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

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation FLOWERS FAMILY FOUNDATION		A Employer identification number 30-6036225
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O JOANNE FLOWERS DUNCAN, 151 ROSE LAKE ROAD		B Telephone number (see instructions) 803-359-3399
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON, SC 29072-7666		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 794896	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	0	0		Statement 1
	4 Dividends and interest from securities	14021	14021		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19981			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		19981		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	213174			
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	689	689		Statement 3	
12 Total. Add lines 1 through 11	34691	34691			
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)	4997	4997		Statement 4
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	722	722		Statement 5
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	56	56		Statement 6
	24 Total operating and administrative expenses. Add lines 13 through 23	5775	5775		
	25 Contributions, gifts, grants paid	34075			
26 Total expenses and disbursements. Add lines 24 and 25	39850	5775			
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5159				
b Net investment income (if negative, enter -0-)		28916			
c Adjusted net income (if negative, enter -0-)					

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			5399	11277	11277
	2 Savings and temporary cash investments			20461	28880	28880
	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 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)			665601	646145	754739
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment: basis ▶					
Liabilities	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)			691461	686302	794896
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0	0	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			819869	819869	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds			-128408	-133567	
	30 Total net assets or fund balances (see instructions)			691461	686302	
	31 Total liabilities and net assets/fund balances (see instructions)			691461	686302	

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	691461
2 Enter amount from Part I, line 27a	2	-5159
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	686302
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	686302

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 SHORT-TERM GAIN ON SECURITIES—SEE SCHEDULE B	P		
b LONG-TERM GAIN ON SECURITIES—SEE SCHEDULE B	P		
c CLASS ACTION PROCEEDINGS—SCHEDULE B			
d CAPITAL GAIN DISTRIBUTIONS—SCHEDULE B			
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 67793		64670	3123
b 142896		128523	14373
c 55			55
d 2430			2430
e			

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	19981
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 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 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))
2012	33500	639174	0.052411
2011	52200	703983	0.074150
2010	62990	691075	0.091148
2009	54090	642484	0.084189
2008	83762	854363	0.098040

2 Total of line 1, column (d)	2	399938
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	0.0799876
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	699001
5 Multiply line 4 by line 3	5	55911
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	294
7 Add lines 5 and 6	7	56205
8 Enter qualifying distributions from Part XII, line 4 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.	8	34075

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		578
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		578
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		578
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		400
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		400
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		178
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 2014 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW JERSEY- SEE STATEMENT 7		
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>		✓
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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 instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	✓	
14	The books are in care of ▶ <u>JOANNE FLOWERS DUNCAN</u> Telephone no. ▶ <u>803-359-3399</u> Located at ▶ <u>151 ROSE LAKE ROAD, LEXINGTON, SC</u> ZIP+4 ▶ <u>29072-7666</u>			
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			
16	At any time during calendar year 2013, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No ✓

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 instructions)? 1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c		✓
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ 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 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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.</i>) 3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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 2013?	4b	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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 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 STATEMENT # 8				

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 ☐

NONE

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 instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE.....	
.....	
2	
.....	
3	
.....	
4	
.....	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE.....	
.....	
2	
.....	
All other program-related investments. See instructions.	
3 NONE.....	
.....	
Total. Add lines 1 through 3 ▶	NONE

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	690911
b	Average of monthly cash balances	1b	18735
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	709646
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	709646
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10645
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	699001
6	Minimum investment return. Enter 5% of line 5	6	34950

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

1	Minimum investment return from Part X, line 6	1	34950
2a	Tax on investment income for 2013 from Part VI, line 5	2a	578
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	578
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34372
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	34372
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34372

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	34075
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	34075
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 instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34075

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				34372
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 41336				
b From 2009 22031				
c From 2010 28656				
d From 2011 17989				
e From 2012 1894				
f Total of lines 3a through e	111906			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 34075				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				34075
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	297			297
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	111609			
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 instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	41039			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	70570			
10 Analysis of line 9:				
a Excess from 2009 22031				
b Excess from 2010 28656				
c Excess from 2011 17989				
d Excess from 2012 1894				
e Excess from 2013 0				

Part XIV Private Operating Foundations (see 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 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part 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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

[illegible]

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) is based on all information of which preparer has any knowledge.

Walter F. Duncan
Signature of officer or trustee

5-14-14
Date

TRUSTEE/CFO
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

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.

FLOWERS FAMILY FOUNDATION

PAGE 1

FORM 990 PF

FEDERAL STATEMENTS 1 THROUGH 8

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSE PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
<u>STATEMENT 1</u>		
<u>FORM 990-PF, PART I - LINE 3 INTEREST ON TEMPORARY INVESTMENTS</u>		
BNY MELLON BANK INTEREST INCOME	0	0
<u>STATEMENT 2</u>		
<u>FORM 990-PF, PART I - LINE 4 DIVIDENDS & INTEREST FROM SECURITIES</u>		
BNY MELLON BANK DIVIDENDS	14,021	14,021
<u>STATEMENT 3</u>		
<u>FORM 990-PF, PART I - LINE 11 OTHER INCOME</u>		
2012 TAX OVERPAYMENT	635	
2013 NON-DIVIDEND DISTRIBUTIONS	122	
2013 INGERSOLL-RAND ADJUSTMENT OF TAX BASIS	-68	
TOTAL OTHER INCOME	689	689

FLOWERS FAMILY FOUNDATION

FORM 990 PF

FEDERAL STATEMENTS 1 THROUGH 8

PAGE 2

<u>DESCRIPTION</u>	<u>REVENUE & EXPENSE PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
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STATEMENT 4

FORM 990-PF, PART I - LINE 16c OTHER PROFESSIONAL FEES

BNY MELLON BANK INVESTMENT FEES

4,997	4,997
-------	-------

STATEMENT 5

FORM 990-PF, PART I LINE 18 TAXES

FOREIGN TAXES PAID
2013 ESTIMATED TAX PAYMENTS EXCISE TAX
TOTAL TAXES

322	322
400	400
<u>722</u>	<u>722</u>

STATEMENT 6

FORM 990-PF, PART I - LINE 23 OTHER EXPENSES

POSTAGE
CHECK EXPENSE
TOTAL OTHER EXPENSES

8	8
48	48
<u>56</u>	<u>56</u>

STATEMENT 7

FORM 990-PF, PART 7a-LINE 8b

Foundation raised less than \$ 10,000 and is therefore exempt from filing in NJ.

Activity detail

Date	Transaction description	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
08/01/2013	Beginning balances			\$ 16,886.50	\$ 2,749.85	
Date	Transaction type	Shares	Transaction description	Principal cash	Income cash	Realized gain (or loss)
08/01/2013	Sale	80	Sandisk Corp @ 55.5427	\$ 4,441.98		\$ -496.09
08/01/2013	Purchase	10	Vmware Inc-Class A @ 81.8650	-818.83		
08/01/2013	Purchase	30	Vmware Inc-Class A @ 82.5756	-2,477.81		
08/01/2013	Purchase	10	Citrix Sys Inc @ 68.5540	-685.72		
08/01/2013	Income	70	Earned On AT&T Inc		31.50	
08/01/2013	Income	130	Earned On Bristol-Myers Squibb Co		45.50	
08/01/2013	Income	100	Earned On Freeport McMoran Copper & Gold Inc		31.25	
08/01/2013	Income	90	Earned On Verizon Communications Inc		46.35	
08/01/2013	Income	6,670.193	Earned On BNY Mellon Bond Fund-M		200.11	
08/02/2013	Sale	10	PNC Financial Services Group @ 75.6630	756.23		230.65
08/02/2013	Purchase	10	Ocwen Financial Corp @ 47.5040	-475.44		
08/02/2013	Income	70	Earned On Yum! Brands Inc		23.45	
08/02/2013	Adjustment		Book Value Of Ingersoll-Rand PLC Adjusted By \$62.54- Old: \$4,477.13 /New: \$4,414.59 Basis Change On Divs Treated As Return Of Capital			
08/02/2013	Adjustment		Fed Basis Of Ingersoll-Rand PLC Old: \$4,073.55 /New: \$4,011.01 Basis Change On Divs Treated As Return Of Capital			
08/02/2013	Adjustment		Book Value Of Ingersoll-Rand PLC Adjusted By \$6.25- Old: \$4,414.59 /New: \$4,408.34 Basis Change On Divs Treated As Return Of Capital			



NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK	COMPENSATION	CONTRIBUTIONS TO	
			BENEFIT PLANS	EXPENSE ACCOUNT
JOANNE FLOWERS DUNCAN 151 ROSE LAKE ROAD LEXINGTON, SC 29072-7999	TRUSTEE/CFO NONE	0	0	0
FRANCIS W. FLOWERS, JR. C/O GENERAL ENGINES CO., INC. 14893 HIGHWAY 27 LAKE WALES, FL 33859-2541	TRUSTEE NONE	0	0	0
MICHAEL J. FLOWERS 2 SHANNON LANE MANTUA, NJ. 08051	TRUSTEE NONE	0	0	0
STEVEN W. FLOWERS C/O INTERSTATE TRAILERS 1101 HERITAGE HIGHWAY MANSFIELD, TX 76063	TRUSTEE NONE	0	0	0
CAROL FLOWERS CARMASINO 31 COVE ROAD MOORESTOWN, NJ 08057-3949	TRUSTEE NONE	0	0	0

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
28,879.69 CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 28,879.69	\$ 28,879.69		\$ 0.00	0.0%	3.7%
Principal Cash	-6,772.39					
Income Cash	6,772.39					
Total cash and cash equivalents	\$ 28,879.69	\$ 28,879.69	\$ 0.00	\$ 0.00		3.7%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
6,764.434	BNY Mellon Bond Fund	\$ 12.7200	\$ 86,043.60	\$ 83,442.62	\$ 2,600.98	\$ 2,523.13	2.9%	11.0%
Total taxable pooled vehicle			\$ 86,043.60	\$ 83,442.62	\$ 2,600.98	\$ 2,523.13		11.0%
Total taxable fixed income			\$ 86,043.60	\$ 83,442.62	\$ 2,600.98	\$ 2,523.13		11.0%
Total fixed income			\$ 86,043.60	\$ 83,442.62	\$ 2,600.98	\$ 2,523.13		11.0%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
32	Activis PLC (ACT)	\$ 168.0000	\$ 5,376.00	\$ 4,608.32	\$ 767.68	\$ 0.00	0.0%	0.7%
110	Aon PLC (AON)	83.8900	9,227.90	5,447.63	3,780.27	77.00	0.8	1.2
20	Accenture PLC (ACN)	82.2200	1,644.40	1,147.79	496.61	37.20	2.3	0.2
100	Eaton Corp PLC (ETN)	76.1200	7,612.00	5,165.50	2,446.50	168.00	2.2	1.0
130	Ingersoll-Rand PLC (IR)	61.6000	8,008.00	4,632.76	3,375.24	109.20	1.4	1.0

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
240	Invesco Limited (IVZ)	36.4000	8,736.00	4,836.32	3,899.68	216.00	2.5	1.1
110	Avago Technologies (AVGO)	52.8790	5,816.69	4,666.02	1,150.67	110.00	1.9	0.7
70	AT&T Inc (T)	35.1600	2,461.20	2,562.80	-101.60	128.80	5.2	0.3
100	Adobe Systems Inc (ADBE)	59.8790	5,987.90	3,867.26	2,120.64	0.00	0.0	0.8
1,100	Alcatel-Lucent (ALU) Sponsored ADR	4.4000	4,840.00	4,271.55	568.45	0.00	0.0	0.6
43	Allergan Inc (AGN)	111.0800	4,776.44	4,647.42	129.02	8.60	0.2	0.6
23	Amazon.Com Inc (AMZN)	398.7900	9,172.17	4,648.60	4,523.57	0.00	0.0	1.2
52	Amgen Inc (AMGN)	114.0800	5,932.16	6,075.31	-143.15	126.88	2.1	0.8
28	Apple Inc (AAPL)	561.0200	15,708.56	7,663.37	8,045.19	341.60	2.2	2.0
80	Beam Inc (BEAM)	68.0600	5,444.80	4,995.26	449.54	72.00	1.3	0.7
130	Bristol-Myers Squibb Company (BMY)	53.1500	6,909.50	6,126.22	783.28	187.20	2.7	0.9
80	Cabot Oil & Gas Corp Cl A (COG)	38.7600	3,100.80	2,859.91	240.89	6.40	0.2	0.4
70	Capital One Financial Corporation (COF)	76.6100	5,362.70	3,765.58	1,597.12	84.00	1.6	0.7
50	Caterpillar Inc (CAT)	90.8100	4,540.50	3,217.41	1,323.09	120.00	2.6	0.6
90	Celanese Corp (CE) Series A	55.3100	4,977.90	3,901.23	1,076.67	64.80	1.3	0.6
220	Centerpoint Energy Inc (CNP)	23.1800	5,099.60	4,389.92	709.68	182.60	3.6	0.7
48	Chevron Corporation (CVX)	124.9100	5,995.68	5,067.50	928.18	192.00	3.2	0.8
110	Coca - Cola Co (KO)	41.3100	4,544.10	3,716.10	828.00	123.20	2.7	0.6
140	Comcast Corp Cl A (CMCSA)	51.9650	7,275.10	4,894.90	2,380.20	109.20	1.5	0.9
50	Costco Whsl Corp New (COST)	119.0200	5,951.00	4,193.11	1,757.89	62.00	1.0	0.8
80	The Walt Disney Company (DIS)	76.4000	6,112.00	2,736.78	3,375.22	68.80	1.1	0.8
70	Dover Corp (DOV)	96.5400	6,757.80	3,790.78	2,967.02	105.00	1.6	0.9
70	Express Scripts Holdings, Inc. (ESRX)	70.2400	4,916.80	3,308.89	1,607.91	0.00	0.0	0.6
50	Exxon Mobil Corp (XOM)	101.2000	5,060.00	1,733.12	3,326.88	126.00	2.5	0.7
50	Facebook Inc. (FB)	54.6490	2,732.45	1,819.53	912.92	0.00	0.0	0.4



Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50	Family Dir Stores Inc (FDO)	64.9700	3,248.50	3,482.10	-233.60	52.00	1.6	0.4
180	Fidelity National Financial Inc (FNF)	32.4500	5,841.00	5,415.73	425.27	129.60	2.2	0.8
100	Freeport McMoran Copper & Gold Inc (FCX)	37.7400	3,774.00	3,926.95	-152.95	125.00	3.3	0.5
280	General Electric Company (GE)	28.0300	7,848.40	6,080.16	1,768.24	246.40	3.1	1.0
80	Gilead Sciences Inc (GILD)	75.1000	6,008.00	1,603.27	4,404.73	0.00	0.0	0.8
11	Google Inc (GOOG)	1,120.7100	12,327.81	8,984.32	3,343.49	0.00	0.0	1.6
100	Halliburton Co (HAL)	50.7500	5,075.00	3,486.45	1,588.55	60.00	1.2	0.7
90	Harley Davidson Inc (HOG)	69.2400	6,231.60	5,282.61	948.99	75.60	1.2	0.8
60	Home Depot Inc (HD)	82.3400	4,940.40	2,250.47	2,689.93	93.60	1.9	0.6
80	Honeywell Intl Inc (HON)	91.3700	7,309.60	2,879.36	4,430.24	144.00	2.0	0.9
39	IntercontinentalExchange Group, Inc. (ICE)	224.9200	8,771.88	5,111.09	3,660.79	101.40	1.2	1.1
79	JP Morgan Chase & Co (JPM)	58.4800	4,619.92	1,851.81	2,768.11	120.08	2.6	0.6
120	Johnson Controls Inc (JCI)	51.3000	6,156.00	3,751.00	2,405.00	105.60	1.7	0.8
40	K L A - Tencor Corp (KLAC)	64.4600	2,578.40	2,576.11	2.29	72.00	2.8	0.3
90	Las Vegas Sands Corp (LVS)	78.8700	7,098.30	4,128.25	2,970.05	126.00	1.8	0.9
180	Marathon Oil-Corp (MRO)	35.3000	6,354.00	5,363.64	990.36	136.80	2.2	0.8
160	MetLife Inc (MET)	53.9200	8,627.20	5,385.31	3,241.89	176.00	2.0	1.1
160	Mondelez International (MDLZ)	35.3000	5,648.00	3,651.86	1,996.14	89.60	1.6	0.7
80	National Oilwell Varco Inc. (NOV)	79.5300	6,362.40	5,701.02	661.38	83.20	1.3	0.8
90	Nucor Corp (NUE)	53.3800	4,804.20	3,921.35	882.85	133.20	2.8	0.6
80	Ocwen Financial Corporation (OCN)	55.4500	4,436.00	3,757.74	678.26	0.00	0.0	0.6
70	PNC Financial Services Group (PNC)	77.5800	5,430.60	3,679.09	1,751.51	123.20	2.3	0.7
40	P V H Corp (PVH)	136.0200	5,440.80	4,884.67	556.13	6.00	0.1	0.7
90	Pepsico Inc (PEP)	82.9400	7,464.60	4,805.31	2,659.29	204.30	2.7	1.0
223	Pfizer Inc (PFE)	30.6300	6,830.49	4,597.90	2,232.59	231.92	3.4	0.9
60	Philip Morris International Inc (PM)	87.1300	5,227.80	2,703.11	2,524.69	225.60	4.3	0.7
110	The Procter & Gamble Company (PG)	81.4100	8,955.10	5,403.29	3,551.81	264.66	3.0	1.1



December 1 - December 31, 2013

Flowers Family Fdn-IMA

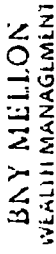
Schedule A
Page 8 of 22

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
124	Salesforce.Com Inc (CRM)	55.1900	6,843.56	4,014.40	2,829.16	0.00	0.0	0.9
60	Schlumberger Ltd (SLB)	90.1100	5,406.60	4,536.66	869.94	75.00	1.4	0.7
60	Sempra Energy (SRE)	89.7600	5,385.60	3,215.28	2,170.32	151.20	2.8	0.7
100	Servicenow, Inc. (NOW)	56.0100	5,601.00	4,368.44	1,232.56	0.00	0.0	0.7
44	Shire PLC (SHPG) ADR	141.2900	6,216.76	4,070.57	2,146.19	23.23	0.4	0.8
190	Southwestern Energy Co (SWN)	39.3300	7,472.70	6,818.71	653.99	0.00	0.0	1.0
130	State Street Corp (STT)	73.3900	9,540.70	5,273.41	4,267.29	135.20	1.4	1.2
240	Taiwan Semiconductor Mfg Co Ltd (TSM) Sponsored ADR	17.4400	4,185.60	4,114.84	70.76	96.24	2.3	0.5
160	Teva Pharmaceutical Inds Ltd ADR (TEVA)	40.0800	6,412.80	6,478.36	-65.56	173.76	2.7	0.8
39	Thermo Fisher Scientific Inc. (TMO)	111.3500	4,342.65	4,128.50	214.15	23.40	0.5	0.6
20	Union Pac Corp (UNP)	168.0000	3,360.00	1,997.94	1,362.06	63.20	1.9	0.4
70	United Technologies Corp (UTX)	113.8000	7,966.00	5,429.55	2,536.45	165.20	2.1	1.0
110	Valero Energy Corp New (VLO)	50.4000	5,544.00	2,594.13	2,949.87	99.00	1.8	0.7
40	Verizon Communications Inc (VZ)	49.1400	1,965.60	1,494.26	471.34	84.80	4.3	0.3
30	Vmware Inc (VMW)	89.7100	2,691.30	2,470.70	220.60	0.00	0.0	0.3
240	Wells Fargo & Company (WFC)	45.4000	10,896.00	6,491.72	4,404.28	288.00	2.6	1.4
210	Yahoo Inc (YHOO)	40.4400	8,492.40	3,648.69	4,843.71	0.00	0.0	1.1
70	Yum! Brands Inc (YUM)	75.6100	5,292.70	4,075.66	1,217.04	103.60	2.0	0.7
Total U.S. large cap			\$ 455,105.12	\$ 314,542.58	\$ 140,463.44	\$ 7,434.07		58.1%





BNY MELLON
WEALTH MANAGEMENT

Schedule B

2013 Tax Information

2013 Tax Information Letter INFORMATIONAL USE ONLY

FLOWERS FAMILY FDN-IMA

Tax ID Number: XX-XX36225

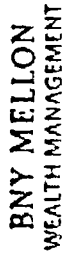
Payer: BNY MELLON, N.A.

Tax Year: December 31, 2013

Our records indicate that the owner of this account is a corporation or is otherwise exempt from Form 1099 reporting. Accordingly, we are not required, nor will we file this information with the Internal Revenue Service. We are providing this Tax Information Letter to you for informational purposes only to assist you in preparing your tax return.

FLOWERS FAMILY FDN - IMA
C/O JOANNE F. DUNCAN
151 ROSE LAKE ROAD
LEXINGTON, SC 29072

If you have any questions regarding this tax information package, please contact David Banko at 412-355-7745 or our tax support group at 1-888-999-7221.



FLOWERS FAMILY FDN-IMA

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2013 Tax Information



BNY MELLON
WEALTH MANAGEMENT

FLOWERS FAMILY FDN-IMA

Page 3

Income for 2013

Payer: BNY MELLON, N.A., Tax ID Number 25-0659306

Dividends And Distributions

<i>Description</i>	<i>Amount</i>
Total ordinary dividends	\$14,020.74
Qualified dividends (included in total ordinary dividends)	\$9,559.72
Total capital gain distributions	\$2,429.81
Unrecaptured Section 1250 Gain (included in total capital gain distributions)	\$0.00
Section 1202 gain (included in total capital gain distributions)	\$0.00
Collectibles (28%) gain (included in total capital gain distributions)	\$0.00
Nondividend distributions	\$173.29
Federal income tax withheld	\$0.00
Investment expenses	\$0.00
Foreign tax paid	\$322.43
Cash liquidation distributions	\$0.00
Noncash liquidation distributions	\$0.00
Exempt-interest dividends	\$0.00
Specified private activity bond interest dividends	\$0.00
(included in total exempt-interest dividends)	
State tax withheld	\$0.00

This Tax Information Letter is being provided for your informational use only. We will not file this information with the Internal Revenue Service. The detail for these amounts is provided in the section entitled Supplemental 2013 Tax Information.



BNY MELLON
WEALTH MANAGEMENT

FLOWERS FAMILY FDN-IMA

Income for 2013

Payer: BNY MELLON, N.A., Tax ID Number 25-0659306

Interest Income		Amount
<i>Description</i>		
Interest income on other than U.S. Obligations		\$0.03
Interest on U.S. Savings Bonds and Treasury Obligations		\$0.00
Federal income tax withheld		\$0.00
Investment Expenses		\$0.00
Foreign tax paid		\$0.00
Tax-exempt interest		\$0.00
Specified private activity bond interest (included in total tax-exempt interest).		\$0.00
State tax withheld		\$0.00

This Tax Information Letter is being provided for your informational use only. We will not file this information with the Internal Revenue Service. The detail for these amounts is provided in the section entitled Supplemental 2013 Tax Information.

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Income for 2013

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

Additionally, to provide you with complete information for your tax returns, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Short term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
NXP SEMICONDUCTORS N V	NXPI	N6596X109	20	06/08/12	02/04/13	\$592 59	\$398 16	\$194 43
QUALCOMM INC	QCOM	747525103	10	03/09/12	02/04/13	\$658 96	\$641 95	\$17 01
SCHLUMBERGER LIMITED COM	SLB	806857108	10	03/09/12	02/13/13	\$784 52	\$765 98	\$18 54
APPLE COMPUTER INC COM	AAPL	037833100	1	11/16/12	02/20/13	\$452 09	\$517 70	\$-65.61
APPLE COMPUTER INC COM	AAPL	037833100	1	05/17/12	02/20/13	\$452 09	\$535 59	\$-83 50
VALERO ENERGY CORP NEW	VLO	91913Y100	20	11/09/12	02/20/13	\$903 21	\$593 47	\$309 74
OCCIDENTAL PETROLEUM CORP/OXY	OXY	674599105	20	12/12/12	03/06/13	\$1,632 74	\$1,530 70	\$102 04
QUALCOMM INC	QCOM	747525103	10	11/19/12	03/13/13	\$667 69	\$622 67	\$45 02
SOUTHWESTERN ENERGY CO	SWN	845467109	40	09/27/12	03/22/13	\$1,506 47	\$1,396.79	\$109.68
BROADCAST COM CORP CLA	BRCM	111320107	30	09/27/12	03/22/13	\$1,028 13	\$1,052 54 *	\$-24 41
COMCAST CORP NEW CLA	CMCSA	20030N101	20	06/19/12	03/26/13	\$829 23	\$630 84	\$198 39
COMCAST CORP NEW CLA	CMCSA	20030N101	10	06/27/12	03/26/13	\$414 62	\$311 66	\$102.96
INTERNATIONAL BUSINESS MACHINE IBM	IBM	459200101	5	03/13/13	04/19/13	\$953 68	\$1,060 74	\$-107 06
INTERNATIONAL BUSINESS MACHINE IBM	IBM	459200101	6	09/28/12	04/19/13	\$1,144 42	\$1,244 28	\$-99 86



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Short term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
INTERNATIONAL BUSINESS MACHINE IBM	IBM	459200101	4	04/03/13	04/19/13	\$762.95	\$854.11	\$-91.16
CENTERPOINT ENERGY INC	CNP	15189T107	60	09/25/12	04/24/13	\$1,449.07	\$1,284.77	\$164.30
EATON CORP PLC	ETN	G29183103	10	11/30/12	04/24/13	\$584.51	\$515.64 *	\$68.87
ELI LILLY & CO COM	LLY	532457108	20	08/10/12	04/24/13	\$1,127.21	\$872.59	\$254.62
C S T BRANDS INC	CST	12646R105	4.44	04/24/13	05/03/13	\$132.15	\$145.71	\$-13.56
ELI LILLY & CO COM	LLY	532457108	80	08/10/12	05/24/13	\$4,324.21	\$3,490.35	\$833.86
MONDELEZ INTERNATIONAL INC	MDLZ	609207105	90	10/10/12	06/04/13	\$2,649.32	\$2,462.54	\$186.78
ACCENTURE PLC IRELAND SHS CLA ACN	G1151C101	G1151C101	10	03/05/13	06/05/13	\$797.24	\$768.44	\$28.80
COMCAST CORP NEW CLA	CMCSA	20030N101	30	06/27/12	06/07/13	\$1,229.03	\$934.99	\$294.04
VERIZON COMMUNICATIONS INC	VZ	92343V104	30	04/19/13	06/07/13	\$1,496.97	\$1,560.77	\$-63.80
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	04/19/13	06/17/13	\$505.38	\$520.26	\$-14.88
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	03/26/13	06/17/13	\$505.38	\$495.44	\$9.94
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	03/26/13	07/10/13	\$507.46	\$495.43	\$12.03
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	04/03/13	07/10/13	\$507.46	\$489.49	\$17.97
VERIZON COMMUNICATIONS INC	VZ	92343V104	10	04/03/13	07/23/13	\$503.16	\$489.48	\$13.68
SANDISK CORP COM	SNDK	80004C101	10	06/20/13	07/29/13	\$555.25	\$609.84	\$-54.59
SANDISK CORP COM	SNDK	80004C101	40	06/17/13	07/29/13	\$2,220.99	\$2,451.49	\$-230.50
SANDISK CORP COM	SNDK	80004C101	30	06/18/13	07/29/13	\$1,665.74	\$1,876.74	\$-211.00
YAHOO INC	YHOO	984332106	20	02/07/13	08/09/13	\$549.42	\$404.30	\$145.12
YAHOO INC	YHOO	984332106	40	03/07/13	08/09/13	\$1,098.83	\$911.18	\$187.65
EQUINIX INC	EQIX	29444U502	3	03/04/13	08/14/13	\$518.04	\$638.22	\$-120.18
EQUINIX INC	EQIX	29444U502	6	03/07/13	08/14/13	\$1,036.09	\$1,294.34	\$-258.25
EQUINIX INC	EQIX	29444U502	1	03/04/13	08/15/13	\$165.17	\$212.74	\$-47.57
EQUINIX INC	EQIX	29444U502	12	03/01/13	08/15/13	\$1,982.03	\$2,548.74	\$-566.71
EQUINIX INC	EQIX	29444U502	6	06/07/13	08/15/13	\$991.01	\$1,155.48	\$-164.47
HALLIBURTON COMPANY COM	HAL	406216101	30	03/22/13	08/23/13	\$1,454.12	\$1,191.47	\$262.65
GLAXO SMITHKLINE PLC	GSK	37733W105	20	04/24/13	09/16/13	\$1,023.52	\$1,028.99	\$-5.47
CHEVRONTXACO CORP	CVX	166764100	12	03/06/13	09/16/13	\$1,490.76	\$1,420.43	\$70.33

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Short term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
CHEVRONTExACO CORP	CVX	166764100	7	11/09/12	09/16/13	\$869.61	\$743.19	\$126.42
SALESFORCE COM INC	CRM	79466L302	20	06/07/13	09/20/13	\$1,060.36	\$786.94	\$273.42
TAIWAN SEMICONDUCTOR ADR	TSM	874039100	90	07/03/13	09/20/13	\$1,560.35	\$1,634.10	\$-73.75
BROADCOM CORP CLA	BRCM	111320107	40	09/27/12	09/20/13	\$1,103.00	\$1,394.58 *	\$-291.58
BROADCOM CORP CLA	BRCM	111320107	30	10/09/12	10/02/13	\$791.18	\$988.39 *	\$-197.21
BROADCOM CORP CLA	BRCM	111320107	30	11/07/12	10/02/13	\$791.18	\$923.53 *	\$-132.35
BROADCOM CORP CLA	BRCM	111320107	40	07/23/13	10/02/13	\$1,054.90	\$1,279.42 *	\$-224.52
CITRIX SYS INC COM	CTXS	177376100	10	07/29/13	10/14/13	\$585.79	\$685.72	\$-99.93
CITRIX SYS INC COM	CTXS	177376100	30	07/10/13	10/14/13	\$1,757.38	\$1,951.60	\$-194.22
COVIDIEN PLC	COV	G2554F113	10	07/02/13	10/22/13	\$640.67	\$578.79	\$61.88
ADOBE SYS INC COM	ADBE	00724F101	20	03/22/13	10/24/13	\$1,084.70	\$859.39	\$225.31
YAHOO INC	YHOO	984332106	20	02/07/13	10/24/13	\$662.08	\$404.30	\$257.78
YAHOO INC	YHOO	984332106	20	11/05/12	10/24/13	\$662.08	\$347.49	\$314.59
GLAXO SMITHKLINE PLC	GSK	37733W105	20	02/04/13	11/14/13	\$1,041.28	\$911.15	\$130.13
VMWARE INC	VMW	928563402	10	07/29/13	11/26/13	\$813.97	\$825.94	\$-11.97
VALERO ENERGY CORP NEW	VLO	91913Y100	30	04/24/13	12/09/13	\$1,391.67	\$1,153.14	\$238.53
NATIONAL-OILWELL INC	NOV	637071101	10	09/16/13	12/09/13	\$803.21	\$788.02	\$15.19
VALERO ENERGY CORP NEW	VLO	91913Y100	10	05/03/13	12/12/13	\$462.13	\$379.60	\$82.53
VALERO ENERGY CORP NEW	VLO	91913Y100	10	04/24/13	12/12/13	\$462.13	\$384.38	\$77.75
OCCIDENTAL PETROLEUM CORPOR/ OXY	OXY	674599105	10	12/12/12	12/12/13	\$912.35	\$765.35	\$147.00
ADOBE SYS INC COM	ADBE	00724F101	10	03/22/13	12/16/13	\$587.54	\$429.69	\$157.85
ADOBE SYS INC COM	ADBE	00724F101	10	02/12/13	12/16/13	\$587.54	\$390.72	\$196.82
GLAXO SMITHKLINE PLC	GSK	37733W105	20	03/14/13	12/18/13	\$1,018.24	\$904.11	\$114.13
GLAXO SMITHKLINE PLC	GSK	37733W105	60	02/04/13	12/18/13	\$3,054.71	\$2,733.45	\$321.26
ALCATEL-LUCENT-SPONSORED ADR		9EE00600	1100	12/19/13	12/19/13	\$181.91	\$0.00	\$181.91
Total short term gain/loss from sales:						\$67,792.87	\$64,670.03	\$3,122.84



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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
US BANCORP DEL	USB	902973304	160	11/10/11	01/17/13	\$5,262 10	\$4,087 96	\$1,174 14
GILEAD SCIENCES INC	GILD	375558103	10	11/10/11	01/18/13	\$777 20	\$400 82	\$376 38
UNION PACIFIC CORP	UNP	907818108	15	11/10/11	01/28/13	\$1,992 98	\$1,498 45	\$494 53
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	30	11/10/11	02/01/13	\$1,637 65	\$1,026 29	\$611 36
PFIZER INC COM	PFE	717081103	34	07/08/09	02/04/13	\$926 77	\$500 85	\$425 92
PFIZER INC COM	PFE	717081103	10	07/08/09	02/04/13	\$272 58	\$147 44	\$125 14
PFIZER INC COM	PFE	717081103	20	04/28/05	02/04/13	\$545 16	\$533 37	\$11 79
PFIZER INC COM	PFE	717081103	73	05/17/02	02/04/13	\$1,989 84	\$2,027 16	\$-37 32
NXP SEMICONDUCTORS N V	NXPI	N6596X109	10	01/18/12	02/04/13	\$296 29	\$190 30	\$105 99
PFIZER INC COM	PFE	717081103	3	07/08/09	02/04/13	\$81 77	\$44 27	\$37 50
EMC CORP(MASS) USD 0 01	EMC	268648102	20	07/17/09	02/07/13	\$491 99	\$274 31	\$217 68
EMC CORP(MASS) USD 0 01	EMC	268648102	20	07/16/09	02/07/13	\$491 99	\$274 93	\$217 06
EMC CORP(MASS) USD 0 01	EMC	268648102	50	07/17/09	02/12/13	\$1,223 82	\$685 78	\$538 04
EMC CORP(MASS) USD 0 01	EMC	268648102	10	07/17/09	02/12/13	\$244 76	\$136 80	\$107 96
HALLIBURTON COMPANY COM	HAL	406216101	40	11/10/11	02/13/13	\$1,630 36	\$1,497 00	\$133 36
SCHLUMBERGER LIMITED COM	SLB	806857108	20	11/10/11	02/13/13	\$1,569 04	\$1,482 66	\$86 38
VALERO ENERGY CORP NEW	VLO	91913Y100	10	11/10/11	02/20/13	\$451 60	\$258 18	\$193 42
MARATHON OIL CORP	MRO	565849106	30	01/27/12	02/20/13	\$1,041 27	\$941 31	\$99 96
BNY MELLON INTL FD CL M SHSS	MPITX	05569M871	2431 91	05/15/07	02/25/13	\$25,000 00	\$44,260 71	\$-19,260 71
APPLE COMPUTER INC COM	AAPL	037833100	2	07/08/08	03/01/13	\$862 68	\$353 92	\$508 76
TERADATA CORP DEL	TDC	88076W103	20	11/10/11	03/01/13	\$1,173 92	\$1,108 02	\$65 90
TERADATA CORP DEL	TDC	88076W103	10	03/03/11	03/01/13	\$586 96	\$500 09	\$86 87
NXP SEMICONDUCTORS N V	NXPI	N6596X109	30	01/18/12	03/04/13	\$949 35	\$570 90	\$378 45
TERADATA CORP DEL	TDC	88076W103	7	03/03/11	03/05/13	\$412 78	\$350 07	\$62 71
TERADATA CORP DEL	TDC	88076W103	13	03/03/11	03/05/13	\$766 58	\$649 28	\$117 30
TERADATA CORP DEL	TDC	88076W103	23	03/02/11	03/07/13	\$1,322 06	\$1,091 46	\$230 60
TERADATA CORP DEL	TDC	88076W103	11	03/03/11	03/07/13	\$632 29	\$548 39	\$83 90
TERADATA CORP DEL	TDC	88076W103	6	03/03/11	03/07/13	\$344 89	\$299 67	\$45 22

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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
QUALCOMM INC	QCOM	747525103	10	03/09/12	03/13/13	\$667.69	\$641.94	\$25.75
ACTAVIS INC								
NXP SEMICONDUCTORS N V	NXPI	00507K103	10	11/10/11	03/14/13	\$913.30	\$651.58	\$261.72
NXP SEMICONDUCTORS N V	NXPI	N6596X109	50	11/10/11	04/03/13	\$1,373.55	\$795.45	\$578.10
MEAD JOHNSON NUTRITION CO-A	MJN	N6596X109	30	01/18/12	04/03/13	\$824.13	\$570.90	\$253.23
COCA-COLA CO USD	KO	582839106	40	11/10/11	04/04/13	\$3,026.57	\$2,796.57	\$230.00
BB&T CORP COM	BBT	191216100	30	11/10/11	04/04/13	\$1,209.67	\$1,013.48	\$196.19
QUALCOMM INC	QCOM	054937107	130	11/10/11	04/15/13	\$3,950.95	\$3,011.80	\$939.15
INTERNATIONAL BUSINESS MACHINE IBM	QCOM	747525103	30	02/10/12	04/17/13	\$1,924.86	\$1,852.67	\$72.19
INTERNATIONAL BUSINESS MACHINE IBM		459200101	10	11/10/11	04/19/13	\$1,907.36	\$1,837.03	\$70.33
INTERNATIONAL BUSINESS MACHINE IBM		459200101	1	01/23/08	04/19/13	\$190.74	\$106.27	\$84.47
INTERNATIONAL BUSINESS MACHINE IBM		459200101	7	03/15/12	04/19/13	\$1,335.15	\$1,442.04	\$-106.89
INTERNATIONAL BUSINESS MACHINE IBM		459200101	7	01/23/08	04/23/13	\$1,344.26	\$743.89	\$600.37
AIR PRODUCTS AND CHEMICALS INC APD		009158106	40	11/10/11	04/24/13	\$3,425.06	\$3,394.98	\$30.08
QUALCOMM INC	QCOM	747525103	20	11/30/11	04/25/13	\$1,247.17	\$1,096.61	\$150.56
C S T BRANDS INC	CST	12646R105	11.56	11/10/11	05/03/13	\$343.58	\$232.44	\$111.14
GILEAD SCIENCES INC	GILD	375558103	30	11/10/11	05/13/13	\$1,628.86	\$601.22	\$1,027.64
C S T BRANDS INC	CST	12646R105	0.67	11/10/11	05/22/13	\$22.12	\$13.41	\$8.71
PFIZER INC COM	PFE	717081103	53	07/07/09	05/24/13	\$1,537.81	\$779.22	\$758.59
PFIZER INC COM	PFE	717081103	5	07/08/09	05/24/13	\$145.08	\$73.66	\$71.42
PFIZER INC COM	PFE	717081103	2	07/07/09	05/24/13	\$58.03	\$29.38	\$28.65
QUALCOMM INC	QCOM	747525103	10	11/22/11	06/17/13	\$618.93	\$547.37	\$71.56
QUALCOMM INC	QCOM	747525103	10	11/30/11	06/17/13	\$618.93	\$548.31	\$70.62
APPLE COMPUTER INC COM	AAPL	037833100	6	07/08/08	06/17/13	\$2,593.74	\$1,061.77	\$1,531.97
COMCAST CORP NEW CL A	CMCSA	20030N101	30	05/01/12	06/20/13	\$1,171.56	\$921.47	\$250.09
CARNIVAL CORP	CCL	143658300	80	11/10/11	06/21/13	\$2,662.13	\$2,644.64	\$17.49
CARNIVAL CORP	CCL	143658300	40	07/01/10	06/21/13	\$1,331.06	\$1,249.19	\$81.87
APPLE COMPUTER INC COM	AAPL	037833100	6	07/08/08	06/26/13	\$2,383.80	\$1,061.76	\$1,322.04
APPLE COMPUTER INC COM	AAPL	037833100	1	07/28/08	06/26/13	\$397.30	\$159.79	\$237.51



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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	20	11/10/11	07/02/13	\$1,267.34	\$684.20	\$583.14
MALLINCKRODT PLC	MNK	G5785G107	1.25	01/03/11	07/02/13	\$54.36	\$42.62	\$11.74
MALLINCKRODT PLC	MNK	G5785G107	7.5	01/03/11	07/02/13	\$326.18	\$255.81	\$70.37
MALLINCKRODT PLC	MNK	G5785G107	1.25	01/04/11	07/02/13	\$54.36	\$42.97	\$11.39
QUALCOMM INC	QCOM	747525103	30	11/22/11	07/03/13	\$1,828.72	\$1,642.11	\$186.61
ACCENTURE PLC IRELAND SHS CLA ACN	G1151C101	G1151C101	20	11/10/11	07/10/13	\$1,484.85	\$1,147.79	\$337.06
INTERNATIONAL BUSINESS MACHIN	IBM	459200101	7	01/23/08	07/19/13	\$1,363.13	\$743.89	\$619.24
VERIZON COMMUNICATIONS INC	VZ	92343V104	20	11/10/11	07/23/13	\$1,006.32	\$747.13	\$259.19
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	30	07/19/12	07/25/13	\$2,278.82	\$1,860.50	\$418.32
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	10	11/10/11	07/25/13	\$759.61	\$525.58	\$234.03
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	10	11/10/11	07/30/13	\$756.23	\$525.58	\$230.65
PNC FINANCIAL SERVICES GROUP I	PNC	693475105	10	11/10/11	07/31/13	\$762.89	\$525.59	\$237.30
HOME DEPOT INC USD 0.05	HD	437076102	30	11/10/11	08/16/13	\$2,270.49	\$1,125.23	\$1,145.26
DISNEY (WALT) COMPANY HOLDING	DIS	254687106	30	11/10/11	08/16/13	\$1,869.51	\$1,026.29	\$843.22
EXXON MOBIL CORP	XOM	30231G102	20	04/27/02	08/23/13	\$1,743.89	\$693.25	\$1,050.64
HOME DEPOT INC USD 0.05	HD	437076102	20	11/10/11	08/23/13	\$1,468.95	\$750.16	\$718.79
GILEAD SCIENCES INC	GILD	375558103	30	11/10/11	09/16/13	\$1,884.39	\$601.22	\$1,283.17
EXPRESS SCRIPTS HLDG CO	ESRX	30219G108	30	11/10/11	09/16/13	\$1,974.72	\$1,418.09	\$556.63
ACTAVIS INC		00507K103	8	11/10/11	09/16/13	\$1,093.76	\$521.26	\$572.50
EXPRESS SCRIPTS HLDG CO	ESRX	30219G108	10	06/04/12	09/16/13	\$658.24	\$509.22	\$149.02
ACTAVIS INC		00507K103	32	11/10/11	10/01/13	\$4,608.32	\$2,084.74	\$2,523.58
BROADCOM CORP CLA	BRCM	111320107	20	09/27/12	10/01/13	\$527.93	\$697.29	\$-169.36
BROADCOM CORP CLA	BRCM	111320107	10	09/27/12	10/02/13	\$263.73	\$348.65	\$-84.92
INTERNATIONAL BUSINESS MACHIN	IBM	459200101	14	01/23/08	10/17/13	\$2,439.13	\$1,487.78	\$951.35
COVIDIEN PLC	COV	G2554F113	10	01/04/11	10/22/13	\$640.67	\$432.86	\$207.81
SALESFORCE COM INC	CRM	79466L302	20	03/01/12	10/24/13	\$1,084.32	\$724.13	\$360.19
ACCENTURE PLC IRELAND SHS CLA ACN	G1151C101	G1151C101	20	11/10/11	10/24/13	\$1,469.08	\$1,147.79	\$321.29
SHIRE PHARMACEUTICALS GROUP	SHPG	82481R106	6	11/10/11	11/05/13	\$822.00	\$576.07	\$245.93

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Long term transactions

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

Description	Symbol	Cusip	Quantity sold	Date of acquisition	Sale date	Sales price less commissions	Cost or other basis	Net gain or loss
ALLEGION PLC	ALLE	G0176J109	33.33	02/16/12	12/03/13	\$1,431.97	\$814.69	\$617.28
ALLEGION PLC	ALLE	G0176J109	2.67	06/08/12	12/03/13	\$114.55	\$64.56	\$49.99
TRAVELERS COS INC	TRV	89417E109	60	07/19/12	12/09/13	\$5,307.56	\$3,818.61	\$1,488.95
ALLEGION PLC	ALLE	G0176J109	0.67	06/08/12	12/09/13	\$27.12	\$16.14	\$10.98
OCCIDENTAL PETROLEUM CORP/OXY		674599105	30	12/12/12	12/16/13	\$2,731.51	\$2,296.06	\$435.45
COVIDIEN PLC	COV	G2554F113	35	01/03/11	12/20/13	\$2,347.78	\$1,503.06	\$844.72
COVIDIEN PLC	COV	G2554F113	10	01/03/11	12/23/13	\$668.99	\$429.37	\$239.62
COVIDIEN PLC	COV	G2554F113	25	01/03/11	12/23/13	\$1,672.46	\$1,073.62	\$598.84
Total long term gain/loss from sales:						\$142,895.95	\$128,523.14	\$14,372.81



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IRS Circular 230 Disclosure

This document is not intended to provide tax advice of any kind. It is not written to be used, and cannot be used, for the purpose of avoiding tax penalties that may be imposed on a taxpayer.

Summary of Tax-Exempt Income, Account Management Fees and Foreign Investments

Tax Exempt Income:	Subject to Alternative Minimum Tax:	Not Subject to Alternative Minimum Tax Tax Exempt Bonds:	Tax Exempt Funds:	Amortization or		Adjusted Tax Exempt Income:
				Total:	OID:	
Tax-Exempt for Pennsylvania	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Taxable for Pennsylvania	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Totals:	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

Account Management Fees:

Gross Fees paid for account management	\$4,997.04
Deductible portion	\$4,997.04

If applicable, fee allocation only considers income reported on this Tax Information Letter. Please see detail on the next page.

Foreign Dividends :	Qualified:		Nonqualified:		Total:		Foreign tax paid (refund):
Bermuda		\$203.40	\$0.00	\$0.00	\$203.40	\$0.00	\$0.00
Ireland		\$367.97	\$0.00	\$0.00	\$367.97	\$0.00	\$0.00
Israel		\$204.47	\$0.00	\$0.00	\$204.47	\$30.67	
Netherlands		\$66.14	\$0.00	\$0.00	\$66.14	\$0.00	\$0.00
Other		\$1,718.96	\$0.00	\$0.00	\$1,718.96	\$275.73	
Panama		\$60.00	\$0.00	\$0.00	\$60.00	\$0.00	\$0.00
Singapore		\$27.50	\$0.00	\$0.00	\$27.50	\$0.00	\$0.00
Taiwan		\$80.17	\$0.00	\$0.00	\$80.17	\$16.03	
United Kingdom		\$284.68	\$0.00	\$0.00	\$284.68	\$0.00	\$0.00
Total:		\$3,013.29	\$0.00	\$0.00	\$3,013.29	\$322.43	

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Details Supporting Income

This section provides detail for each transaction listed as income. We do not report this level of detail to the IRS, but you may find it helpful in preparing your returns. If your account has more than one Taxpayer, this detail includes just your share of activity.

Ordinary Dividends

Generally, the stock for an otherwise qualified dividend must be held for more than 60 days during the 121 day period that begins 60 days before the ex-dividend date in order for the dividend to qualify for the reduced tax rate applicable to qualified dividends. This holding period is increased to 91 days during the 181 day period beginning 90 days before the ex-date in the case of certain preferred stock dividends. In either case, the holding period does not include days on which the taxpayer has a diminished risk of loss such as through puts, calls, or short sales. Where practical, we have considered these rules in determining qualifying and nonqualifying dividends in your account. However, we suggest that you consult with your tax advisor or tax return preparer to review the application of these rules to you.

Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
70	AT&T INC	02/01/2013	\$31 50
70	AT&T INC	05/01/2013	\$31 50
70	AT&T INC	08/01/2013	\$31 50
70	AT&T INC	11/01/2013	\$31 50
Subtotal			\$126.00
40	AIR PRODUCTS AND CHEMICALS INC COMMON	02/11/2013	\$25 60
40	AIR PRODUCTS AND CHEMICALS INC COMMON	05/13/2013	\$28 40
Subtotal			\$54.00
52	AMGEN INC	12/06/2013	\$24 44
Subtotal			\$24.44
36	APPLE COMPUTER INC COM	02/14/2013	\$95 40
32	APPLE COMPUTER INC COM	05/16/2013	\$97 60
19	APPLE COMPUTER INC COM	08/15/2013	\$57 95
27	APPLE COMPUTER INC COM	11/14/2013	\$82 35
Subtotal			\$333.30
130	BB&T CORP COM	02/01/2013	\$26 00
130	BB&T CORP COM	03/01/2013	\$29 90
Subtotal			\$55.90



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
60	BEAM INC	06/03/2013	\$13 50
80	BEAM INC	09/03/2013	\$18 00
80	BEAM INC	12/02/2013	\$18 00
Subtotal			\$49.50
130	BRISTOL MYERS SQUIBB CO COM	08/01/2013	\$45 50
130	BRISTOL MYERS SQUIBB CO COM	11/01/2013	\$45 50
Subtotal			\$91.00
70	CAPITAL ONE FINL CORP COM	05/23/2013	\$21 00
70	CAPITAL ONE FINL CORP COM	08/15/2013	\$21 00
70	CAPITAL ONE FINL CORP COM	11/21/2013	\$21 00
Subtotal			\$63.00
50	CATERPILLAR INC	05/20/2013	\$26 00
50	CATERPILLAR INC	08/20/2013	\$30 00
50	CATERPILLAR INC	11/20/2013	\$30 00
Subtotal			\$86.00
90	CELANESE CORP DEL	02/28/2013	\$6 75
90	CELANESE CORP DEL	05/16/2013	\$8 10
90	CELANESE CORP DEL	08/15/2013	\$16 20
90	CELANESE CORP DEL	11/14/2013	\$16 20
Subtotal			\$47.25
280	CENTERPOINT ENERGY INC	03/08/2013	\$58 10
220	CENTERPOINT ENERGY INC	06/10/2013	\$45 65
220	CENTERPOINT ENERGY INC	09/10/2013	\$45 65
220	CENTERPOINT ENERGY INC	12/10/2013	\$45 65
Subtotal			\$195.05
55	CHEVRONTXACO CORP	03/11/2013	\$49 50
67	CHEVRONTXACO CORP	06/10/2013	\$67 00
67	CHEVRONTXACO CORP	09/10/2013	\$67 00
48	CHEVRONTXACO CORP	12/10/2013	\$48 00
Subtotal			\$231.50
140	COCA-COLA CO USD	04/01/2013	\$39 20
110	COCA-COLA CO USD	07/01/2013	\$30 80



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
110	COCA-COLA CO USD	10/01/2013	\$30 80
110	COCA-COLA CO USD	12/16/2013	\$30 80
Subtotal			\$131.60
190	COMCAST CORP NEW CLA	01/23/2013	\$30 88
160	COMCAST CORP NEW CLA	04/24/2013	\$31 20
100	COMCAST CORP NEW CLA	07/24/2013	\$19 50
100	COMCAST CORP NEW CLA	10/23/2013	\$19 50
Subtotal			\$101.08
50	COSTCO WHSL CORP NEW	02/22/2013	\$13 75
50	COSTCO WHSL CORP NEW	05/31/2013	\$15.50
50	COSTCO WHSL CORP NEW	08/23/2013	\$15 50
50	COSTCO WHSL CORP NEW	11/29/2013	\$15 50
Subtotal			\$60.25
70	DOVER CORPORATION	03/15/2013	\$24 50
70	DOVER CORPORATION	06/17/2013	\$24 50
70	DOVER CORPORATION	09/16/2013	\$26 25
70	DOVER CORPORATION	12/16/2013	\$26 25
Subtotal			\$101.50
70	EXXON MOBIL CORP	03/11/2013	\$39 90
70	EXXON MOBIL CORP	06/10/2013	\$44 10
70	EXXON MOBIL CORP	09/10/2013	\$44 10
50	EXXON MOBIL CORP	12/10/2013	\$31 50
Subtotal			\$159.60
50	FAMILY DLR STORES INC	04/15/2013	\$13 00
50	FAMILY DLR STORES INC	07/15/2013	\$13 00
50	FAMILY DLR STORES INC	10/15/2013	\$13 00
Subtotal			\$39.00
180	FIDELITY NATL TITLE GROUP INC CLA	12/30/2013	\$32 40
Subtotal			\$32.40
100	FREPORT-MCMORAN COPPER & GOLD INC CL B	02/01/2013	\$31 25
100	FREPORT-MCMORAN COPPER & GOLD INC CL B	05/01/2013	\$31.25
100	FREPORT-MCMORAN COPPER & GOLD INC CL B	07/01/2013	\$100 00



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
100	FREEMPORT-MCMORAN COPPER & GOLD INC CL B	08/01/2013	\$31.25
100	FREEMPORT-MCMORAN COPPER & GOLD INC CL B	11/01/2013	\$31.25
Subtotal			\$225.00
200	GENERAL ELECTRIC CO	01/25/2013	\$38.00
280	GENERAL ELECTRIC CO	04/25/2013	\$53.20
280	GENERAL ELECTRIC CO	07/25/2013	\$53.20
280	GENERAL ELECTRIC CO	10/25/2013	\$53.20
Subtotal			\$197.60
100	HALLIBURTON COMPANY COM	03/27/2013	\$12.50
130	HALLIBURTON COMPANY COM	06/26/2013	\$16.25
100	HALLIBURTON COMPANY COM	09/25/2013	\$12.50
100	HALLIBURTON COMPANY COM	12/27/2013	\$15.00
Subtotal			\$56.25
90	HARLEY DAVIDSON INC	09/27/2013	\$18.90
90	HARLEY DAVIDSON INC	12/27/2013	\$18.90
Subtotal			\$37.80
110	HOME DEPOT INC USD 0.05	03/28/2013	\$42.90
110	HOME DEPOT INC USD 0.05	06/20/2013	\$42.90
60	HOME DEPOT INC USD 0.05	09/19/2013	\$23.40
60	HOME DEPOT INC USD 0.05	12/19/2013	\$23.40
Subtotal			\$132.60
80	HONEYWELL INTL INC	03/11/2013	\$32.80
80	HONEYWELL INTL INC	06/10/2013	\$32.80
80	HONEYWELL INTL INC	09/10/2013	\$32.80
80	HONEYWELL INTL INC	12/10/2013	\$36.00
Subtotal			\$134.40
39	INTERCONTINENTALEXCHANGE GRO	12/31/2013	\$25.35
Subtotal			\$25.35
52	INTERNATIONAL BUSINESS MACHINES CORP	03/11/2013	\$44.20
21	INTERNATIONAL BUSINESS MACHINES CORP	06/10/2013	\$19.95
14	INTERNATIONAL BUSINESS MACHINES CORP	09/10/2013	\$13.30
Subtotal			\$77.45

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BNY MELLON
WEALTH MANAGEMENTQualified Domestic Dividends

Shares	Description	Date	Amount of dividend
79	J P MORGAN CHASE & CO	01/31/2013	\$23.70
79	J P MORGAN CHASE & CO	04/30/2013	\$23.70
79	J P MORGAN CHASE & CO	07/31/2013	\$30.02
79	J P MORGAN CHASE & CO	10/31/2013	\$30.02
Subtotal			\$107.44
120	JOHNSON CONTROLS INC	04/02/2013	\$22.80
120	JOHNSON CONTROLS INC	07/02/2013	\$22.80
120	JOHNSON CONTROLS INC	10/02/2013	\$22.80
Subtotal			\$68.40
40	KLA TENCOR CORP	12/02/2013	\$18.00
Subtotal			\$18.00
90	LAS VEGAS SANDS CORP	03/29/2013	\$16.71
90	LAS VEGAS SANDS CORP	06/28/2013	\$16.71
90	LAS VEGAS SANDS CORP	09/30/2013	\$16.71
90	LAS VEGAS SANDS CORP	12/31/2013	\$16.71
Subtotal			\$66.84
100	ELI LILLY & CO COM	03/08/2013	\$49.00
80	ELI LILLY & CO COM	06/10/2013	\$39.20
Subtotal			\$88.20
180	MARATHON OIL CORP	03/11/2013	\$30.60
150	MARATHON OIL CORP	06/10/2013	\$25.50
150	MARATHON OIL CORP	09/10/2013	\$28.50
150	MARATHON OIL CORP	12/10/2013	\$28.50
Subtotal			\$113.10
40	MEAD JOHNSON NUTRITION CO-A	01/03/2013	\$12.00
40	MEAD JOHNSON NUTRITION CO-A	04/01/2013	\$13.60
Subtotal			\$25.60
130	METLIFE INC	03/13/2013	\$24.05
160	METLIFE INC	06/13/2013	\$44.00
160	METLIFE INC	09/13/2013	\$44.00
160	METLIFE INC	12/13/2013	\$44.00
Subtotal			\$156.05



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
250	MONDELEZ INTERNATIONAL INC	01/14/2013	\$32 50
250	MONDELEZ INTERNATIONAL INC	04/15/2013	\$32 50
160	MONDELEZ INTERNATIONAL INC	07/15/2013	\$20 80
160	MONDELEZ INTERNATIONAL INC	10/15/2013	\$22 40
Subtotal			\$108.20
60	NATIONAL-OILWELL INC	03/29/2013	\$7 80
60	NATIONAL-OILWELL INC	06/28/2013	\$15 60
60	NATIONAL-OILWELL INC	09/27/2013	\$15 60
90	NATIONAL-OILWELL INC	12/20/2013	\$23 40
Subtotal			\$62.40
90	NUCOR CORP	08/09/2013	\$33 08
90	NUCOR CORP	11/08/2013	\$33 08
Subtotal			\$66.16
60	OCCIDENTAL PETROLEUM CORPORATION COMMON	04/15/2013	\$38 40
40	OCCIDENTAL PETROLEUM CORPORATION COMMON	07/15/2013	\$25 60
40	OCCIDENTAL PETROLEUM CORPORATION COMMON	10/15/2013	\$25 60
Subtotal			\$89.60
130	PNC FINANCIAL SERVICES GROUP INC	02/05/2013	\$52 00
130	PNC FINANCIAL SERVICES GROUP INC	05/06/2013	\$57 20
130	PNC FINANCIAL SERVICES GROUP INC	08/05/2013	\$57 20
70	PNC FINANCIAL SERVICES GROUP INC	11/05/2013	\$30 80
Subtotal			\$197.20
40	PVH CORP	09/17/2013	\$1 50
40	PVH CORP	12/18/2013	\$1 50
Subtotal			\$3.00
80	PEPSICO INC	01/02/2013	\$43 00
80	PEPSICO INC	03/29/2013	\$43 00
90	PEPSICO INC	06/28/2013	\$51 08
90	PEPSICO INC	09/30/2013	\$51 08
Subtotal			\$188.16
343	PFIZER INC COM	03/05/2013	\$82 32
203	PFIZER INC COM	06/04/2013	\$48 72



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
143	PFIZER INC COM	09/04/2013	\$34 32
193	PFIZER INC COM	12/03/2013	\$46 32
Subtotal			\$211.68
60	PHILIP MORRIS INTERNATIONAL	01/11/2013	\$51 00
60	PHILIP MORRIS INTERNATIONAL	04/12/2013	\$51 00
60	PHILIP MORRIS INTERNATIONAL	07/12/2013	\$51 00
60	PHILIP MORRIS INTERNATIONAL	10/11/2013	\$56 40
Subtotal			\$209.40
110	PROCTER & GAMBLE CO COM	02/15/2013	\$61 82
110	PROCTER & GAMBLE CO COM	05/15/2013	\$66 17
110	PROCTER & GAMBLE CO COM	08/15/2013	\$66 17
110	PROCTER & GAMBLE CO COM	11/15/2013	\$66 17
Subtotal			\$260.33
120	QUALCOMM INC	03/27/2013	\$30 00
50	QUALCOMM INC	06/26/2013	\$17 50
Subtotal			\$47.50
60	SEMPRA ENERGY	01/15/2013	\$36 00
60	SEMPRA ENERGY	04/15/2013	\$37 80
60	SEMPRA ENERGY	07/15/2013	\$37 80
60	SEMPRA ENERGY	10/15/2013	\$37 80
Subtotal			\$149.40
130	STATE ST CORP COM	01/15/2013	\$31 20
130	STATE ST CORP COM	04/12/2013	\$33 80
130	STATE ST CORP COM	07/16/2013	\$33 80
130	STATE ST CORP COM	10/15/2013	\$33 80
Subtotal			\$132.60
60	TRAVELERS COS INC	03/29/2013	\$27 60
60	TRAVELERS COS INC	06/28/2013	\$30 00
60	TRAVELERS COS INC	09/30/2013	\$30 00
60	TRAVELERS COS INC	12/31/2013	\$30 00
Subtotal			\$117.60



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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
160	US BANCORP DEL	01/15/2013	\$31.20
Subtotal			\$31.20
35	UNION PACIFIC CORP	01/02/2013	\$24.15
20	UNION PACIFIC CORP	04/01/2013	\$13.80
20	UNION PACIFIC CORP	07/01/2013	\$13.80
20	UNION PACIFIC CORP	10/01/2013	\$15.80
Subtotal			\$67.55
70	UNITED TECHNOLOGIES CORP	03/11/2013	\$37.45
70	UNITED TECHNOLOGIES CORP	06/10/2013	\$37.45
70	UNITED TECHNOLOGIES CORP	09/10/2013	\$37.45
70	UNITED TECHNOLOGIES CORP	12/10/2013	\$41.30
Subtotal			\$153.65
140	VALERO ENERGY CORP NEW	03/13/2013	\$28.00
160	VALERO ENERGY CORP NEW	06/19/2013	\$32.00
160	VALERO ENERGY CORP NEW	09/11/2013	\$36.00
160	VALERO ENERGY CORP NEW	12/18/2013	\$36.00
Subtotal			\$132.00
60	VERIZON COMMUNICATIONS INC	02/01/2013	\$30.90
100	VERIZON COMMUNICATIONS INC	05/01/2013	\$51.50
90	VERIZON COMMUNICATIONS INC	08/01/2013	\$46.35
40	VERIZON COMMUNICATIONS INC	11/01/2013	\$21.20
Subtotal			\$149.95
240	WELLS FARGO & CO NEW	03/01/2013	\$60.00
240	WELLS FARGO & CO NEW	06/03/2013	\$72.00
240	WELLS FARGO & CO NEW	09/03/2013	\$72.00
240	WELLS FARGO & CO NEW	12/02/2013	\$72.00
Subtotal			\$276.00
50	YUM BRANDS INC	02/01/2013	\$16.75
70	YUM BRANDS INC	05/03/2013	\$23.45
70	YUM BRANDS INC	08/02/2013	\$23.45

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Qualified Domestic Dividends

Shares	Description	Date	Amount of dividend
70	YUM BRANDS INC	11/01/2013	\$25.90
Subtotal			\$89.55
Total Qualified Domestic Dividends			\$6,255.58

Qualified Dividends from Mutual Funds

Shares	Description	Date	Amount of dividend
4,699	BNY MELLON MID CAP STK FD CL M	12/17/2013	\$258.43
4,699	BNY MELLON MID CAP STK FD CL M	12/17/2013	\$32.42
Subtotal			\$290.85
Total Qualified Dividends from Mutual Funds			\$290.85

Nonqualified Dividends from Mutual Funds

Shares	Description	Date	Amount of dividend
4,699	BNY MELLON MID CAP STK FD CL M	12/17/2013	\$221.31 ✓
4,699	BNY MELLON MID CAP STK FD CL M	12/17/2013	\$1,751.68 ✓
Subtotal			
6,670	BNY MELLON BOND FD CL M	02/01/2013	\$187.32
6,670	BNY MELLON BOND FD CL M	03/01/2013	\$174.84
6,670	BNY MELLON BOND FD CL M	03/29/2013	\$206.05
6,670	BNY MELLON BOND FD CL M	05/01/2013	\$231.03
6,670	BNY MELLON BOND FD CL M	06/03/2013	\$206.05
6,670	BNY MELLON BOND FD CL M	07/01/2013	\$187.32
6,670	BNY MELLON BOND FD CL M	08/01/2013	\$187.32
6,670	BNY MELLON BOND FD CL M	09/03/2013	\$199.81
6,670	BNY MELLON BOND FD CL M	10/01/2013	\$187.32
6,670	BNY MELLON BOND FD CL M	11/01/2013	\$187.32
6,670	BNY MELLON BOND FD CL M	12/04/2013	\$187.32

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Nonqualified Dividends from Mutual Funds

Shares	Description	Date	Amount of dividend
6,670	BNY MELLON BOND FD CLM	12/17/2013	\$187.32
Subtotal			\$2,329.02
Total Nonqualified Dividends from Mutual Funds			\$4,302.01

Detail for Nonqualified Dividends Attributable to U.S. Government Obligations

Shares	Description	Date	Amount of dividend
6,670	BNY MELLON BOND FD CLM	02/01/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	03/01/2013	\$11.93
6,670	BNY MELLON BOND FD CLM	03/29/2013	\$14.07
6,670	BNY MELLON BOND FD CLM	05/01/2013	\$15.77
6,670	BNY MELLON BOND FD CLM	06/03/2013	\$14.07
6,670	BNY MELLON BOND FD CLM	07/01/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	08/01/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	09/03/2013	\$13.64
6,670	BNY MELLON BOND FD CLM	10/01/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	11/01/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	12/04/2013	\$12.79
6,670	BNY MELLON BOND FD CLM	12/17/2013	\$12.79
Subtotal			\$159.01
Total Nonqualified Dividends Attributable to U.S. Government Obligations			\$159.01

Qualified Dividends from Foreign Investments

Bermuda

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
240	INVECO LTD	03/08/2013	\$41.40	\$0.00
240	INVECO LTD	06/07/2013	\$54.00	\$0.00
240	INVECO LTD	09/06/2013	\$54.00	\$0.00

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Qualified Dividends from Foreign InvestmentsBermuda

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
240	INESCO LTD	12/09/2013	\$54.00	\$0.00
Subtotal			\$203.40	
Total for Bermuda			\$203.40	

Ireland

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
70	ACCENTURE PLC IRELAND SHS CLA	05/15/2013	\$56.70	\$0.00
40	ACCENTURE PLC IRELAND SHS CLA	11/15/2013	\$37.20	\$0.00
Subtotal			\$93.90	
80	COVIDIEN PLC	05/03/2013	\$20.80	\$0.00
90	COVIDIEN PLC	08/15/2013	\$23.40	\$0.00
90	COVIDIEN PLC	11/05/2013	\$28.80	\$0.00
Subtotal			\$73.00	
110	EATON CORP PLC	03/22/2013	\$36.16	\$0.00
100	EATON CORP PLC	05/24/2013	\$24.17	\$0.00
100	EATON CORP PLC	08/26/2013	\$24.17	\$0.00
100	EATON CORP PLC	11/22/2013	\$24.17	\$0.00
Subtotal			\$108.67	
110	INGERSOLL-RAND PLC	03/29/2013	\$23.10	\$0.00
110	INGERSOLL-RAND PLC	06/28/2013	\$23.10	\$0.00
110	INGERSOLL-RAND PLC	09/30/2013	\$23.10	\$0.00
110	INGERSOLL-RAND PLC	11/15/2013	\$23.10	\$0.00
Subtotal			\$92.40	
Total for Ireland			\$367.97	

Israel

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
160	TEVA PHARMACEUTICAL INDS ADR	03/07/2013	\$50.23	\$7.53
160	TEVA PHARMACEUTICAL INDS ADR	06/03/2013	\$50.49	\$7.57
160	TEVA PHARMACEUTICAL INDS ADR	09/03/2013	\$51.51	\$7.73



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WEALTH MANAGEMENT

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Qualified Dividends from Foreign Investments

Israel

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
160	TEVA PHARMACEUTICAL INDS ADR	12/03/2013	\$52.24	\$7.84
Subtotal			\$204.47	\$30.67
Total for Israel			\$204.47	\$30.67

Netherlands

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
70	SCHLUMBERGER LIMITED COM	01/11/2013	\$19.25	\$0.00
50	SCHLUMBERGER LIMITED COM	04/12/2013	\$15.63	\$0.00
50	SCHLUMBERGER LIMITED COM	07/12/2013	\$15.63	\$0.00
50	SCHLUMBERGER LIMITED COM	10/11/2013	\$15.63	\$0.00
Subtotal			\$66.14	
Total for Netherlands			\$66.14	

Panama

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
120	CARNIVAL CORP	03/15/2013	\$30.00	\$0.00
120	CARNIVAL CORP	06/14/2013	\$30.00	\$0.00
Subtotal			\$60.00	
Total for Panama			\$60.00	

Singapore

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
110	AVAGO TECHNOLOGIES LTD	12/31/2013	\$27.50	\$0.00
Subtotal			\$27.50	
Total for Singapore			\$27.50	



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Schedule B
Supplemental 2013 Tax Information

Qualified Dividends from Foreign Investments

Taiwan

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
160	TAIWAN SEMICONDUCTOR ADR	07/29/2013	\$80.17	\$16.03
Subtotal			\$80.17	\$16.03
Total for Taiwan			\$80.17	\$16.03

United Kingdom

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
80	GLAXO SMITHKLINE PLC	04/11/2013	\$55.16	\$0.00
120	GLAXO SMITHKLINE PLC	07/11/2013	\$66.03	\$0.00
120	GLAXO SMITHKLINE PLC	10/03/2013	\$66.39	\$0.00
Subtotal			\$187.58	
40	SHIRE PHARMACEUTICALS GROUP	04/09/2013	\$17.52	\$0.00
50	SHIRE PHARMACEUTICALS GROUP	10/03/2013	\$4.50	\$0.00
Subtotal			\$22.02	
110	AON CORP	02/15/2013	\$17.33	\$0.00
110	AON CORP	05/15/2013	\$19.25	\$0.00
110	AON CORP	08/15/2013	\$19.25	\$0.00
110	AON CORP	11/15/2013	\$19.25	\$0.00
Subtotal			\$75.08	
Total for United Kingdom			\$284.68	
Total Qualified Dividends from Foreign Investments			\$1,294.33	\$46.70

Qualified Foreign Dividends from Mutual Funds

Other

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
4,641	BNY MELLON EMERGING MKTS FD CL M SHS	12/19/2013	\$647.48	\$153.63
Subtotal			\$647.48	\$153.63



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Qualified Foreign Dividends from Mutual Funds

Other

Shares	Description	Date	Amount of dividend	Foreign tax paid (refund)
4,733	BNY MELLON INTL FD CL M SHSS	12/18/2013	\$1,071.48	\$122.10
Subtotal			\$1,071.48	\$122.10
Total for Other			\$1,718.96	\$275.73
Total Qualified Foreign Dividends from Mutual Funds			\$1,718.96	\$275.73
Total Foreign Tax Paid				\$322.43
Total Ordinary Dividends				\$14,020.74
Total Qualified Dividends				\$9,559.72
Total Dividends Attributable to U.S. Government Obligations				\$159.01

Where we have received information that a security paid qualified dividends, the dividends are shown on the line titled "Qualified Dividends". All dividends are shown on the line titled "Total Ordinary Dividends". If your account holds securities that have not provided information to confirm whether or what portion is qualified, they are shown in a separate section titled "Dividends Requiring Analysis as to Taxability".

Capital Gain Distributions

Shares	Description	Date	Amount of gain
4,699	BNY MELLON MID CAP STK FD CL M	12/17/2013	\$1,229.18
Subtotal			\$1,229.18
6,670	BNY MELLON BOND FD CL M	12/17/2013	\$1,200.63
Subtotal			\$1,200.63
Total Capital Gain Distributions			\$2,429.81
Total Capital Gain Distributions			\$2,429.81

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BNY MELLON
WEALTH MANAGEMENTNondividend Distributions

A "Y" in the return of capital adjustment column indicates that the nondividend distribution amount has been applied to reduce the tax basis of stock sold during 2013.

Shares	Description	Date	Amount of distribution	Return of capital Adjustment
160	BROADCOM CORP CLA	03/04/2013	\$17 60	Y
130	BROADCOM CORP CLA	06/17/2013	\$14 30	Y
170	BROADCOM CORP CLA	09/16/2013	\$18 70	Y
Subtotal			\$50.60	
90	LAS VEGAS SANDS CORP	03/29/2013	\$14 79	
90	LAS VEGAS SANDS CORP	06/28/2013	\$14 79	
90	LAS VEGAS SANDS CORP	09/30/2013	\$14 79	
90	LAS VEGAS SANDS CORP	12/31/2013	\$14 79	
Subtotal			\$59.16	
110	EATON CORP PLC	03/22/2013	\$10 04	Y
100	EATON CORP PLC	05/24/2013	\$17 83	
100	EATON CORP PLC	08/26/2013	\$17 83	
100	EATON CORP PLC	11/22/2013	\$17 83	
Subtotal			\$63.53	
Total Nondividend Distributions			\$173.29	

Reflected in 517 in
LT gain & loss

Y 91 in 517 gain

Interest IncomeDomestic Interest

Units	Description	Date	Amount of interest	Accrued interest
	CASH RESERVE ACCOUNT	02/01/2013	\$0 03	
Subtotal			\$0.03	
Total Domestic Interest			\$0.03	

Other Income
121.78

Total Interest on other than U.S. Obligations

\$0.03



BNY MELLON
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Detail for Miscellaneous Receipts

This section provides details for miscellaneous receipts or reimbursements. These receipts (which are shown as positive amounts) may be taxable to you or may reduce available credits, depending on your individual circumstances. We suggest that you consult with your tax advisor.

Class Action Settlements

Date	Description	Amount
02/11/2013	MISCELLANEOUS ENTRY NET OF EXPENSES ELECTRONIC DATA SYSTEM CORPORATION CUSIP#VARIOUS CP- 2/9/01 -09/18/02 ORIGINAL A/C#108493B0304	\$16.10
09/24/2013	MISCELLANEOUS ENTRY NET OF EXPENSES CIT GROUP INC (2008) CLASS PERIOD 12/12/06 - 3/5/08 CUSIP 125577106	\$19.13
10/07/2013	MISCELLANEOUS ENTRY NET OF EXPENSES GOLDMAN SACHS GROUP, INC (2004) CUSIP#38141G104 CP-7/1/99--5/7/02 ORIGINAL A/C#108493B0304	\$19.82
Total Class Action Settlements		\$55.05

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FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Children's AIDS Foundation of Tampa Bay P. O. Box 4049 Tampa, FL 33677	None Exempt Research and programming for children with AIDS	\$100.00
Mansfield Education Foundation 609 E. Broad Street Mansfield, TX 76063	None Exempt Education Projects	500.00
Food Bank of South Jersey 1501 John Tipton Boulevard Pennsauken, NJ 08110	None Exempt Feeding Homeless	2,000.00
Gay Men's Health Crisis The Tisch Building New York, NY 10011-1913	None Exempt Operating Fund	2,000.00
National Multiple Sclerosis Society 733 Third Avenue NYC, NY 10017	None Exempt Operating Fund	200.00
Church of the Ascension 110 South Sussex Street Gloucester, NJ 08030	None Exempt Operating Fund/Building Fund	2,500.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
Alzheimer's Association 11000 Lincoln Drive Marlton, NJ 08053	None	Exempt Operating Expenses	100.00
United Way 1800 North Lamar Street Dallas, TX 75202	None	Exempt Fundraiser	750.00
Jackie Houser Fundraiser 1217 Shenandoah Avenue McKinney, TX 75071	None	Exempt Fundraiser for 2 year old boy with leukemia	500.00
Rutgers Baseball 303 Cooper Street Camden, NJ 08102	None	Exempt Player benefit	300.00
Boys and Girls Clubs of Arlington 608 North Elm Street Arlington, TX 76011	None	Exempt Building Fund	1,500.00
Darren Daulton Foundation 1339 Chestnut Street Philadelphia, PA 19107	None	Exempt Marley's Mission/Children's Therapy & financial assistance for brain cancer victims	1,993.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Bobby Bragan Youth Foundation 3116 West 6th Street Ft. Worth, TX 76107	Exempt Youth Scholarship Fund	1,000.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105	Exempt One day of Chemo for child	1,474.00
Brain & Behavior Research Foundation 90 Park Avenue, 16th Floor NYC, NY 10016-1301	Exempt Autism Research	500.00
Humane Society of Boulder Valley 2323 55th Street Boulder, CO 80301	Exempt Memorial Fund	250.00
Foothills United Way 1285 Cimarron Street # 101 Lafayette, Co 80026	Exempt Benefitting flood victims	500.00
Children's Cancer Center 4901 West Cypress Street Tampa, FL 33607	Exempt One day of chemo for child	750.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
Holy Angels Parish 64 Cooper Street Woodbury, NJ 08096	None	Exempt Operating Fund	1,200.00
St. Alban's Episcopal Church P. O. Box 882 Lexington, SC 29071	None	Exempt Operating and Building Funds	1,000.00
Children's Hospital Foundation of Philadelphia 34th St. & Civic Center Boulevard Philadelphia, PA 19104-4399	None	Exempt Children's Fund	2,000.00
Columbia Museum of Art P. O. Box 2068 Columbia, SC 29202	None	Exempt Support travelling exhibits and Art Education	1,000.00
St. Christopher's Foundation for Children 1800 JFK Boulevard, Suite 1550 Philadelphia, PA 19103	None	Exempt Provide children's health interventions	1,000.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Bishop Eustace Prep School 5552 Route 70 Pennsauken, NJ 08110	None Exempt Operating Fund	500.00
American Red Cross P. O. Box 4002018 Des Moines, IA 50340-2018	None Exempt Haiti Relief Efforts	102.50
Hospice of Madison County P. O. Box 69 Marshall, NC 28753	None Exempt Benefit Operating Fund	300.00
Logan School Elmwood Avenue Columbia, SC	None Exempt School Library	200.00
Pawmetto Lifeline Pet Shelter 1275 Bower Parkway Columbia, SC 29212	None Exempt Pet Rescue/Homeless Pets	500.00
Phoenix Rising Border Collie Rescue 5760 Oak Hart Road Wadmalaw Island, SC 29487	None Exempt Pet Adoptions/Food & Care	200.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
Advancing Opportunities/Cerebral Palsy of NJ 1005 Whitehead Road Ext Ewing, NJ 08638	None	Operating Fund	1,655.00
South Carolina Historical Society 100 Meeting Street Charleston, SC 29401-2215	None	Preserve & make accessible historic documents	2,500.00
South Carolina Archives & History Foundation 8310 Parklane Road Columbia, SC 29223-4905	None	Preserve and promote South Carolina history	250.00
Nancy Perry Children's Shelter P. O Box 344 Lexington, SC 29071	None	Care for abused children	250.00
Pi Beta Phi Foundation 1154 Town & Country Commons Drive St. Louis, MO 63017	None	Friendship Fund to benefit those in need	1,000.00

FLOWERS FAMILY FOUNDATION

Schedule C
2013 Grants and Contributions

<u>NAME AND ADDRESS</u>		<u>PURPOSE</u>	<u>AMOUNT</u>
Arrowmont School of Arts & Crafts 556 Parkway Gatlinburg, TN 37738	None	Exempt	Fund scholarships & youth programs 500.00
USC Educational Foundation 1600 Hampton Street, Suite 736 Columbia, SC 29208	None	Exempt	Football Indoor Practice Facility Fund 2,500.00
University South Caroliniana Society South Caroliniana Library University of South Carolina Columbia, SC 29208	None	Exempt	To collect and preserve South Carolina historical documents 500.00

2013 Total Contributions \$34,074.50