2210 Don Tyson Pkwy		Springdale	AR	72762

FOOD LION CHARITABLE FOUNDATION, INC.
2011 Feeding the Hungry Grant Application

Today's Date ________
Organization Name: ______________________ Year Founded: ____________

Address: ______________________ Federal Tax ID ____________
(Attach proof of 501(c)(3) public charity status)

City: ______________________ State: ________ Zip: ________

Contact Person: ______________________ Phone: ______________________

Title: ______________________ Email address: ______________________

Feeding America Agency YES or NO If yes, which Food Bank ______________________ Does your organization receive UNITED WAY funding? Yes or No

Organization's Mission: ______________________

Purpose of Contribution: ______________________

Please include any attachments you feel are useful in assisting the Foundation in better understanding your program and how it benefits the community. **Include breakdown of how funds requested will be used.**

Dates of Project/Program: ____________ Amount Requested: ____________
Current Operating Budget ____________ Total Project/Program Cost: ____________

Administrative versus program costs of this project: ______________________

List communities served by your organization: ______________________ Population Served: ____________

Source of other funds to support project. ______________________
Local store address ______________________
How were you referred to the Charitable Foundation? ______________________
Has your organization received a Charitable Foundation grant in the past two years? Yes or No – If yes, please describe the grant purpose and outcomes. (Please provide on an attachment.)

Mail application with attachments to: Food Lion Charitable Foundation
2011 Feeding the Hungry Grant Application
Attn: Peggy Dooley-Isley
PO Box 1330, Salisbury, NC 28145-1330

DO NOT PHOTOCOPY OR REUSE THIS FORM. THIS FORM IS NO LONGER VALID AFTER APRIL 8, 2011.

Attachment II

Food Lion Charitable Foundation
Statement of Activities (Note 1: Grant detail)
as of December 31, 2010

Amount	Organization	City	State	Purpose
1,000 00	LIFE CHANGES FAMILY COMMUNITY	Greenbelt	MD	feeding
20,000 00	MEDICAL UNIVERSITY OF SOUTH CAROLINA	Charleston	SC	feeding
3,000 00	ORANGE CONGREGATIONS IN MISSI	Hillsborough	NC	feeding
3,500 00	LOAVES & FISHES CHRISTIAN FOO	Burlington	NC	feeding
1,200 00	SALVATION ARMY	Jacksonville	NC	feeding
3,000 00	COMMUNITY FOOD CONNECTION OF	Alcoa	TN	feeding
3,000 00	MOUNT PLEASANT FOOD MINISTRY	Mt Pleasant	NC	feeding
3,000 00	BAPTIST SHARING HOUSE	Concord	NC	feeding
2,500 00	SALVATION ARMY SENECA CORPS	Seneca	SC	feeding
50,000 00	CHKD	Norfolk	VA	feeding
3,000 00	NORTH LEXINGTON BAPTIST CHURC	Lexington	NC	feeding
1,000 00	COMMUNITY MINISTRY OF PRINCE	Upper Marlboro	MD	feeding
3,000 00	IREDELL CHRISTIAN MINISTRY	Statesville	NC	feeding
2,000 00	SERVANT CENTER INC	Greensboro	NC	feeding
2,500 00	MOUNTAINEER FOOD BANK	Gassaway	WV	feeding
2,500 00	CHRISTIAN HELP CENTER	Roxboro	NC	feeding
3,000 00	BRUNSWICK FAMILY ASSISTANCE A	Shallotte	NC	feeding
3,000 00	LIGHTHOUSE MINISTRIES	Keller	VA	feeding
2,000 00	HELPING HANDS OF HAMLET INC	Hamlet	NC	feeding
2,500 00	LOUDOUN INTERFAITH RELIEF INC	Leesburg	VA	feeding
2,000 00	FOOD LIFE SERVICES OF CAMPBEL	Jacksboro	TN	feeding
2,500 00	EMMAUS SERVICES FOR THE AGING	Washington	DC	feeding
3,000 00	THE SALVATION ARMY	Union	SC	feeding
3,000 00	LOVE KITCHEN INC	Knoxville	tn	feeding
2,400 00	A BLESSING INC	Louisburg	NC	feeding
2,000 00	ASSOCIATED CATHOLIC CHARITIES	Baltimore	MD	feeding
1,000 00	WASHINGTON & LEE UNIVERSITY C	Lexington	VA	feeding
1,000 00	CAMPUS KITCHEN AT WILLIAM & M	Williamsburg	VA	feeding
2,000 00	BEDFORD CHRISTIAN MINISTRIES	Bedford	VA	feeding
2,500 00	METRO COMMUNITY ASSISTANCE IN	Cartersville	GA	feeding

2,000 00	PEACH CENTER MINISTRIES	Gaffney	SC	feeding
2,000 00	RED LION EVANGELICAL FREE CHU	Bear	DE	feeding
2,500 00	SALVATION ARMY SPARTANBURG	Spartanburg	SC	feeding
3,000 00	JORDANS CHAPEL UNITED METHODI	Pulaski	VA	feeding
2,000 00	TRUE VINE CHRISTIAN FELLOWSHI	Summerville	SC	feeding
2,000 00	HOUSE OF H O P E INC	Hampton	VA	feeding
2,000 00	SHENANDOAH AREA AGENCY OF AGI	Front Royal	VA	feeding
5,000 00	GOLDEN CORNER MINISTRIES FOOD	Seneca	SC	feeding
5,000 00	SECOND HARVEST FOOD BANK OF	Winston-Salem	NC	feeding
2,500 00	THE SALVATION ARMY	Shelby	NC	feeding
5,000 00	LUTHERAN COMMUNTIY SERVICES	Wilmington	DE	feeding
2,500 00	BREAD OF THE CITY	Washington	DC	feeding
2,000 00	LADIES OF CHARITY	Knooxville	TN	feeding
2,000 00	ROBESON COUNTY CHURCH & COMMU	Lumberton	NC	feeding
3,000 00	LOAVES & FISHES INC	Charlotte	NC	feeding
2,000 00	WRIGHTSBORO UNITED METHODIST	Wilmington	NC	feeding
2,500 00	FREEDOM HOUSE	Richmond	VA	feeding
2,000 00	FAITH & DELIVERANCE OUTREACH	Danville	VA	feeding
2,500 00	SANDHILLS MOORE COALITION FOR	Southern Pines	NC	feeding
2,000 00	GOOD SAMARITAN MINISTRIES	Decherd	TN	feeding
20,000 00	NC SCOTTISH RITE MASONIC FOUN	Charlotte	NC	feeding
2,000 00	HELPING HANDS OF GOOSE CREEK	Goose Creek	SC	feeding
4,440 00	BERKELEY SENIOR INC	Moncks Corner	SC	feeding
5,000 00	NORTH STRAND HELPING HAND	N Myrtle Beach	SC	feeding
6,000 00	PASTORS PANTRY A SENIOR ADULT	Lexington	NC	feeding
5,000 00	SALVATION ARMY DURHAM	Durham	NC	feeding
3,000 00	CHRISTIANS UNITED OUTREACH CE	Sanford	NC	feeding
5,000 00	CITY RESCUE MISSION	Fayetteville	NC	feeding
5,000 00	INTER FAITH COUNCIL FOR SOCIA	Carboro	NC	feeding
30,000 00	PARTNERS IN LEARNING CHILD DE	Salisbury	NC	feeding
5,000 00	CABARRUS MEALS ON WHEELS INC	Kannapolis	NC	feeding
5,000 00	MEALS ON WHEELS OF ROWAN INC	Salisbury	NC	feeding

5,000 00	COMMUNITY STORE HOUSE	Martinsville	NC	feeding
5,000 00	FOOD BANK OF GREENWOOD COUNTY	Greenwood	SC	feeding
5,000 00	PHOENIX OUTREACH PARTNERSHIP	Radford	VA	feeding
2,500 00	STEPPING STONE MISSION OF FRA	Rocky Mount	VA	feeding
5,000 00	GOLDEN HARVEST FOOD BANK	Augusta	GA	feeding
1,500 00	PLACE OF REFUGE CHURCH	Crossville	TN	feeding
2,500 00	THE SALVATION ARMY	Asheville	NC	feeding
3,000 00	ABUNDANT LIFE ASSEMBLY OF GOD	Winchester	TN	feeding
3,000 00	SALVATION ARMY OF HOT SPRINGS	Hot Springs	NC	feeding
2,000 00	SOUTH BRUNSWICK INTERCHURCH C	Shallotte	NC	feeding
3,000 00	FENTRESS COUNTY FOOD BANK CHA	Allardt	TN	feeding
2,000 00	ANDERSON INTERFAITH MINISTRIE	Anderson	SC	feeding
2,500 00	DC CENTRAL KITCHEN	Washington	DC	feeding
4,000 00	WILLIAMSBURG AREA MEALS ON WH	Williamsburg	VA	feeding
2,000 00	FIRST BAPTIST CHURCH	Clinton	TN	feeding
2,500 00	HOPE OF GLORY MINISTRIES	Greenville	NC	feeding
5,000 00	ROWAN HELPING MINISTRIES	Salisbury	NC	feeding
5,000 00	ARLINGTON FOOD ASSISTANCE CEN	Arlington	VA	feeding
2,000 00	LIBERTY BAPTIST CHURCH FOOD P	Ellenboro	NC	feeding
5,000 00	ASSISTANCE LEAGUE OF CHARLOTT	Charlotte	NC	feeding
5,000 00	BLUE RIDGE OPPORTUNITY COMMIS	North Wilkesbo	NC	feeding
5,000 00	MINISTRY OF CARING INC	Wilmington	DE	feeding
5,000 00	FOOD BANK OF THE ALBEMARLE	Elizabeth City	NC	feeding
2,500 00	SECOND HARVEST FOOD BANK OF N	Gray	TN	feeding
5,000 00	BECKLEY DREAM CENTER FISHES	Beckley	WV	feeding
6,000 00	SENIOR RESOURCES OF GUILFORD	Greensboro	NC	feeding
2,000 00	MOUNTAIN COMMUNITY ACTION PRO	Wytheville	VA	feeding
2,500 00	CHRISTIAN SERVICE CENTER	Lake City	FL	feeding
5,000 00	GREENHOUSE MINISTRIES	Murfreesboro	TN	feeding
10,500 00	SALVATION ARMY ROANOKE	Roanoke	VA	feeding
5,000 00	CCAP LOAVES & FISHES	Martinsburg	WV	feeding
5,000 00	THE HARVEST CENTER	Charlotte	NC	feeding

3,000 00	WOMEN WHO CARE MINISTRIES	Montgomery V	MD	feeding
2,000 00	COWEN FIRST BAPTIST FOOD PANT	Cowen	WV	feeding
2,000 00	ARISE OUTREACH MINISTRIES	Capitol Heights	MD	feeding
2,500 00	WESLEY CHAPEL UMC	Lake City	SC	feeding
2,000 00	HOPEWELL SENIOR DAY CARE	Salters	SC	feeding
1,000 00	CHURCH OF GOD HELPING HANDS	Chatsworth	GA	feeding
2,000 00	CHILD & FAMILY SERVICES DBA	Norfolk	VA	feeding
1,500 00	THE SALVATION ARMY HENDERSON	Hendersonville	NC	feeding
2,000 00	WEST END MINISTRIES	High Point	NC	feeding
2,000 00	CUMC MEALS THAT HEAL	Marion	NC	feeding
5,000 00	MOREHEAD GATEWAY HELPING FOOD	Morehead	KY	feeding
3,000 00	BEACON OF HOPE SERVICES INC	Marshall	NC	feeding
2,000 00	TRI COUNTY FAMILY MINISTRIES	Charleston	SC	feeding
2,000 00	YOKEFELLOW MINISTRY OF GREATE	Statesville	NC	feeding
5,000 00	SALVATION ARMY OF NASHVILLE	Nashville	TN	feeding
2,000 00	SAMARITAN CHRISTIAN MINISTRY	Wilkesboro	NC	feeding
3,000 00	RESCUE MISSION OF ROANOKE	Roanoke	VA	feeding
2,000 00	VESSELS OF MERCY INTERNATIONA	Henrico	VA	feeding
2,500 00	SANCTUARY DELIVERANCE KIDS CA	Greensboro	NC	feeding
3,000 00	THE SALVATION ARMY BURLINGTON	Burlington	NC	feeding
2,600 00	THE SALVATION ARMY COLUMBIA	Columbia	SC	feeding
4,000 00	NORTH RALEIGH MINISTRIES	Raleigh	NC	feeding
3,650 00	VALLEY MISSION INC	Staunton	VA	feeding
2,000 00	CENTRAL VIRGINIA AREA AGENCY	Lynchburg	VA	feeding
5,000 00	CHARLESTON CONVOY OF HOPE	Charleston	SC	feeding
2,000 00	PULASKI DAILY BREAD INC	Pulaski	VA	feeding
2,500 00	T O T A L MINISTRIES	Spartanburg	SC	feeding
3,000 00	ROCKY MOUNT CHURCH OF GOD	Rocky Mount	VA	feeding
2,000 00	AGAPE FAMILY LIFE CENTER INC	Hardeeville	SC	feeding
1,000 00	BERKELEY COUNTY MEALS ON WHEE	Martinsburg	WV	feeding
3,000 00	CHRISTIAN HELP INC	Morgantown	WV	feeding
2,000 00	FORT CHISWELL CHURCH OF GOD	Max Meadows	VA	feeding

4,000 00	GOOCHLAND FREE CLINIC & FAMIL	Goochland	VA	feeding
3,000 00	GOOD SAMARITAN CENTER OF LOUD	Lenior City	TN	feeding
2,000 00	GREATER EMMANUAL MINISTRIES I	Newport News	VA	feeding
5,000 00	HICKORY SOUP KITCHEN INC	Hickory	NC	feeding
1,750 00	LOAVES & FISHES	Greenville	SC	feeding
3,000 00	MONTGOMERY COUNTY COUNCIL ON	Troy	NC	feeding
5,000 00	ALLEGHANY COUNTY MINISTERIUM	Sparta	NC	feeding
2,000 00	SAINT COLUMA ECUMENICAL MINIS	Norfolk	VA	feeding
5,000 00	HELPING IN HIS NAME MINISTRIE	Stockbridge	GA	feeding
7,500 00	GODS PANTRY INC	Fountain Inn	SC	feeding
3,000 00	HIGHER DIMENSIONS MINISTRIES	Laurel Hill	NC	feeding
4,000 00	MCDOWELL MISSION MINISTRIES I	Marion	NC	feeding
6,000 00	AGAPE CARE & SHARE INC	Clemmons	NC	feeding
4,760 00	SAINT MICHAEL LUTHERAN CHURCH	Blacksburg	VA	feeding
5,000 00	SALVATION ARMY OF ROCKINGHAM	Rockingham	NC	feeding
5,000 00	HELPING HAND OF MYRTLE BEACH	Myrtle Beach	SC	feeding
2,000 00	OUR DAILY BREAD CHRISTIAN FOO	Rockingham	NC	feeding
2,000 00	SALVATION ARMY DAVIDSON COUNT	Lexington	NC	feeding
5,000 00	SALVATION ARMY WAYNESVILLE	Waynesville	NC	feeding
2,000 00	STRAWBERRY ASSISTANCE CENTER	Moncks Corner	SC	feeding
5,000 00	TRANSYLVANIA CHRISTIAN MINIST	Brevard	NC	feeding
5,000 00	PAULS PLACE INC	Baltimore	MD	feeding
100,000 00	WESTERN UNION FOUNDATION	Englewood	CO	feeding
-120,000 00	#2-RECORD GRANTS FOR FLCF			

560,300.00

Food Lion Charitable Foundation
Statement of Financial Position
December 31, 2010

2011	2012	Total	Organization	City	State	Purpose
50,000 00		50,000 00	CHILDRENS HOSPITAL OF THE KING'S DAUGHTERS	Norfolk	VA	health
20,000 00	20,000 00	40,000 00	MEDICAL UNIVERSITY OF SOUTH CAROLINA	Charleston	SC	health
70,000.00	**20,000.00**	**90,000.00**				

Attachment III-B

Form **3115**
(Rev December 2009)
Department of the Treasury
Internal Revenue Service

Application for Change in Accounting Method

OMB No. 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions) Food Lion Charitable Foundation, Inc.	Identification number (see instructions) 56-2279572 Principal business activity code number (see instructions)
Number, street, and room or suite no If a P O box, see the instructions 2110 Executive Drive	Tax year of change begins (MM/DD/YYYY) 01/01/2010 Tax year of change ends (MM/DD/YYYY) 12/31/2010
City or town, state, and ZIP code Salisbury, NC 28147	Name of contact person (see instructions) Denise Hill
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)	Contact person's telephone number 704-633-8250

If the applicant is a member of a consolidated group, check this box . . . . ▶ ☐

If **Form 2848**, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box . . . . ▶ ☐

Check the box to indicate the type of applicant.

- ☐ Individual
- ☐ Corporation
- ☐ Controlled foreign corporation (Sec. 957)
- ☐ 10/50 corporation (Sec. 904(d)(2)(E))
- ☐ Qualified personal service corporation (Sec. 448(d)(2))
- ☒ Exempt organization. Enter Code section ▶ 501(c)(3)
- ☐ Cooperative (Sec 1381)
- ☐ Partnership
- ☐ S Corporation
- ☐ Insurance Co. (Sec 816(a))
- ☐ Insurance Co. (Sec. 831)
- ☐ Other (specify) ▶

Check the appropriate box to indicate the type of accounting method change being requested. (see instructions)

- ☐ Depreciation or Amortization
- ☐ Financial Products and/or Financial Activities of Financial Institutions
- ☒ Other (specify) ▶ Change from Cash Method to Accrual Method

Caution: *To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested*

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request

		Yes	No
1	Enter the applicable designated automatic accounting method change number for the requested automatic change Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS if the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions. ▶ (a) Change No. 122 (b) Other ☐ Description ▶		
2	Do any of the scope limitations described in section 4 02 of Rev. Proc 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation		X

Note: *Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).*

Part II Information For All Requests

		Yes	No
3	Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? . . . . If "Yes," the applicant is not eligible to make the change under automatic change request procedures		X
4a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? . . . . If "No," go to line 5.		X
b	Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?		X

Signature *(see instructions)*

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

Filer

Denise Hill 7-11-11
Signature and date

Denise Hill, President - Food Lion Charitable Foundation, Inc.
Name and title (print or type)

Preparer (other than filer/applicant)

Signature of individual preparing the application and date

Name of individual preparing the application (print or type)

Name of firm preparing the application

Part II Information For All Requests (continued)

		Yes	No
4 c	Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?		X
d	Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)? If "Yes," attach the consent statement from the director		X
e	Is the request to change the method of accounting being filed under the 90-day or 120-day window period? If "Yes," check the box for the applicable window period and attach the required statement (see instructions). ☐ 90 day ☐ 120 day: Date examination ended ▶		X
f	If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination. Name ▶ Telephone number ▶ Tax year(s) ▶		
g	Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?	N	A
5 a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court? If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court. Name ▶ Telephone number ▶ Tax year(s) ▶		X
b	Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?	N	A
c	Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)? If "Yes," attach an explanation.		X
6	If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's **(a)** name, **(b)** identification number, **(c)** address, and **(d)** tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court.		
7	If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity? If "Yes," the applicant is **not** eligible to make the change.		X
8a	Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?		X
b	If "Yes," attach an explanation.		
9 a	Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?		X
b	If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent.		
c	If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation.		
10a	Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?		X
b	If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s).		
11	Is the applicant requesting to change its **overall** method of accounting? If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form.	X	

Present method: ☒ Cash ☐ Accrual ☐ Hybrid (attach description)

Proposed method: ☐ Cash ☒ Accrual ☐ Hybrid (attach description)

Part II Information For All Requests (continued)

		Yes	No
12	If the applicant is either (i) **not** changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following:		
a	The item(s) being changed.		
b	The applicant's present method for the item(s) being changed.		
c	The applicant's proposed method for the item(s) being changed.		
d	The applicant's present overall method of accounting (cash, accrual, or hybrid).		
13	Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1 446-1(d), describe: whether each trade or business is accounted for separately; the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income; the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application.		
14	Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions . . . . . If "No," attach an explanation.	X	
15a	Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)?		X
b	If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.		
16	Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?		X
17	If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.		

1st preceding year ended mo December yr 2009	2nd preceding year ended mo December yr 2008	3rd preceding year ended mo December yr 2007
$ 841,427	$ 1,010,786	$ 1,037,282

Part III Information For Advance Consent Request

		Yes	No
18	Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? . . . . . If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.		
19	Attach a full explanation of the legal basis supporting the proposed method for the item being changed Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.		
20	Attach a copy of all documents related to the proposed change (see instructions)		
21	Attach a statement of the applicant's reasons for the proposed change.		
22	If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? . . . . . If "No," attach an explanation		
23a	Enter the amount of **user fee** attached to this application (see instructions). ▶ $ ______		
b	If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions)		

Part IV Section 481(a) Adjustment

		Yes	No
24	Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? . . . . . If "Yes," do not complete lines 25, 26, and 27 below.		X
25	Enter the section 481(a) adjustment Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ▶ $ 210,000 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment If it is based on more than one component, show the computation for each component If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.		

Part IV Section 481(a) Adjustment (continued)	Yes	No
26 If the section 481(a) adjustment is an increase to income of less than $25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?	N	A
27 Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation		X

Schedule A - Change in Overall Method of Accounting (If Schedule A applies, Part I below must be completed.)

Part I Change in Overall Method (see instructions)

1 Enter the following amounts as of the close of the tax year preceding the year of change If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.

		Amount
a	Income accrued but not received (such as accounts receivable)	$
b	Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method	
c	Expenses accrued but not paid (such as accounts payable)	210,000
d	Prepaid expenses previously deducted	
e	Supplies on hand previously deducted and/or not previously reported	
f	Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II	
g	Other amounts (specify) Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment. ▶	
h	**Net section 481(a) adjustment** (Combine lines 1a-1g.) Indicate whether the adjustment is an increase (+) or decrease (-) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25	$ 210,000

2 Is the applicant also requesting the recurring item exception under section 461(h)(3)? ☐ Yes ☒ No

3 Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (eg., tax-exempt organization returns) for that period If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences See attached

Part II Change to the Cash Method For Advance Consent Request (see instructions)

Applicants requesting a change to the cash method must attach the following information:

1 A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business

2 An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations

Schedule B - Change to the Deferral Method for Advance Payments (see instructions)

1 If the applicant is requesting to change to the Deferral Method for advance payments described in section 5.02 of Rev Proc 2004-34, 2004-1 C B. 991, attach the following information:

a A statement explaining how the advance payments meet the definition in section 4 01 of Rev. Proc. 2004-34.

b If the applicant is filing under the automatic change procedures of Rev Proc 2008-52, the information required by section 8 02(3)(a)-(c) of Rev. Proc. 2004-34.

c If the applicant is filing under the advance consent provisions of Rev Proc 97-27, the information required by section 8 03(2)(a)-(f) of Rev Proc. 2004-34

2 If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1 451-5(b)(1)(ii), attach the following.

a A statement explaining how the advance payments meet the definition in Regulations section 1 451-5(a)(1).

b A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices See Regulations sections 1 451-5(a)(2)(i) and (3)

c A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports See Regulations section 1.451-5(b)(1)(ii).

d A statement explaining whether the inventoriable goods exception of Regulations section 1 451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income

Schedule C - Changes Within the LIFO Inventory Method (see instructions)

Part I General LIFO Information

Complete this section if the requested change involves changes within the LIFO inventory method Also, attach a copy of all **Forms 970,** Application To Use LIFO Inventory Method, filed to adopt or expand the use of the LIFO method

1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:

a Valuing inventory (e.g., unit method or dollar-value method).

b Pooling (e g , by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc).

c Pricing dollar-value pools (e g., double-extension, index, link-chain, link-chain index, IPIC method, etc.).

d Determining the current-year cost of goods in the ending inventory (i.e , most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).

2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation.

3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.

4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable.

5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method

6 If changing to the IPIC method, attach a completed Form 970.

Part II Change in Pooling Inventories

1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.

2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1 472-8(b)(1) and (2):

a A description of the types of products produced by the applicant If possible, attach a brochure.

b A description of the types of processes and raw materials used to produce the products in each proposed pool.

c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces.

d A description of the natural business divisions adopted by the taxpayer State whether separate cost centers are maintained and if separate profit and loss statements are prepared.

e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool.

f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.

g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing.

3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar See Regulations section 1 472-8(b)(3).

4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1 472-8(c)

Schedule D - Change in the Treatment of Long-Term Contracts Under Section 460, Inventories, or Other Section 263A Assets (see instructions)

Part I Change in Reporting Income From Long-Term Contracts (Also complete Part III on pages 7 and 8.)

1 To the extent not already provided, attach a description of the applicant's present and proposed methods for reporting income and expenses from long-term contracts. Also, attach a representative actual contract (without any deletion) for the requested change. If the applicant is a construction contractor, attach a detailed description of its construction activities

2 a Are the applicant's contracts long-term contracts as defined in section 460(f)(1) (see instructions)? . . . . ☐ Yes ☐ No

b If "Yes," do all the contracts qualify for the exception under section 460(e) (see instructions)? . . . . ☐ Yes ☐ No
If line 2b is "No," attach an explanation

c If line 2b is "Yes," is the applicant requesting to use the percentage-of-completion method using cost-to-cost under Regulations section 1 460-4(b)? . . . . ☐ Yes ☐ No

d If line 2c is "No," is the applicant requesting to use the exempt-contract percentage-of-completion method under Regulations section 1 460-4(c)(2)? . . . . ☐ Yes ☐ No
If line 2d is "Yes," attach an explanation of what cost comparison the applicant will use to determine a contract's completion factor.
If line 2d is "No," attach an explanation of what method the applicant is using and the authority for its use

3 a Does the applicant have long-term manufacturing contracts as defined in section 460(f)(2)? . . . . ☐ Yes ☐ No

b If "Yes," attach an explanation of the applicant's present and proposed method(s) of accounting for long-term manufacturing contracts

c Attach a description of the applicant's manufacturing activities, including any required installation of manufactured goods.

4 To determine a contract's completion factor using the percentage-of-completion method:

a Will the applicant use the cost-to-cost method in Regulations section 1 460-4(b)? . . . . ☐ Yes ☐ No

b If line 4a is "No," is the applicant electing the simplified cost-to-cost method (see section 460(b)(3) and Regulations section 1 460-5(c))? . . . . ☐ Yes ☐ No

5 Attach a statement indicating whether any of the applicant's contracts are either cost-plus long-term contracts or Federal long-term contracts.

Part II Change in Valuing Inventories Including Cost Allocation Changes (Also complete Part III on pages 7 and 8.)

1 Attach a description of the inventory goods being changed

2 Attach a description of the inventory goods (if any) NOT being changed

3 a Is the applicant subject to section 263A? If "No," go to line 4a . . . . ☐ Yes ☐ No

b Is the applicant's present inventory valuation method in compliance with section 263A (see instructions)? If "No," attach a detailed explanation . . . . ☐ Yes ☐ No

4 a Check the appropriate boxes below

	Inventory Being Changed		Inventory Not Being Changed
	Present method	Proposed method	Present method
Identification methods.			
Specific identification			
FIFO			
LIFO			
Other (attach explanation)			
Valuation methods.			
Cost			
Cost or market, whichever is lower			
Retail cost			
Retail, lower of cost or market			
Other (attach explanation)			
b Enter the value at the end of the tax year preceding the year of change			

5 If the applicant is changing from the LIFO inventory method to a non-LIFO method, attach the following information (see instructions)

a Copies of Form(s) 970 filed to adopt or expand the use of the method

b **Only for applicants requesting advance consent.** A statement describing whether the applicant is changing to the method required by Regulations section 1 472-6(a) or (b), or whether the applicant is proposing a different method

c **Only for applicants requesting an automatic change.** The statement required by section 22 01(5) of the Appendix of Rev Proc 2008-52 (or its successor).

Part III Method of Cost Allocation (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

Section A - Allocation and Capitalization Methods

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following.

1 The method of allocating direct and indirect costs (i e , specific identification, burden rate, standard cost, or other reasonable allocation method)

2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method)

3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U S. ratio, or other reasonable allocation method).

Section B - Direct and Indirect Costs Required To Be Allocated

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460 Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

		Present method	Proposed method
1	Direct material		
2	Direct labor		
3	Indirect labor		
4	Officers' compensation (not including selling activities)		
5	Pension and other related costs		
6	Employee benefits		
7	Indirect materials and supplies		
8	Purchasing costs		
9	Handling, processing, assembly, and repackaging costs		
10	Offsite storage and warehousing costs		
11	Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12	Depletion		
13	Rent		
14	Taxes other than state, local, and foreign income taxes		
15	Insurance		
16	Utilities		
17	Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18	Engineering and design costs (not including section 174 research and experimental expenses)		
19	Rework labor, scrap, and spoilage		
20	Tools and equipment		
21	Quality control and inspection		
22	Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23	Licensing and franchise costs		
24	Capitalizable service costs (including mixed service costs)		
25	Administrative costs (not including any costs of selling or any return on capital)		
26	Research and experimental expenses attributable to long-term contracts		
27	Interest		
28	Other costs (Attach a list of these costs)		

Part III Method of Cost Allocation (see instructions) (continued)

Section C - Other Costs Not Required To Be Allocated (Complete Section C only if the applicant is requesting to change its method for these costs)

		Present method	Proposed method
1	Marketing, selling, advertising, and distribution expenses		
2	Research and experimental expenses not included in Section B, line 26		
3	Bidding expenses not included in Section B, line 22		
4	General and administrative costs not included in Section B		
5	Income taxes		
6	Cost of strikes		
7	Warranty and product liability costs		
8	Section 179 costs		
9	On-site storage		
10	Depreciation, amortization, and cost recovery allowance not included in Section B, line 11		
11	Other costs (Attach a list of these costs.)		

Schedule E - Change in Depreciation or Amortization (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants *must* provide this information for each item or class of property for which a change is requested.

Note. *See the* ***List of Automatic Accounting Method Changes*** *in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168.* ***Do not*** *file Form 3115 with respect to certain late elections and election revocations (see instructions).*

1 Is depreciation for the property determined under Regulations section 1 167(a)-11 (CLADR)? ☐ **Yes** ☐ **No**
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).

2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? ☐ **Yes** ☐ **No**
If "Yes," enter the applicable section ▶ ______________

3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under sections 168(f)(1), 179, or 179C)? ☐ **Yes** ☐ **No**
If "Yes," state the election made ▶ ______________

4a To the extent not already provided, attach a statement describing the property being changed Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.

b If the property is residential rental property, did the applicant live in the property before renting it? ☐ **Yes** ☐ **No**

c Is the property public utility property? ☐ **Yes** ☐ **No**

5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1 162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc.).

6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.

7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:

a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).

b The applicable asset class from Rev Proc. 87-56, 1987-2 C.B 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant

c The facts to support the asset class for the proposed method.

d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).

e The useful life, recovery period, or amortization period of the property

f The applicable convention of the property.

g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

Food Lion Charitable Foundation, Inc.

EIN #56-2279572

Attachment to Form 3115

Tax Year Ending December 31, 2010

This change of accounting method is made under the automatic change provision of Section 14.01(1)(a) of APPENDIX of Revenue Procedure 2008-52.

The applicant is Food Lion Charitable Foundation, Inc. (EIN: 56-2279572).

Page 3, Part IV, Question 25

Future grants payable recognized in 2009 of $210,000 representing commitments for years 2010-2012 was recorded on the accrual basis.

Food Lion Charitable Foundation
Statement of Activities
December 31, 2009

		31-Dec-09
Operating Revenue & Support		
Contribution from Food Lion	$	300,000
Bond Interest		437
Sweep Investment Income		
Other Contributions		
Golf Tournament 2009		540,990
Golf tournament 2010		0
Total operating revenue & support	$	841,427
Grants	$	574,246
Fundraising Expense		99,370
Consulting		
Shared Services Fee		42,000
Supplies		200
Bank Charges		1,368
	$	717,184
Increase in net assets	$	124,242
Net Assets January 1		(158,983)
Net Assets December 31	$	(34,741)

Food Lion Charitable Foundation
Statement of Financial Position
December 31, 2009

		31-Dec-09
Assets:		
Cash	**$**	**155,203**
Bonds (Note 2)		**20,056**
Total Assets	**$**	**175,259**
Liabilities (Note 3)	**$**	**210,000**
Net Assets - Unrestricted	**$**	**(34,741)**
Total Liabilities & Net Assets	**$**	**175,259**

Note 2: $32,000 in Series EE Savings Bonds were issued to the Foundation from Kraft in Dec. 2002/Jan 2003. They are reported at current value.

Note 3: Future grant commitments	$ 210,000	
Children's Hospital of the Kings Daughters	50,000	2010, 2011
Medical University of South Carolina	20,000	2010, 2011, 2012
Partners in Learning	30,000	May-10
NC Scottish Rite	20,000	May-10

Food Lion Charitable Foundation
Statement of Cash Flow
December 31, 2009

		31-Dec-09
Cash flows from operating activities		
Cash received from Food Lion	$	300,000
Cash received from Golf Tournament		540,990
Grants payable		(201,000)
Bank Fees		(1,368)
Shared Services Fee		(42,000)
Cost of Special Event		0
Fundraising Expense		(99,370)
Supplies		(200)
Grants paid		(574,246)
Net cash provided by operating activities	$	(77,194)
Cash flows from investing activites	$	-
Cash at Jan. 1, 2009	$	232,397
Cash at Dec. 31, 2009	$	155,203

Food Lion Charitable Foundation, Inc.
Salisbury, NC

FINANCIAL STATEMENTS

As of and for the Year Ended
December 31, 2010

Food Lion Charitable Foundation, Inc.

FINANCIAL STATEMENTS

CONTENTS

J. Alan Rutherford, CPA, P.A.

CERTIFIED PUBLIC ACCOUNTANT

F & M PROFESSIONAL CENTER
225 NORTH MAIN STREET • SUITE 302
SALISBURY, NORTH CAROLINA 28144

TELEPHONE: 704-633-4060
FASCIMILE: 704-633-0990

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Food Lion Charitable Foundation, Inc.
Salisbury, NC

I have audited the accompanying statement of financial position of Food Lion Charitable Foundation, Inc., (a nonprofit organization) as of December 31, 2010, and the related statements of activities and changes in net assets, cash flows and functional expenses for the year then ended. These financial statements are the responsibility of the Foundation's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted the audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Food Lion Charitable Foundation, Inc. as of December 31, 2010, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

J Alan Rutherford, CPA, P.A.
J. Alan Rutherford, CPA, P A

June 15, 2011

Food Lion Charitable Foundation, Inc.
Statement of Financial Position
As of December 31, 2010

ASSETS

CURRENT ASSETS	
Cash and cash equivalents	$ 431,843
Total Current Assets	431,843
NONCURRENT ASSETS	
Investments	20,490
Total Noncurrent Assets	20,490
TOTAL ASSETS	$ 452,333

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES	
Grants payable, current	$ 70,000
Total Current Liabilities	70,000
NONCURRENT LIABILITIES	
Grants payable, noncurrent	20,000
Total Noncurrent Liabilities	20,000
Total Liabilities	90,000
NET ASSETS	
Unrestricted	362,333
Temporarily restricted	-
Total Net Assets	362,333
TOTAL NET ASSETS	$ 452,333

The Notes to the Financial Statements are an integral part of these statements

Food Lion Charitable Foundation, Inc.
Statement of Activities and Changes in Net Assets
For The Year Ending December 31, 2010

Support and revenue:	
Contributions and Grants	$ 300,000
Special events and fundraisers	803,804
Interest income	434
Total support and revenue	1,104,238
Expenses:	
Program Services	560,300
Supporting services:	
Management and general	42,790
Fund-raising and special events	104,074
Total supporting services	146,864
Total Expenses	707,164
Increase in unrestricted net assets	397,074
Net Assets, Beginning of Year	(34,741)
Net Assets, End of Year	$ 362,333

The Notes to the Financial Statements are an integral part of these statements

Food Lion Charitable Foundation, Inc.
Statement of Cash Flows
For the Year Ended December 31, 2010

Cash Flows from Operating Activities:	
Increase (decrease) in net assets	$ 397,074
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:	
Increase (decrease) in grants payable	(120,000)
Net cash provided (used) by operating activities	277,074
Cash Flows from Investing Activities:	
(Increase) decrease in FMV of Bonds	(434)
Net cash provided (used) by investing activities	(434)
Net increase (decrease) in cash and cash Equivalents	276,640
Cash and Cash Equivalents:	
Beginning of Year	155,203
End of Year	$ 431,843

The Notes to the Financial Statements are an integral part of these statements

Food Lion Charitable Foundation, Inc.
Statement of Functional Expenses
For the Year Ending December 31, 2010

	Program Services	Supporting Services: Mgmt & General	Supporting Services: Fund-Raising	Total
Specific assistance to individuals	$ 560,300	$ -	$ -	$ 560,300
Shared Services, Administrative	-	42,000	-	42,000
Special events	-	-	104,074	104,074
Solicitation fees	-	400	-	400
Bank charges and miscellaneous	-	390	-	390
Total Expenses	$ 560,300	$ 42,790	$ 104,074	$ 707,164

The Notes to the Financial Statements are an integral part of these statements

Food Lion Charitable Foundation, Inc.
Notes to Financial Statements
For the year ended December 31, 2010

Note 1 – Nature of the Organization

Food Lion Charitable Foundation, Inc (the "Foundation") is a nonprofit organization incorporated in North Carolina on October 31, 2001 which was formed exclusively for charitable and humanitarian purposes and for making gifts to other Internal Revenue Code (hereinafter, "IRC") §501(c)(3) organizations as the Foundation's Board of Directors deems appropriate. The Foundation's focus is to provide financial support for programs and organizations dedicated to eliminating hunger through Feeding America and United Way member agencies

Note 2 – Summary of Significant Accounting Policies

Significant accounting policies are as follows:

Method of Accounting – The financial statements of the Foundation have been prepared utilizing the accrual basis of accounting.

Basis of Presentation – The financial statements of the Foundation are presented in conformity with generally accepted accounting principles relating to not-for-profit entities. Under those standards, net assets and revenues, gains, expenses and losses are classified based on the absence or existence and nature of donor-imposed restrictions as follows:

Unrestricted net assets – Net assets that are not subject to donor-imposed stipulations.

Temporarily restricted net assets – Net assets subject to donor-imposed stipulations that can be fulfilled by actions of the Foundation pursuant to those stipulations or that expire by the passage of time.

Permanently restricted net assets – Net assets subject to donor-imposed stipulations that they be maintained permanently by the Foundation. Generally, the donors of such assets would permit the Foundation to use all or part of the income earned on the assets.

The entire amount of net assets of the Foundation at December 31, 2010 is unrestricted.

Use of Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Income Tax Status – The Foundation is exempt from federal income tax under IRC §501(c)(3) If the Foundation earned income from certain activities not directly related to its tax-exempt purpose, such income would be subject to taxation as unrelated business income In addition, the

Foundation qualifies for the charitable contribution deduction allowable under IRC §170(b)(1)(B), and has been classified as a private foundation under IRC §509(a).

Generally the Internal Revenue Service may examine a tax return for three years from the date it is filed. At December 31, 2010, tax years ended December 31, 2009, 2008 and 2007 remained open for possible examination by the IRS.

Contributions – The Foundation accounts for contributions in conformity with generally accepted accounting principles relating to Not-for-Profit entities. Contributions are recognized as revenues in the period earned.

Note 3 – Description of Program and Supporting Services

The following are descriptions of the activities of the Foundation:

Program Services – Provides financial support to programs and organizations dedicated to eliminating hunger through Feeding America and United Way member agencies.

Management and General – Includes the functions necessary to provide coordination and articulation of the Foundation's program strategy; secure proper administrative functioning of the Board of Directors, and manage the financial and budgetary responsibilities of the Foundation.

Fundraising Provides the structure necessary to encourage and secure private financial support from individuals and corporations.

Note 4 – Concentration of Credit Risk

Financial instruments, which potentially subject the Foundation to concentration of credit risk, consist primarily of demand deposits. At December 31, 2010, the Foundation's cash balance exceeded the $250,000 insured limit as set forth by the Federal Deposit Insurance Corporation by $181,843.

Note 5 – Investments

Investments consist of Bonds received from a donor, and are presented at fair value. Investments at December 31, 2010 are summarized as follows:

Serial #/Series	Issue Price	Fair Value	Maturity	Interest Rate
x5929501/EE	$ 5,000	$ 6,404	12/2032	1.50%
x5929502/EE	5,000	6,404	12/2032	1.50%
x5929503/EE	5,000	6,404	12/2032	1.50%
m76461512/EE	500	639	1/2033	2.16%
m76461511/EE	500	639	1/2033	2.16%
	$ 16,000	$ 20,490		

Note 6 – Grants Payable

The Foundation is obligated as of December 31, 2010 under remaining multi-year grant commitments, summarized as follows.

	2011	2012
King's Daughter Childrens Hospital	$ 50,000	$ -
Medical University of South Carolina	20,000	20,000
	$ 70,000	$ 20,000

Future obligations under Grants Payable are summarized as follows for the years ending December 31

2011	$ 70,000
2012	20,000
2013	-
2014	-
2015	-

Note 7 – Related Party Transactions

During the year ended December 31, 2010, Food Lion provided administrative services to the Foundation at a cost of $ 12,000

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization Food Lion Charitable Foundation, Inc.	**Employer identification number** 56-2279572
	Number, street, and room or suite no. If a P O box, see instructions. 2110 Executive Drive	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. Salisbury, NC 28145	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ Chris Blumenthal

Telephone No. ▶ 704-633-8250 FAX No. ▶ 704-645-4490

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [X] calendar year 20 10 or
▶ [ ] tax year beginning ______, 20 __, and ending ______, 20 __

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☐

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization Food Lion Charitable Foundation, Inc.	**Employer identification number** 56-2279572
File by the extended due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions. 2110 Executive Drive	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Salisbury, NC 28145	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . ☐☐

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ ____________________

Telephone No. ▶ ____________________ FAX No. ▶ ____________________

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) __________ . If this is for the whole group, check this box . . . . . . ▶ ☐ If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until ____________________ , 20 ____ .

5 For calendar year ______ , or other tax year beginning ______________ , 20 ____ , and ending ______________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ____________________

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ Tax Manager Date ▶ 5-13-11

JSA

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