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Form 990-PF

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

OMB No 1545-0052

2011

Department of the Treasury Internal Revenue Service

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation: THE FLAGLER FOUNDATION; Employer identification number: 54-6051282; Telephone number: (804) 639-0399; City: RICHMOND, VA 23221; Accounting method: Cash

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

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

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	64,602	21,920	21,920	
	2 Savings and temporary cash investments	502,942	373,896	373,896	
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	242,107			
	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)	15,103,862	15,510,465	16,022,680	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	925,000	772,500	772,500		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	16,838,513	16,678,781	17,190,996		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable	925,000	772,500		
	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 ▶ _____)	17	96			
23 Total liabilities (add lines 17 through 22)	925,017	772,596			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	15,913,496	15,906,185		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	15,913,496	15,906,185			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	16,838,513	16,678,781			

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	15,913,496
2	Enter amount from Part I, line 27a	2	-7,311
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,906,185
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,906,185

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	536,339
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))
2010	910,936	17,333,850	0.052552
2009	827,297	15,377,832	0.053798
2008	1,072,328	18,923,764	0.056666
2007	1,100,091	22,365,475	0.049187
2006	1,093,981	21,263,228	0.051449
2	Total of line 1, column (d).		2 0.263652
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.052730
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 17,258,178
5	Multiply line 4 by line 3.		5 910,024
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 9,246
7	Add lines 5 and 6.		7 919,270
8	Enter qualifying distributions from Part XII, line 4.		8 919,819

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,246
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	9,246
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	9,246
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,924
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	9,924
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	678
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 678 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ VA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of YOUNT HYDE BARBOUR PC Telephone no (804) 553-1900 Located at 4405 COX ROAD SUITE 225 GLEN ALLEN VA ZIP+4 23060			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
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 2011?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

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

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

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

Total number of other employees paid over \$50,000. 0

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

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

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

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
3 All other program-related investments. See page 24 of the instructions	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	17,378,988
b	Average of monthly cash balances.	1b	57,359
c	Fair market value of all other assets (see page 24 of the instructions).	1c	84,646
d	Total (add lines 1a, b, and c).	1d	17,520,993
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	17,520,993
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	262,815
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,258,178
6	Minimum investment return. Enter 5% of line 5.	6	862,909

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	862,909
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	9,246
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	9,246
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	853,663
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	853,663
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	853,663

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	919,819
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	919,819
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	9,246
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	910,573

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				853,663
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				64,853
b From 2007.				19,055
c From 2008.				137,499
d From 2009.				65,631
e From 2010.				54,167
f Total of lines 3a through e.	341,205			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>919,819</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.				853,663
e Remaining amount distributed out of corpus	66,156			
5 Excess distributions carryover applied to 2011 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	407,361			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	64,853			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	342,508			
10 Analysis of line 9				
a Excess from 2007.				19,055
b Excess from 2008.				137,499
c Excess from 2009.				65,631
d Excess from 2010.				54,167
e Excess from 2011.				66,156

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 2011, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

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

APPLICATIONS SHOULD BE SUBMITTED IN LETTER PROPOSAL FORM

c Any submission deadlines

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

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

NONE

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 892,500
b <i>Approved for future payment</i>				
Total				3b 0

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following...; a Transfers from the reporting foundation...; b Other transactions...; c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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...

Table with 4 columns: (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 [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Signature of officer or trustee: ***** Date: 2012-05-14 Title: *****

Sign Here

Preparer's information: Preparer's Signature: NANCY G COCHRAN CPA, Date, Check if self-employed, PTIN: P00236906. Firm's name: YOUNT HYDE & BARBOUR PC, Firm's address: 4405 COX ROAD SUITE 225, GLEN ALLEN, VA 23060, Firm's EIN: 54-1149263, Phone no: (804) 553-1900.

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

Additional Data

Software ID:

Software Version:

EIN: 54-6051282

Name: THE FLAGLER FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
67 SHS ISHARES TR BARCLAYS TIPS BD ETF	P	2010-01-01	2011-04-07
200 SHS ISHARES TR BARCLAYS TIPS BD ETF	P	2010-01-01	2011-06-14
2,058 SHS ISHARES TR BARCLAYS TIPS BD ETF	P	2010-01-01	2011-09-21
500 741 SHS INVESCO SMALL CAP GROWTH-I	P	2010-01-01	2011-04-07
16,504 251 SHS INVESCO SMALL CAP GROWTH-I	P	2010-01-01	2011-09-21
1,773 109 SHS ADVISORS CAMBIAR SMALL CAP-I	P	2010-01-01	2011-10-28
5,836 82 SHS FEDERATED STRATEGIC VALUE-I	P	2010-01-01	2011-10-28
3,480 754 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2010-01-01	2011-01-28
1,113 052 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2010-01-01	2011-04-07
3,489 100 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2010-01-01	2011-09-21
923 237 SHS GOLDMAN SACHS GROWTH OPPTYS-I	P	2010-01-01	2011-10-28
1,235 938 SHS HARBOR CAP APPRECIATION-I	P	2010-01-01	2011-04-07
1,685 978 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2010-01-01	2011-04-07
3,284 453 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2010-01-01	2011-09-21
1,250 644 SHS HARTFORD DIVIDEND & GROWTH-Y	P	2010-01-01	2011-10-28
1,674 385 SHS THE JENSEN PORTFOLIO-I	P	2010-01-01	2011-04-07
5,926 111 SHS THE JENSEN PORTFOLIO-I	P	2010-01-01	2011-09-21
49,857 095 SHS THE JENSEN PORTFOLIO-I	P	2010-01-01	2011-10-28
5,927 509 SHS JPMORGAN TR I US EQUITY-I	P	2010-01-01	2011-04-07
196,508 737 SHS JPMORGAN TR I US EQUITY-I	P	2010-01-01	2011-09-21
694 104 SHS LEGG MASON BATTERYMRC EMRG MKTS-I	P	2010-01-01	2011-04-07
204 057 SHS LEGG MASON BATTERYMRC EMRG MKTS-I	P	2010-01-01	2011-10-28
1,987 272 SHS MFS RESEARCH INTL-I	P	2010-01-01	2011-04-07
2,355 205 SHS MFS RESEARCH INTL-I	P	2010-01-01	2011-09-21
3,770 122 SHS MFS RESEARCH INTL-I	P	2010-01-01	2011-10-28
8,691 067 SHS MANNING & NAPIER WORLD OPPTYS-A	P	2010-01-01	2011-10-28
1,499 521 SHS PIMCO LOW DURATION-I	P	2010-01-01	2011-04-07
9,292 953 SHS PIMCO LOW DURATION-I	P	2010-01-01	2011-09-21
36,832 413 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-01-28
3,412 466 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-04-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
27,233 23 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-06-14
55,269 653 SHS PIMCO TOTAL RETURN-I	P	2010-01-01	2011-09-21
1,235 377 SHS PIMCO INVT GRADE CORP BD-I	P	2010-01-01	2011-04-07
14,684 161 SHS T ROWE PRICE REAL ESTATE FD	P	2010-01-01	2011-01-28
880 764 SHS TEMPLETON GLOBAL BD-ADV	P	2010-01-01	2011-04-07
4,751 166 SHS TEMPLETON GLOBAL BD-ADV	P	2010-01-01	2011-09-21
2,543 605 SHS RIDGEWORTH FD-SMALLCAP VAL EQ #RGD6	P	2010-01-01	2011-01-28
30,921 394 SHS RIDGEWORTH FD-SMALLCAP VAL EQ #RGD6	P	2010-01-01	2011-04-07
8,190 009 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #RGD5	P	2010-01-01	2011-01-28
1,859 193 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #RGDS	P	2010-01-01	2011-04-07
61,710 875 SHS RIDGEWORTH FD-MIDCAP VAL EQTY#RGDS	P	2010-01-01	2011-09-21
221 526 SHS RIDGEWORTH FD-MIDCAP VAL EQTY #RGDS	P	2010-01-01	2011-09-26
2,158 806 SHS RIDGEWORTH FD-LARGE CAP VAL EQUITY #RGD4	P	2010-01-01	2011-04-07
4,170 644 SHS RIDGEWORTH FD-LARGE CAP VAL EQUITY #RGD4	P	2010-01-01	2011-10-28
95,785 44 SHS RIDGEWORTH FD-TOTAL RETURN BD #RGCP	P	2010-01-01	2011-01-28
1,781 853 SHS RIDGEWORTH FD-TOTAL RETURN BD #RGCP	P	2010-01-01	2011-04-07
1,542 49 SHS RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	P	2010-01-01	2011-04-07
32,435 13 SHS RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	P	2010-01-01	2011-06-14
19,804 297 SHS RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	P	2010-01-01	2011-09-21
10,554 907 SHS RIDGEWORTH FD-SEIX FLT HIGH INCM #RGCJ	P	2010-01-01	2011-09-21
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,280		7,180	100
22,015		20,978	1,037
239,678		213,950	25,728
16,895		15,047	1,848
456,012		495,953	-39,941
31,650		34,664	-3,014
27,900		26,302	1,598
85,000		69,525	15,475
28,995		21,693	7,302
75,225		68,002	7,223
22,250		17,994	4,256
47,460		45,433	2,027
34,630		33,256	1,374
57,675		64,605	-6,930
24,275		24,600	-325
47,720		45,526	2,194
147,975		158,312	-10,337
1,354,617		1,212,166	142,451
63,780		61,658	2,122
1,841,287		1,769,701	71,586
17,540		16,439	1,101
4,275		4,881	-606
32,790		31,545	1,245
32,125		39,073	-6,948
58,550		59,415	-865
70,050		62,141	7,909
15,685		15,614	71
96,275		96,779	-504
400,000		422,191	-22,191
37,230		36,974	256

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
300,000		294,701	5,299
604,650		598,166	6,484
13,095		13,014	81
260,937		235,659	25,278
12,225		11,821	404
61,100		66,041	-4,941
35,000		45,658	-10,658
455,781		353,816	101,965
100,000		99,462	538
23,965		20,878	3,087
601,681		551,213	50,468
2,158		2,160	-2
29,295		34,692	-5,397
52,425		63,917	-11,492
1,000,000		991,879	8,121
18,460		18,033	427
15,610		15,401	209
325,000		307,010	17,990
186,556		184,200	2,356
90,350		94,572	-4,222
145,102			145,102

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			100
			1,037
			25,728
			1,848
			-39,941
			-3,014
			1,598
			15,475
			7,302
			7,223
			4,256
			2,027
			1,374
			-6,930
			-325
			2,194
			-10,337
			142,451
			2,122
			71,586
			1,101
			-606
			1,245
			-6,948
			-865
			7,909
			71
			-504
			-22,191
			256

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			5,299
			6,484
			81
			25,278
			404
			-4,941
			-10,658
			101,965
			538
			3,087
			50,468
			-2
			-5,397
			-11,492
			8,121
			427
			209
			17,990
			2,356
			-4,222
			145,102

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RICHMOND SPCA2519 HERMITAGE RD RICHMOND,VA 23220	NONE		ANIMAL WELFARE	5,000
RICHMOND BALLET407 EAST CANAL STREET RICHMOND,VA 23219	NONE		ARTS	10,000
THE PIEDMONT SCHOOL815 OLD MILL ROAD HIGH POINT,NC 27265	NONE		EDUCATION	20,000
ST CATHERINE'S SCHOOL6001 GROVE AVENUE RICHMOND,VA 23226	NONE		EDUCATION	67,500
ST CHRISTOPHER'S SCHOOL711 ST CHRISTOPHERS ROAD RICHMOND,VA 23226	NONE		EDUCATION	50,000
CHARLES CITY COUNTY LIBRARY PO BOX 156 CHARLES CITY,VA 230300156	NONE		EDUCATION	50,000
HIGHLAND SCHOOL597 BROADVIEW AVENUE WARRENTON,VA 20186	NONE		EDUCATION	50,000
CHILDREN'S HOSPITAL FOUNDATION2924 BROOK ROAD RICHMOND,VA 23220	NONE		HEALTH CARE	5,000
DOCTORS WITHOUT BORDERSPO BOX 5030 HAGERSTOWN,MD 21741	NONE		HEALTH CARE	10,000
BOARD OF EDUCATION THE LIBERTY HALL RESTORATIONPO BOX 128 KENANSVILLE,NC 28349	NONE		HISTORIC PRESERVATION	5,000
FLAGLER HOME8000 BROOK ROAD RICHMOND,VA 23227	NONE		SOCIAL SERVICES	435,000
ST JOSEPH'S VILLA8000 BROOK ROAD RICHMOND,VA 23227	NONE		SOCIAL SERVICES	65,000
BOYS & GIRLS CLUBS OF GREATER HIGH POINTPO BOX 2834 HIGH POINT,NC 27261	NONE		SOCIAL SERVICES	15,000
FEEDMORE1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE		SOCIAL SERVICES	20,000
CROSSOVER MINISTRY8600 QUIOCCASIN RD RICHMOND,VA 23229	NONE		SOCIAL SERVICES	10,000
GATEWAY HOMES11901 REEDY BRANCH ROAD CHESTERFIELD,VA 23838	NONE		SOCIAL SERVICES	5,000
A GRACE PLACE ADULT CENTER 8030 STAPLES MILL RD RICHMOND,VA 23228	NONE		SOCIAL SERVICES	10,000
GREATER RICHMOND CHILDREN'S CHOIRPO BOX 8595 RICHMOND,VA 23226	NONE		SOCIAL SERVICES	10,000
AMERICAN RED CROSS300 CHASE PARK SOUTH HOOVER,AL 35244	NONE		SOCIAL SERVICES	50,000
Total				892,500

TY 2011 Accounting Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	6,668	4,001		2,667

TY 2011 Investments - Other Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAND AND MINERAL RIGHTS	AT COST	84,646	84,646
611.138 SHS LIGHTHOUSE DIVERSIFIED LTD OFFSHORE FD	AT COST	1,000,000	1,004,138
281,527.839 SHS FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL	AT COST	1,267,523	1,368,225
42,478.168 SHS FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL	AT COST	454,084	469,384
43,006.739 SHS LEGG MASON GLOBAL TR BATTERYMARCH EMERGING MARKETS TR INSTL	AT COST	745,973	808,957
65,712.739 SHS MFS FDS RESEARCH INTL FD INSTL CL	AT COST	774,879	902,236
52,975.555 SHS PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL	AT COST	417,855	346,460
34,522.252 SHS GOLDMAN SACHS TR GROWTH OPPORTUNITES FD INSTL CL	AT COST	678,804	762,251
78,191.474 SHS T ROWE PRICE FDS LARGE-CAP GROWTH FD INSTL CL	AT COST	1,340,741	1,260,447
52,043.541 SHS HARTFORD MUT FDS DIVIDEND & GROWTH INSTL FD CL Y	AT COST	945,140	996,113
51,404.210 SHS HARBOR FD CAP APPRECIATION FD INSTL CL	AT COST	1,691,186	1,896,815
119,151.653 SHS MANNING & NAPIER FDS WORLD OPPTYS SER CL A	AT COST	845,427	789,975
29,326.344 SHS NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	AT COST	260,843	261,298
43,628.082 SHS PIMCO FDS LOW DURATION FD INSTL CL	AT COST	453,994	448,933
34,979.187 SHS PIMCO FDS TOTAL RETURN FD INSTL CL	AT COST	378,356	380,224
58,599.479 SHS PIMCO FDS PAC INVT MGMT SER INVT GRADE CORP BD FD INSTL CL	AT COST	618,510	606,505
34,689.218 SHS TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL	AT COST	465,266	429,106
19,324.520 SHS ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL	AT COST	375,590	325,618
107,092.982 SHS RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #RGD4	AT COST	1,208,293	1,332,237
105,367.216 SHS RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP	AT COST	1,091,413	1,135,859
17,230.232 SHS RIDGEWORTH FD-SEIX FLTG RT HIGH INCM I SHS #RGCJ	AT COST	154,122	149,042
23,867.329 SHS RIDGEWORTH FD-LTD TERM FED MTG SECS I SHS#RGCM	AT COST	257,820	264,211

TY 2011 Legal Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,382	829		553

TY 2011 Other Assets Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEFERRED CONTRIBUTION	925,000	772,500	772,500

TY 2011 Other Expenses Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	2,160	1,296		864
PAYROLL SERVICE FEE	177	106		71
ANNUAL REPORT FEE	61	37		24

TY 2011 Other Income Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LITIGATION PROCEEDS - ENRON CLASS ACTION	6,505	6,505	6,505
LITIGATION PROCEEDS - VS BOA CORP CLASS ACTION	12	12	12
LITIGATION PROCEEDS - MAXIM INTEGRATED PRODS INC CLASS ACTION	501	501	501
LITIGATION PROCEEDS - TYCO CLASS ACTION	21	21	21
LITIGATION PROCEEDS - ROYAL DUTCH SCHELL CLASS ACTION	40	40	40
LITIGATION PROCEEDS - VERITAS CLASS ACTION	180	180	180
LITIGATION PROCEEDS - MOTOROLA SEC CLASS ACTION	135	135	135
LITIGATION PROCEEDS - MEYERS CLASS ACTION	382	382	382
LITIGATION PROCEEDS - CONVERSE TECH CLASS ACTION	2,591	2,591	2,591
LITIGATION PROCEEDS - VARIOUS CLASS ACTION LAWSUITS	1,300	1,300	1,300

TY 2011 Other Liabilities Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAXES PAYABLE	17	96

TY 2011 Other Professional Fees Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	45,776	45,776		0

TY 2011 Taxes Schedule

Name: THE FLAGLER FOUNDATION

EIN: 54-6051282

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	900	450		450
EXCISE TAXES	12,105	0		0