



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply.

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

FLEMING FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

7661 BERYL ROAD

Room/suite

City or town, state, and ZIP code

ZIONSVILLE, PA 18092

A Employer identification number

23-2585510

B Telephone number

(610) 966-2010

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

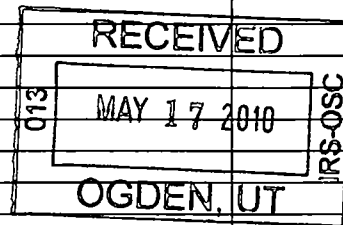
\$ 7,227,668. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual☐ Other (specify)

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).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ If the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	187,156.	187,156.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<414,200.>			
b	Gross sales price for all assets on line 6a	2,334,353.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	<3,059.>	<3,059.>		STATEMENT 2
12	Total. Add lines 1 through 11	<230,103.>	184,097.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	7,215.	7,215.		0.
c	Other professional fees STMT 4	65,421.	65,421.		0.
17	Interest	215.	215.		0.
18	Taxes STMT 5	8,193.	8,193.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	67.	67.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	81,111.	81,111.		0.
25	Contributions, gifts, grants paid	412,500.			412,500.
26	Total expenses and disbursements. Add lines 24 and 25	493,611.	81,111.		412,500.
27	Subtract line 26 from line 12	<723,714.>			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		102,986.		
c	Adjusted net income (if negative, enter -0-)			N/A	



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	244,289.	232,136.	232,136.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	9,110,303.	4,984,652.	6,995,532.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	<3,414,090.>	2,010,880.	0.	
16 Total assets (to be completed by all filers)	5,940,502.	7,227,668.	7,227,668.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,940,502.	7,227,668.	
30 Total net assets or fund balances	5,940,502.	7,227,668.		
31 Total liabilities and net assets/fund balances	5,940,502.	7,227,668.		

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	5,940,502.
2 Enter amount from Part I, line 27a	2	<723,714.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS IN INVESTMENTS	3	2,010,880.
4 Add lines 1, 2, and 3	4	7,227,668.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,227,668.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 2,334,353.		2,745,785.	<414,200.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			<414,200.>	
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 <414,200.>
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). If (loss), enter -0- in Part I, line 8		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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 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))
2008	493,023.	8,311,101.	.059321
2007	430,519.	10,087,572.	.042678
2006	295,638.	9,249,821.	.031961
2005	349,895.	8,478,181.	.041270
2004	344,695.	8,088,352.	.042616
2 Total of line 1, column (d)			2 .217846
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 .043569
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 6,377,308.
5 Multiply line 4 by line 3			5 277,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,030.
7 Add lines 5 and 6			7 278,883.
8 Enter qualifying distributions from Part XII, line 4			8 412,500.

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.

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	1,030.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,030.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,030.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,200.
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	1,200.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	170.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 170. Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RICHARD FLEMING Telephone no. ► (610) 966-2010 Located at ► 7661 BERYL ROAD, ZIONSVILLE, PA ZIP+4 ► 18092			
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		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
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.)	N/A	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 ►		
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 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

Form 990-PF (2009)

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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RICHARD FLEMING 7661 BERYL ROAD ZIONSVILLE, PA 18092	TRUSTEE 10.00	0.	0.	0.
KATHLEEN ARNOLD 7953 CROW ROAD ZIONSVILLE, PA 18092	TRUSTEE 10.00	0.	0.	0.
ROBERT L GORMAN 55 COVE ROAD MOORESTOWN, NJ 08057	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FLEMING FOUNDATION DOES NOT CARRY ON ANY CHARITABLE ACTIVITIES DIRECTLY, BUT INSTEAD MAKES GRANTS TO QUALIFYING PUBLIC CHARITIES.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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	6,194,931.
b	Average of monthly cash balances	1b	279,493.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,474,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,474,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	97,116.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,377,308.
6	Minimum investment return. Enter 5% of line 5	6	318,865.

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	318,865.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,030.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,030.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	317,835.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	317,835.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	317,835.

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	412,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	412,500.
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	5	1,030.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	411,470.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				317,835.
2 Undistributed Income, if any, as of the end of 2009				
a Enter amount for 2008 only			412,362.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 412,500.				
a Applied to 2008, but not more than line 2a			412,362.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				138.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				317,697.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

FLEMING FOUNDATION

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	WELLS FARGO ADVISORS - #3435	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - #3435	P	VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - #4114	P	VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - #4114	P	VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - #4116	P	VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - #6469	P	VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - #6469	P	VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - #9673	P	VARIOUS	VARIOUS
i	WELLS FARGO ADVISORS - #9673	P	VARIOUS	VARIOUS
j	WELLS FARGO ADVISORS - #9675	P	VARIOUS	VARIOUS
k	WELLS FARGO ADVISORS - #9675	P	VARIOUS	VARIOUS
l	WELLS FARGO ADVISORS - #9677	P	VARIOUS	VARIOUS
m	WELLS FARGO ADVISORS - #9677	P	VARIOUS	VARIOUS
n	WELLS FARGO ADVISORS - #9679	P	VARIOUS	VARIOUS
o	WELLS FARGO ADVISORS - #9679	P	VARIOUS	VARIOUS

(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	97,316.	100,652.	<3,336.>
b	204,261.	242,534.	<38,273.>
c	26,742.	25,299.	1,443.
d	137,181.	129,502.	7,679.
e	7,282.	32,190.	<24,908.>
f	78,542.	82,566.	<4,024.>
g	269,137.	383,911.	<114,774.>
h	185,473.	177,925.	7,548.
i	1,781.	170,874.	<169,093.>
j	24,493.	18,514.	5,979.
k	235,036.	342,942.	<107,906.>
l	29,793.	32,288.	<2,495.>
m	90,894.	104,465.	<13,571.>
n	151,681.	135,425.	16,256.
o	168,534.	189,454.	<20,920.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<3,336.>
b			<38,273.>
c			1,443.
d			7,679.
e			<24,908.>
f			<4,024.>
g			<114,774.>
h			7,548.
i			<169,093.>
j			5,979.
k			<107,906.>
l			<2,495.>
m			<13,571.>
n			16,256.
o			<20,920.>

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7)

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

FLEMING FOUNDATION

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	WELLS FARGO ADVISORS - #9683	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - #9683	P	VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - #9685	P	VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - #9685	P	VARIOUS	VARIOUS
e	BROOKFIELD INFRASTRUCTURE PARTNERS LP - LONG TERM			
f	ICAHN ENTERPRISES LP - SHORT TERM GAINS			
g	ICAHN ENTERPRISES LP - LONG TERM LOSSES			
h	CAMPBELL FUND TRUST - LONG TERM LOSSES			
i	ICAHN ENTERPRISES LP - SECTION 1256 LOSSES			
j	ICAHN ENTERPRISES LP - SECTION 1256 LOSSES			
k	CAMPBELL FUND TRUST - SECTION 1256 LOSSES			
l	CAMPBELL FUND TRUST - SECTION 1256 LOSSES			
m	CAMPBELL FUND TRUST - SECTION 988 GAIN			
n	ICAHN ENTERPRISES LP - SECTION 1231 INCOME			
o				

(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 134,520.		145,588.	<11,068.>
b 235,713.		280,458.	<44,745.>
c 41,640.		23,471.	18,169.
d 214,334.		127,727.	86,607.
e			33.
f			98.
g			<90.>
h			<2,796.>
i			<8.>
j			<12.>
k			<20.>
l			<29.>
m			55.
n			1.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<11,068.>
b			<44,745.>
c			18,169.
d			86,607.
e			33.
f			98.
g			<90.>
h			<2,796.>
i			<8.>
j			<12.>
k			<20.>
l			<29.>
m			55.
n			1.
o			

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	<414,200.>
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROOKFIELD INFRASTRUCTURE PARTNERS LP	6.	0.	6.
ICAHN ENTERPRISES LP	102.	0.	102.
THE CAMPBELL FUND TRUST	3.	0.	3.
WELLS FARGO ADVISORS - A/C #3435	68,993.	0.	68,993.
WELLS FARGO ADVISORS - A/C #4114	16,809.	0.	16,809.
WELLS FARGO ADVISORS - A/C #4116	4,746.	0.	4,746.
WELLS FARGO ADVISORS - A/C #6469	21,996.	0.	21,996.
WELLS FARGO ADVISORS - A/C #9673	9,971.	0.	9,971.
WELLS FARGO ADVISORS - A/C #9675	26,170.	0.	26,170.
WELLS FARGO ADVISORS - A/C #9677	4,966.	0.	4,966.
WELLS FARGO ADVISORS - A/C #9679	8,728.	0.	8,728.
WELLS FARGO ADVISORS - A/C #9683	7,185.	0.	7,185.
WELLS FARGO ADVISORS - A/C #9685	17,481.	0.	17,481.
TOTAL TO FM 990-PF, PART I, LN 4	187,156.	0.	187,156.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME - THE CAMPBELL TRUST	<3,090.>	<3,090.>	
PARTNERSHIP INCOME - ICAHN ENTERPRISES LP	<413.>	<413.>	
SECURITIES LITIGATION FUND INCOME	444.	444.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,059.>	<3,059.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	7,215.	7,215.		0.	
TO FORM 990-PF, PG 1, LN 16B	7,215.	7,215.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	65,421.	65,421.		0.	
TO FORM 990-PF, PG 1, LN 16C	65,421.	65,421.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHELD ON DIVIDENDS	8,193.	8,193.		0.	
TO FORM 990-PF, PG 1, LN 18	8,193.	8,193.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PORTFOLIO DEDUCTIONS - PASSED THRU PARTNERSHIP	47.	47.		0.	
OTHER LOSS - PASSED THRU PARTNERSHIPS	20.	20.		0.	
TO FORM 990-PF, PG 1, LN 23	67.	67.		0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	4,984,652.	6,995,532.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,984,652.	6,995,532.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAINS (LOSSES)	<3,414,090.>	2,010,880.	0.
TO FORM 990-PF, PART II, LINE 15	<3,414,090.>	2,010,880.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 WEST CHEW STREET ALLENTOWN, PA 18102	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	2,500.
ALLENTOWN RESCUE MISSION 355 HAMILTON ST ALLENTOWN, PA 18103	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	2,500.
ALZHEIMERS ASSOCIATION 399 MARKET ST - SUITE 102 PHILADELPHIA, PA 19106	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
AMERICAN CANCER SOCIETY PO BOX 1337 BETHLEHEM, PA 18017	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	150.
AMERICAN HEART ASSOCIATION PO BOX 2763 HARRISBURG, PA 17105	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	200.
AMERICAN RED CROSS OF THE GLV 2200 AVENUE A BETHLEHEM, PA 18017	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	1,500.
ANIMAL RESCUE LEAGUE OF BERKS COUNTY PO BOX 69 MOHNTON, PA 19540	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.

FLEMING FOUNDATION

23-2585510

ASSOCIATION FOR THE BLIND AND VISUALLY IMPAIRED 614 N. 13TH STREET ALLENTOWN, PA 18102	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	400.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PLACE BETHLEHEM, PA 18018	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
CENTER FOR AMERICAN HOMELESS VETERANS 210 E. BROAD STREET - SUITE 202 FALLS CHURCH, VA 22046	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	50.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	1,000.
DESALES UNIVERSITY 2755 STATION AVENUE CENTER VALLEY, PA 18034	N/A CONTRIBUTION TO GAMBET CENTER ENDOWMENT FUND	PUBLIC CHARITY	50,000.
DISABLED AMERICAN VETERANS PO BOX 14301 CINCINNATI, OH 45250	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	200.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	20,000.
FEEDING AMERICA 35 E. WACKER DRIVE - SUITE 2000 CHICAGO, IL 60601	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
GOOD SHEPARD	N/A CONTRIBUTION TO FLEMING ENDOWMENT FUND	PUBLIC CHARITY	25,000.

FLEMING FOUNDATION

23-2585510

GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, PA 11787	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
HELP HOSPITALIZED VETERANS 36585 PENFIELD LANE WINCHESTER, CA 92596	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	50.
JOHNS HOPKINS ONE CHARLES CENTER - 100 NORTH CHARLES ST BALTIMORE, MD 21201	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
LEHIGH COUNTY SENIOR CITIZENS CENTER 1633 ELM STREET ALLENTOWN, PA 18102	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	150.
LEHIGH VALLEY HOSPITAL AND HEALTH NETWORK 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A INFECTION CONTROL / CONTINUING EDUCATION SERIES	PUBLIC CHARITY	170,000.
LEONARD POOL SOCIETY 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	1,000.
MACUNGIE AMBULANCE CORPS	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	400.
MISCELLANEOUS ORGANIZED CHARITIES VARIOUS VARIOUS	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
NATIVITY SCHOOL ENDOWMENT	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.

FLEMING FOUNDATION

23-2585510

PARALYZED VETERANS OF AMERICA PO BOX 96010 WASHINGTON, DC 20077	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	150.
SECOND HARVEST FOOD BANK OF LV & NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
SPECIAL OLYMPICS 4076 MARKET STREET CAMP HILL, PA 17011	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	100.
ST THOMAS MORE CHURCH 1040 FLEXER AVENUE ALLENTOWN, PA 18103	N/A CONTRIBUTION TO CAPITAL CAMPAIGN	PUBLIC CHARITY	100,000.
THE CAT SHACK INC PO BOX 950 TREXLERTOWN, PA 18187	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	1,500.
THE GLAUCOMA SERVICE FOUNDATION 840 WALNUT STREET - SUITE 1130 PHILADELPHIA, PA 19107	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	100.
THE LEUKEMIA AND LYMPHOMA SOCIETY #2 INTERNATIONAL PLAZA PHILADELPHIA, PA 19113	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	100.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	10,000.
THE SMILE TRAIN 245 FIFTH AVENUE - SUITE 2201 NEW YORK, NY 10016	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.
THE USO PO BOX 96860 WASHINGTON, DC 20077	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	250.

FLEMING FOUNDATION

23-2585510

THE WELLNESS COMMUNITY 3400 BATH PIKE BETHLEHEM, PA 18017	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	500.
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	100.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A - THIRD FLOOR BETHLEHEM, PA 18017	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	12,500.
UPPER MILFORD WESTERN DISTRICT FIRE CO 4093 MAIN ROAD WEST EMMAUS, PA 18049	N/A CONTRIBUTION TO GENERAL FUND	PUBLIC CHARITY	350.
VALLEY YOUTH HOUSE 829 W. LINDEN STREET ALLENTOWN, PA 18101	N/A CONTRIBUTION TO GENERAL FUND & CAPITAL CAMPAIGN	PUBLIC CHARITY	7,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

412,500.

Realized Gain/Loss

WELLS
FARGO

ADVISORS

Page 45 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Short Term		Continued										
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS					
EMC CORP												
CONVERTIBLE SENIOR NOTES												
LNKD TO EMC												
CPN 1 750% DUE 12/01/11												
DTD 11/17/06 FC 06/01/07	2,000.0000	92.1493	10/30/08	02/03/09	1,949.12	1,842.99					106.13	
EMC CORP												
CONVERTIBLE NOTES LNKD												
TO EMC												
CPN 1 750% DUE 12/01/13												
DTD 11/17/06 FC 06/01/07	7,000.0000	96.3400	02/03/09	09/10/09	8,557.50	6,743.80					1,813.70	
ENSCO INTL INC												
	40.0000	28.4000	01/23/09	09/10/09	1,567.15	1,136.00					431.15	
	15.0000	30.8231	05/14/09	09/10/09	587.69	462.35					125.34	
	20.0000	30.8231	05/14/09	12/23/09	616.46	616.46					0.00	
FREEPORT-MCMORAN PFD												
COPPER & GOLD NUMBER INC												
CONV	22.0000	92.1466	07/23/09	09/10/09	2,233.38	2,027.23					206.15	
HOLOGIC INC												
CONV STEP CPN SENIOR NTS												
LNKD TO HOLX CALLABLE												
CPN 2 000% DUE 12/15/37												
DTD 12/10/07 FC 06/15/08												
CALL 12/15/13 @ 100.000	4,000.0000	64.2500	01/14/09	05/13/09	2,735.00	2,570.00					165.00	
INGERSOLL-RAND CO LTD												
CONV SR UNSECURED												
LINKED TO SYM IR												
CPN 4 500% DUE 04/15/12												
DTD 04/06/09 FC 10/15/09	2,000.0000	107.3750	04/01/09	06/15/09	2,800.04	2,147.50					652.54	
INTEL CORP												
	105.0000	15.0751	12/18/08	09/10/09	2,067.69	1,582.89					484.80	
	40.0000	15.0751	12/18/08	11/19/09	761.41	603.00					158.41	

001 / DICG / DI43

Realized Gain/Loss

Page 46 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Short Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
INVITROGEN CORPORATION SENIOR NOTES CPN 1 500% DUE 02/15/24 DTD 08/15/04 FC 02/15/05 PUT 02/15/12 @ 100 000	1,000 0000	107 0169	08/06/09	09/10/09	1,095 00	1,070 17	24 83		
INVITROGEN INC CONVERTIBLE SENIOR NOTES CALLABLE CPN 2 000% DUE 08/01/23 DTD 08/01/04 FC 02/01/05 CALL 08/01/10 @ 100 000	2,000 0000	109.1718	03/26/09	08/04/09	2,735 19	2,183.44	551.75		
L-3 COMMUNICATIONS CORP CONVERTIBLE CONTINGENT DEBT SECS-CODES CALLABLE CPN 3 000% DUE 08/01/35 DTD 07/29/05 FC 02/01/06 CALL 02/01/11 @ 100 000	2,000.0000 2,000.0000	110.5561 110.5561	09/29/08 09/29/08	07/21/09 09/10/09	1,977 50 2,007.50	2,211.12 2,211.12	-233.62 -203 62		
L-3 COMMUNICATIONS HLDGS INC	25.0000	70 3024	07/16/09	09/10/09	1,927.70	1,757 56	170 14		
MEDTRONIC INC	40.0000	31.5735	04/14/09	09/10/09	1,557 57	1,262.95	294.62		
MYLAN INC 6 50% PFD DUE 11/15/10 CONV UNTIL 11/15/10	15.0000	31.5735	04/14/09	11/03/09	541.97	473 60	68 37		
NETAPP INC CONVERTIBLE SENIOR NOTE CPN 1 750% DUE 06/01/13 DTD 06/10/08 FC 12/01/08	2.0000	846 2179	02/23/09	09/10/09	1,964.72	1,692.44	272 28		
	3,000.0000	94 8585	07/15/09	09/10/09	3,011.25	2,845.76	165 49		

001 / DICG / DI43

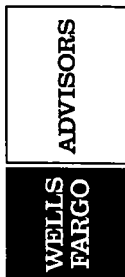


Realized Gain/Loss

Page 47 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)



Short Term	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION							
NEWMONT MINING CORP							
CONVERTIBLE SENIOR NOTES							
LNKD TO NEM							
CPN 1 625% DUE 07/15/17		1,000.0000	109 2990	02/13/09	1,200.00	1,092.99	107.01
DTD 07/17/07 FC 01/15/08							
NEWMONT MINING CORP							
REVERSE CONV MEDIUM TERM							
NOTES LNKD TO NEM							
CPN 1 250% DUE 07/15/14		3,000.0000	88.1775	11/24/08	3,652.50	2,645.33	1,007.17
DTD 07/17/07 FC 01/15/08							
NOBLE CORP BAAR							
NAMEN-AKT		7.0000	27.3330	01/27/09	256.83	191.34	65.49
NOBLE ENERGY INC		40 0000	66 2984	06/10/09	2,632.72	2,651.94	-19.22
		15.0000	54 6137	07/10/09	987.28	819.21	168.07
ON SEMICONDUCTOR CORP							
REVERSE CONV SR NOTES							
LNKD TO ONNN CALLABLE							
CPN 2 625% DUE 12/15/26							
DTD 12/15/06 FC 06/15/07							
PUT 12/15/13 @ 100 000		2,000.0000	88.6710	07/07/09	2,222.50	1,773.42	449.08
PLACER DOME INC							
SENIOR NOTES							
CONVERTIBLE CALLABLE							
CPN 2 750% DUE 10/15/23							
DTD 10/10/03 FC 10/15/04							
CALL 10/20/10 @ 100 825		1,000.0000	136 9073	06/22/09	1,570.00	1,369.08	200.92

001 / DICG / DI43

Realized Gain/Loss

Page 48 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Short Term		Continued										
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS					
PROLOGIS TRUST CONVERTIBLE BONDS LNKD TO PLD CALLABLE CPN 1 875% DUE 11/15/37 DTD 11/08/07 FC 05/15/08 CALL 01/15/13 @ 100 000	3,000 0000 3,000 0000	91.7030 95.4540	03/27/08 04/17/08	03/27/09 03/27/09	1,506 00 1,506 00	2,751 09 2,863.62	-1,245.09 -1,357 62					
REINSURANCE GRP 5 75%PFD PUBLIC	40 0000	47 2800	07/02/09	09/10/09	2,255.94	1,891.20	364 74					
SERIES UNIT CONVERTIBLE SCHERING-PLOUGH PFD	15.0000 13 0000	122.7900 143.1500	10/27/08 11/11/08	09/10/09 09/10/09	3,613 40 3,131 62	1,841.85 1,860.95	1,771.55 1,270 67					
SCHLUMBERGER LIMITED DEBENTURES CALLABLE CPN 2 125% DUE 06/01/23 DTD 06/09/03 FC 12/01/03 CALL 06/06/10 @ 100 000	1,000.0000 52 0000	154 5173 33 7969	06/15/09 06/16/09	09/10/09 09/10/09	1,530 00 1,722 19	1,545 18 1,757.44	-15.18 -35.25					
SUNCOR ENERGY INC NEW TRANSOCEAN INC CONV SR UNSECURED NOTES LNKD TO C CALLABLE CPN 1 500% DUE 12/15/37 DTD 12/11/07 FC 06/15/08 CALL 12/20/12 @ 100 000	3,000.0000 1,000.0000	88.3750 88 4000	06/09/09 06/16/09	09/10/09 09/10/09	2,790 00 930 00	2,651.25 884.00	138 75 46.00					
TRANSOCEAN LTD ORDINARY SHARES UNITED TECHNOLOGIES CORP	30 0000 13.0000	53.2392 63.5300	12/18/08 09/15/08	09/10/09 09/10/09	2,418.23 798.70	1,597.18 825.89	821.05 -27 19					

001 / DICG / DI43



Realized Gain/Loss

Page 49 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)



Short Term		Continued							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
VALE CAPITAL II PFD									
GTD NOTE SER VALE 2012									
CONVERTIBLE DUE 6/15/12	40 0000	51.0313	07/08/09	09/10/09	2,535.93	2,041.26	494.67		
VALE CAPITAL II PFD									
GTD NOTE SER VALE P 2012									
CONVERTIBLE DUE 6/15/12	35 0000	62.9960	08/26/09	09/10/09	2,257.09	2,204.86	52.23		
VERISIGN INC									
CONV JR SUBORDINATED									
CPN 3.250% DUE 08/15/37									
DTD 08/15/07 FC 08/15/08	2,000.0000	83.1650	05/12/09	09/10/09	1,637.50	1,663.30	-25.80		
WELLS FARGO & CO 7.5%									
PERP CONV CL A	3 0000	852.5000	08/27/09	09/10/09	2,556.20	2,557.50	-1.30		
Total - Short Term					\$151,681.48	\$135,425.02	\$16,256.46		

Long Term									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
ACCENTURE LTD									
	80.0000	36.8469	03/27/07	06/09/09	2,435.19	2,947.75	-512.56		
ADOBE SYSTEMS INC									
	85 0000	33.5438	02/06/08	03/13/09	1,576.38	2,851.22	-1,274.84		
ALCON INC									
	15.0000	141.2021	07/11/07	09/10/09	2,016.55	2,118.03	-101.48		
ALLIANT TECHSYSTEMS INC									
CONV SR SUB NOTES									
CALLABLE									
CPN 2.750% DUE 02/15/24									
DTD 02/19/04 FC 08/15/04									
PUT 08/15/09 @ 100.000	1,000 0000	107.5000	12/06/05	09/10/09	1,020.00	1,075.00	-55.00		

001 / DICG / DI43

Realized Gain/Loss

Page 50 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
ALLIANT TECHSYSTEMS INC									
CONVERTIBLE SENIOR SUB									
NOTES									
CPN 2 750% DUE 09/15/11									
DTD 09/12/06 FC 03/15/07	3,000.0000	109.3750	03/19/07	09/15/09	3,075.00	3,281.25	-206.25		
AMERICAN INTL GROUP 8 5%									
PFD CONVERTIBLE UNTIL									
08/01/2011									
ANIXTER INTL INC	40.0000	78.8305	05/14/08	11/05/09	475.98	3,153.22	-2,677.24		
CONVERTIBLE SENIOR NOTES									
CPN 1.000% DUE 02/15/13									
DTD 02/16/07 FC 08/15/07	1,000.0000	122.4730	07/29/08	09/10/09	865.00	1,224.73	-359.73		
AON CORP	35.0000	41.2993	07/11/07	01/05/09	1,547.83	1,445.47	102.36		
	20.0000	42.0838	08/15/07	01/05/09	884.48	841.68	42.80		
	50.0000	42.0838	08/15/07	03/13/09	1,917.77	2,104.19	-186.42		
ARCHER DANIELS									
SENIOR NOTES									
CPN 0.875% DUE 02/15/14									
DTD 02/22/07 FC 08/15/07	5,000.0000	106.6832	11/16/07	09/10/09	4,825.00	5,334.16	-509.16		
BANK OF AMERICA 7 25%									
SERIES L									
CONVERTIBLE 12/31/49	4.0000	1,104.1700	02/14/08	09/10/09	3,511.90	4,416.68	-904.78		
BECKMAN COULTER INC									
SR CONVERTIBLE NTS									
CALLABLE									
CPN 2.500% DUE 12/15/36									
DTD 12/15/06 FC 06/15/07	3,000.0000	113.2500	08/28/07	09/08/09	3,435.00	3,397.50	37.50		
CALL 12/20/13 @ 100.000									

001 / DICG / DI43



Page 51 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS			
CARNIVAL CORP DEBENTURES CONVERTIBLE CPN 2 000% DUE 04/15/21 DTD 04/25/01 FC 10/15/01 CALL 04/15/08 @ 100 000	2,000 0000	125.4620	12/15/06 07/15/09	1,965.00	2,509.24	-544.24			
CARNIVAL CORP DEBENTURES CONVERTIBLE CPN 2 000% DUE 04/15/21 DTD 04/25/01 FC 10/15/01 PUT 04/15/11 @ 100 000	2,000.0000	125.4620	12/15/06 09/10/09	2,040 00	2,509.24	-469.24			
CENTERPOINT ENERGY CORP ZERO PREMIUM EXCHANGEABLE SUB NOTE EXCH	70 0000	28.1778	05/01/03 06/05/09	1,398 42	1,972.45	-574.03			
	85.0000	39.2500	12/14/06 06/05/09	1,698 09	3,336.25	-1,638 16			
CHESAPEAKE ENERGY CORP CONVERTIBLE SENIOR NOTES LNKD TO CHK CPN 2 250% DUE 12/15/38 DTD 05/27/08 FC 12/15/08 PUT 12/15/18 @ 100 000	5,000 0000	108.7858	06/25/08 09/10/09	3,418.75	5,439.29	-2,020 54			
CISCO SYSTEMS INC	30 0000	27.5600	12/20/06 09/10/09	681 57	826 80	-145.23			
	60 0000	28.5791	01/12/07 09/10/09	1,363 17	1,714.75	-351 58			
CITIGROUP INC	0 6235	3.9800	02/15/08 07/30/09	1.90	2.48	-0 58			
	1,110.9130	3.9800	02/15/08 08/04/09	3,595 26	4,421.46	-826.20			
	0 2201	3 9000	04/08/08 07/30/09	0 68	0 86	-0.18			
	392.0870	3.9000	04/08/08 08/04/09	1,268 92	1,529 14	-260 22			

001 / DICG / DI43

Realized Gain/Loss

Page 52 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
COMPUTER ASSOCIATES INC									
CONVERTIBLE SR NOTES									
CPN 1 625% DUE 12/15/09									
DTD 12/11/02 FC 06/15/03	2,000.0000	120 0297	07/14/08	07/15/09	2,060 00	2,400 59	-340 59		
DANAHER CORP									
SENIOR NOTES									
CALLABLE									
CPN 0 000% DUE 01/22/21									
DTD 01/22/01									
CALL 01/22/11 @ 78 970	3,000 0000	0.9928 99 1210	09/21/06	09/10/09	2,943 75	2,978 41 2,973 63	-34 66		
	2,000.0000	107 5843	12/20/06	09/10/09	1,962 50	2,151 69	-189 19		
DELL INC	125.0000	23 8870	06/06/08	07/20/09	1,606 20	2,985 88	-1,379 68		
EBAY INC	75.0000	30.0125	06/05/08	09/10/09	1,754 20	2,250 94	-496 74		
EMC CORP									
CONVERTIBLE SENIOR NOTES									
LNKD TO EMC									
CPN 1 750% DUE 12/01/11									
DTD 11/17/06 FC 06/01/07	5,000.0000	110 3500	02/15/07	02/03/09	4,872 80	5,517 50	-644 70		
	3,000.0000	106 8060	03/05/07	02/03/09	2,923 68	3,204 18	-280 50		
FISHER SCIENTIFIC INTL									
SR SUB NOTES									
CALLABLE									
CPN 3 250% DUE 03/01/24									
DTD 03/03/04 FC 09/01/04	2,000.0000	103 3933	02/20/04	09/10/09	2,640 00	2,067 87	572 13		
CALL 03/01/11 @ 100 000	2,000 0000	130 6250	12/18/06	09/10/09	2,640 00	2,612 50	27 50		

001 / DICG / DI43



Realized Gain/Loss

Page 53 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

WELLS
FARGO

ADVISORS

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
GILEAD SCIENCES INC									
SENIOR CONVERTIBLE NOTES									
CPN 0 625% DUE 05/01/13	1,000.0000	105.9564	12/07/06	03/23/09	1,276.25	1,059.56	216.69		
DTD 04/25/06 FC 11/01/06	3,000.0000	103.5000	12/27/06	09/10/09	3,907.50	3,105.00	802.50		
	1,000.0000	109.7820	03/02/07	09/10/09	1,302.50	1,097.82	204.68		
	1,000.0000	109.7820	03/02/07	10/21/09	1,268.15	1,097.82	170.33		
HEALTH CARE REIT INC									
CONV SENIOR NOTES LNKD									
TO HCN CALLABLE									
CPN 4.750% DUE 07/15/27	5,000.0000	105.7360	06/26/08	09/10/09	5,287.50	5,286.80	0.70		
DTD 07/20/07 FC 01/15/08	1,000.0000	108.9550	09/04/08	09/10/09	1,057.50	1,089.55	-32.05		
CALL 07/15/12 @ 100.000									
HONEYWELL INTERNATIONAL									
INC	35.0000	60.2362	07/13/07	09/10/09	1,357.26	2,108.27	-751.01		
	15.0000	60.2362	07/13/07	11/23/09	578.65	903.54	-324.89		
ILLINOIS TOOL WORKS INC	50.0000	54.1010	08/13/07	06/12/09	1,891.60	2,705.05	-813.45		
INTEL CORP									
CONVERTIBLE NOTE									
SER INTC									
CPN 2.950% DUE 12/15/35	5,000.0000	91.9000	04/25/07	09/10/09	4,450.00	4,595.00	-145.00		
DTD 12/16/05 FC 06/15/06	1,000.0000	103.3512	10/09/07	09/10/09	890.00	1,033.52	-143.52		

001 / DICG / DI43

Realized Gain/Loss

Page 54 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS			
INVITROGEN CORPORATION SENIOR NOTES CPN 1 500% DUE 02/15/24 DTD 08/15/04 FC 02/15/05 PUT 02/15/12 @ 100 000	7,000 0000	93.2070	07/19/07 02/12/09	5,958 75	6,524 49	-565 74			
ITT EDUCATIONAL SERVICES INC	10 0000	82.7627	03/27/07 01/16/09	1,133.90	827.62	306.28			
	15.0000	84.1044	03/29/07 01/16/09	1,700.86	1,261.57	439.29			
MEDTRONIC INC CONVERTIBLE NOTE CPN 1 500% DUE 04/15/11 DTD 04/18/06 FC 10/15/06	5,000.0000	107.4462	01/18/07 02/06/09	4,637.50	5,372.31	-734 81			
	1,000.0000	105 5000	01/31/07 07/15/09	984.38	1,055.00	-70 62			
MEDTRONIC INC CONVERTIBLE NOTES CPN 1 625% DUE 04/15/13 DTD 04/18/06 FC 10/15/06	1,000 0000	105 3658	04/28/08 07/15/09	955.00	1,053.66	-98.66			
	3,000 0000	105 3658	04/28/08 09/10/09	2,977.50	3,160 97	-183 47			
	0 1114	30.2630	11/11/08 11/18/09	3 92	3 37	0.55			
MERCK & CO INC NEW	33 0000	30 2630	11/11/08 12/03/09	1,214.87	998 68	216 19			
MERCK & CO NEW CV 6% XXX CONVERTIBLE PREFERRED SUBMITTED FOR CONVERSION	7.0000	143.1500	11/11/08 11/18/09	1,604 89	1,002 05	602.84			
MOLSON COORS BREWING CO CONVERTIBLE SENIOR NOTES CPN 2 500% DUE 07/30/13 DTD 06/15/07 FC 07/30/07	3,000.0000	102.8914	06/20/07 07/15/09	3,297 42	3,086.74	210.68			
	2,000.0000	104 2000	07/23/07 09/10/09	2,270.00	2,084.00	186.00			

001 / DICG / DI43

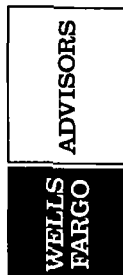


Realized Gain/Loss

Page 55 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)



Long Term		Continued									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS				
NIKE INC CLASS B	50.0000	59.0866	07/17/07	06/05/09	2,938.98	2,954.33	-15.35				
NOBLE CORP BAAR NAMEN-AKT	50.0000	61.4023	05/13/08	09/10/09	1,834.44	3,070.12	-1,235.68				
OMNICOM GROUP INC ZERO COUPON ZERO YIELD CONVERTIBLE NOTES CPN 0.000% DUE 07/01/38 DTD 06/29/06 CALL 06/15/10 @ 100.000	2,000.0000	101.0000	06/08/06	03/17/09	1,825.00	2,020.00	-195.00				
	1,000.0000	101.0000	06/08/06	04/03/09	925.00	1,010.00	-85.00				
	1,000.0000	102.3120	09/27/06	04/03/09	925.00	1,023.12	-98.12				
	4,000.0000	107.6000	12/28/06	04/03/09	3,700.00	4,304.00	-604.00				
PIONEER NATURAL RESOURCE REVERSE CONV SENIOR NTS CALLABLE CPN 2.875% DUE 01/15/38 DTD 01/22/08 FC 07/15/08 PUT 01/15/13 @ 100.000	3,000.0000	99.5151	01/17/08	09/10/09	2,788.41	2,985.45	-197.04				
	2,000.0000	124.1250	04/16/08	09/10/09	1,858.94	2,482.50	-623.56				
QUALCOMM INC	60.0000	48.6592	06/20/08	06/23/09	2,616.18	2,919.55	-303.37				
SYBASE INC CONVERTIBLE NOTES CALLABLE CPN 1.750% DUE 02/22/25 DTD 02/22/05 FC 08/22/05 CALL 03/01/10 @ 100.000	4,000.0000	122.4440	01/29/08	09/10/09	5,910.00	4,897.76	1,012.24				

001 / DICG / DI43

Realized Gain/Loss

Page 56 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
SYMANTEC CORP									
CONV SENIOR NOTES LNKD TO SYMC									
CPN 1 000% DUE 06/15/13	5,000 0000	109.3750	03/27/08	09/10/09	5,182.50	5,468.75	-286.25		
DTD 06/16/06 FC 12/15/06	2,000.0000	116.2279	05/02/08	09/10/09	2,073.00	2,324.56	-251.56		
T ROWE PRICE GROUP INC	50.0000	62.6378	11/19/07	05/13/09	1,865.19	3,131.89	-1,266.70		
TEVA PHARMACEUT FIN BV									
DEBENTURES									
CALLABLE									
CPN 0 250% DUE 02/01/24									
DTD 01/27/04 FC 08/01/04									
PUT 02/01/10 @ 100 000	1,000.0000	108.8125	02/01/07	09/10/09	1,503.75	1,088.13	415.62		
TEVA PHARMACEUT FIN BV									
BONDS									
SERIES D CALLABLE									
CPN 1 750% DUE 02/01/26									
DTD 01/31/06 FC 08/01/06	3,000 0000	101.1370	07/10/07	09/10/09	3,562.50	3,034.11	528.39		
PUT 02/01/11 @ 100 000	2,000.0000	110.7000	06/19/08	09/10/09	2,375.00	2,214.00	161.00		
TRANSOCEAN INC									
CONVERTIBLE NOTES LNKD TO RIG SER A CALLABLE									
CPN 1 625% DUE 12/15/37									
DTD 12/11/07 FC 06/15/08	3,000 0000	102.4375	12/06/07	05/11/09	2,814.37	3,073.12	-258.75		
PUT 12/15/10 @ 100 000	1,000 0000	106.6390	01/29/08	05/11/09	938.12	1,066.39	-128.27		

001 / DICG / DI43





Realized Gain/Loss

41,893

Page 57 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
UNITED TECHNOLOGIES CORP		2,000.0000	111.3194	02/27/08	05/11/09	1,876.26	2,226.39	-350.13
		40.0000	72.4530	02/05/08	09/10/09	2,457.53	2,898.12	-440.59
		2.0000	63.5300	09/15/08	11/18/09	136.90	127.06	9.84
Total - Long Term						\$168,533.94	\$189,454.14	-\$20,920.20
							\$189,449.36	

001 / DICG / DI43

Realized Gain/Loss

As of Date: 2/05/10



Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR		THIS YEAR	
	GAIN		LOSS	
Short term	13,469.30		-24,537.18	
Long term	26,262.41		-71,007.60	
Total - Realized Gain/Loss	\$39,731.71		-\$95,544.78	
			THIS YEAR	
			NET	
			-11,067.88	
			-44,745.19	
			-\$55,813.07	

Realized Gain/Loss

Page 26 of 34

As of Date: 2/05/10

Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Realized Gain/Loss Detail for Year

Short Term	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	ACCENTURE LTD	233.0000	32.9461	10/31/08 06/10/09	7,121.57	7,676.44	-554.87
	AGRIUM INC	118.0000	50.6733	05/27/09 11/16/09	6,369.00	5,979.45	389.55
		12.0000	47.7363	06/16/09 11/16/09	647.70	572.84	74.86
	ALLERGAN INC	118.0000	35.6866	03/03/09 10/15/09	6,826.80	4,211.02	2,615.78
	BARD C R INC	82.0000	86.1090	11/07/08 08/07/09	6,022.61	7,060.94	-1,038.33
	CHECKPOINT SOFTWARE TECH LTD	80.0000	21.5156	03/30/09 11/12/09	2,583.10	1,721.25	861.85
		60.0000	21.9852	03/31/09 11/12/09	1,937.34	1,319.12	618.22
		94.0000	21.9852	03/31/09 11/13/09	3,009.98	2,066.60	943.38
	DELL INC	463.0000	25.5458	08/28/08 07/20/09	5,967.03	11,827.71	-5,860.68
	EMERSON ELECTRIC CO	247.0000	29.3871	04/01/09 10/21/09	9,901.92	7,258.61	2,643.31
	ENSCO INTL INC	110.0000	26.6996	01/21/09 12/23/09	2,936.96	2,936.96	0.00
		105.0000	26.8695	01/22/09 12/23/09	2,821.30	2,821.30	0.00
	FACTSET RESEARCH SYSTEMS INC	29.0000	42.4877	12/24/08 08/11/09	1,571.67	1,232.15	339.52
		1.0000	42.4877	12/24/08 08/12/09	55.07	42.48	12.59
		40.0000	42.2593	12/26/08 08/12/09	2,202.84	1,690.37	512.47
		23.0000	42.3394	12/29/08 08/12/09	1,266.64	973.81	292.83
	FASTENAL CO	230.0000	50.4936	08/20/08 04/23/09	8,075.73	11,613.53	-3,537.80
	GENL DYNAMICS CORP COM	172.0000	61.5568	11/07/08 08/13/09	9,769.91	10,587.77	-817.86
	GRAINGER W W INC	73.0000	86.8512	04/18/08 03/04/09	4,648.59	6,340.14	-1,691.55
	MCAFFEE INCORPORATED	231.0000	30.0915	11/11/08 06/02/09	9,015.07	6,951.14	2,063.93
	PANERA BREAD COMPANY CL A	98.0000	52.7942	12/09/08 02/17/09	4,531.55	5,173.83	-642.28

001 / DICG / DI43



Realized Gain/Loss



Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

As of Date: 2/05/10

Short Term		Continued							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
PRECISION CASTPARTS CORP	89.0000	56.3690	11/14/08	05/07/09	7,117.35	5,016.84	2,100.51		
PRICELINE COM INC									
COM NEW	48.0000	107.2826	07/14/08	05/27/09	5,146.17	5,149.56	-3.39		
SEAHAWK DRILLING INC	22.0000	24.6126	06/19/09	09/01/09	518.28	541.47	-23.19		
SEAHAWK DRILLING INC W/I	0.3331	24.6126	06/19/09	08/25/09	8.70	8.20	0.50		
STEC INC	197.0000	34.4393	08/13/09	11/09/09	2,650.17	6,784.54	-4,134.37		
STRAYER EDUCATION INC	15.0000	224.7990	07/30/08	01/07/09	2,869.47	3,371.99	-502.52		
	25.0000	220.4178	07/31/08	01/07/09	4,782.47	5,510.45	-727.98		
STRYKER CORP	211.0000	48.5959	11/11/08	08/19/09	8,425.54	10,253.73	-1,828.19		
	60.0000	42.0635	02/17/09	08/19/09	2,395.89	2,523.81	-127.92		
URBAN OUTFITTERS INC	166.0000	31.0126	04/14/08	03/27/09	2,691.06	5,148.09	-2,457.03		
	39.0000	31.3194	04/15/08	03/27/09	632.24	1,221.46	-589.22		
Total - Short Term					\$134,519.72	\$145,587.60	-\$11,067.88		

Long Term									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
AGCO CORP	85.0000	61.4599	07/30/08	11/24/09	2,500.17	5,224.10	-2,723.93		
	40.0000	61.4599	07/30/08	11/25/09	1,199.87	2,458.39	-1,258.52		
	74.0000	61.0416	07/31/08	11/25/09	2,219.77	4,517.08	-2,297.31		
AMAZON COM INC	88.0000	38.7948	03/12/07	07/02/09	7,042.98	3,413.93	3,629.05		
	9.0000	61.9451	04/27/07	07/02/09	720.31	557.51	162.80		
AMETEK INC NEW	40.0000	43.6575	01/31/08	09/04/09	1,271.28	1,746.31	-475.03		
	61.0000	43.6575	01/31/08	09/08/09	1,958.67	2,663.10	-704.43		
	39.0000	44.1098	02/01/08	09/08/09	1,252.27	1,720.28	-468.01		
AON CORP	95.0000	41.4617	08/03/07	02/25/09	3,720.72	3,938.86	-218.14		

001 / DICG / DI43

Realized Gain/Loss

Page 28 of 34

As of Date: 2/05/10

Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
APPLE INC		45.0000	41.8014	08/06/07	02/25/09	1,762.45	1,881.06	-118.61
		92.0000	49.8000	11/28/07	02/25/09	3,603.24	4,581.60	-978.36
		21.0000	25.1835	10/28/04	04/30/09	2,657.95	528.86	2,129.09
		18.0000	25.1835	10/28/04	06/30/09	2,561.20	453.31	2,107.89
		24.0000	25.1835	10/28/04	09/21/09	4,406.39	604.41	3,801.98
		13.0000	25.1835	10/28/04	10/28/09	2,524.66	327.39	2,197.27
BLACKROCK INC		23.0000	205.0926	01/10/08	10/09/09	4,937.98	4,717.13	220.85
CF INDUSTRIES HOLDINGS INC		40.0000	66.1150	07/17/07	02/26/09	2,540.15	2,644.60	-104.45
		61.0000	65.1360	07/18/07	02/26/09	3,873.75	3,973.30	-99.55
		15.0000	65.1360	07/18/07	03/12/09	988.73	977.04	11.69
		86.0000	88.1900	11/28/07	03/12/09	5,668.78	7,584.34	-1,915.56
COACH INC		233.0000	35.3865	04/25/08	10/06/09	7,640.78	8,245.06	-604.28
COCA-COLA COMPANY		159.0000	62.9876	11/28/07	08/13/09	7,647.49	10,015.03	-2,367.54
DENTSPLY INTERNATIONAL INC NEW		90.0000	38.6554	09/26/08	11/12/09	3,038.05	3,478.99	-440.94
		15.0000	38.3566	09/29/08	11/12/09	506.35	575.35	-69.00
		98.0000	38.3566	09/29/08	11/13/09	3,307.08	3,758.95	-451.87
DUN & BRADSTREET CORP DEL NEW		10.0000	104.8391	07/20/07	06/17/09	807.83	1,048.39	-240.56
		28.0000	104.8391	07/20/07	06/18/09	2,246.55	2,935.49	-688.94
		16.0000	106.0783	07/23/07	06/18/09	1,283.74	1,697.25	-413.51
		21.0000	88.7500	11/28/07	06/18/09	1,684.92	1,863.75	-178.83
ENSCO INTL INC		17.0000	88.7500	11/28/07	06/19/09	1,359.18	1,508.75	-149.57
		145.0000	33.5488	10/28/08	12/23/09	4,864.58	4,864.58	0.00

001 / DICG / DI43



Page 29 of 34

As of Date: 2/05/10

Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Long Term Description	Continued
FACTSET RESEARCH SYSTEMS INC	
QUANTITY	ADJ PRICE/ ORIG PRICE
DATE ACQUIRED	CLOSE DATE
PROCEEDS	ADJ COST/ ORIG COST
GAIN/LOSS	
18.0000	68.4618
06/28/07	08/10/09
986.74	1,232.31
-245.57	
18.0000	68.4233
06/29/07	08/10/09
986.74	1,231.62
-244.88	
9.0000	68.7046
07/02/07	08/10/09
493.38	618.35
-124.97	
12.0000	68.7046
07/02/07	08/11/09
650.34	824.45
-174.11	
39.0000	63.6699
11/28/07	08/11/09
2,113.62	2,483.13
-369.51	
FLUOR CORP (NEW)	
10.0000	57.6289
07/26/07	11/13/09
433.98	576.29
-142.31	
92.0000	57.6289
07/26/07	11/16/09
4,089.93	5,301.86
-1,211.93	
66.0000	72.3400
11/28/07	11/16/09
2,934.09	4,774.44
-1,840.35	
GILEAD SCIENCES INC	
114.0000	21.1148
06/08/05	02/11/09
5,661.46	2,407.07
3,254.39	
36.0000	21.7015
06/09/05	02/11/09
1,787.84	781.26
1,006.58	
40.0000	21.7015
06/09/05	03/16/09
1,766.02	868.05
897.97	
151.0000	45.3800
11/28/07	03/16/09
6,666.75	6,852.38
-185.63	
211.0000	45.3800
11/28/07	06/12/09
9,399.61	9,575.18
-175.57	
GOOGLE INC CL A	
1.0000	178.9820
03/22/05	10/28/09
542.82	178.98
363.84	
6.0000	197.9337
04/20/05	10/28/09
3,256.94	1,187.61
2,069.33	
56.0000	78.9059
02/07/08	03/04/09
3,566.03	4,418.73
-852.70	
20.0000	79.0102
02/08/08	03/04/09
1,273.58	1,580.20
-306.62	
JACOBS ENGINEERING GROUP	
30.0000	67.5772
08/10/07	11/18/09
1,140.21	2,027.32
-887.11	
8.0000	67.5772
08/10/07	11/19/09
292.75	540.61
-247.86	
45.0000	68.3980
08/13/07	11/19/09
1,646.76	3,077.91
-1,431.15	
60.0000	81.1400
11/28/07	11/19/09
2,195.68	4,868.40
-2,672.72	
155.0000	36.8617
11/10/08	11/19/09
5,672.20	5,713.56
-41.36	
MEMC ELECTRIC MATERIALS INC	
111.0000	33.5321
02/28/06	12/01/09
1,365.13	3,722.06
-2,356.93	

Realized Gain/Loss

Page 30 of 34

As of Date: 2/05/10

Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
NIKE INC CLASS B		200.0000	73.3800	11/28/07	12/01/09	2,459.70	14,676.00	-12,216.30
		50.0000	44.2488	10/20/06	06/15/09	2,801.42	2,212.44	588.98
		70.0000	45.0943	10/23/06	06/15/09	3,921.99	3,156.60	765.39
		76.0000	45.2371	10/24/06	06/15/09	4,258.18	3,438.03	820.15
		32.0000	45.2371	10/24/06	06/25/09	1,634.06	1,447.58	186.48
		62.0000	46.0619	10/25/06	06/25/09	3,166.00	2,855.83	310.17
		56.0000	65.2900	11/28/07	06/25/09	2,859.63	3,656.24	-796.61
		150.0000	65.2900	11/28/07	09/10/09	8,254.93	9,793.50	-1,538.57
NOKIA CORP SPONSORED ADR		127.0000	26.6235	05/25/07	07/23/09	1,685.62	3,381.18	-1,695.56
		272.0000	28.2557	06/05/07	07/23/09	3,610.16	7,685.55	-4,075.39
		277.0000	40.1472	11/28/07	07/23/09	3,676.53	11,120.77	-7,444.24
PRAXAIR INC		42.0000	85.3536	11/08/07	06/25/09	2,944.62	3,584.85	-640.23
		10.0000	84.2125	11/09/07	06/25/09	701.10	842.13	-141.03
		32.0000	83.3400	11/28/07	06/25/09	2,243.53	2,666.88	-423.35
PRICELINE COM INC COM NEW		57.0000	107.2826	07/14/08	07/17/09	6,607.89	6,115.10	492.79
QUALCOMM INC		253.0000	48.6121	06/20/08	08/31/09	11,674.93	12,298.85	-623.92
RESEARCH IN MOTION LTD		64.0000	73.9817	07/26/07	10/02/09	4,212.03	4,734.82	-522.79
		29.0000	121.2451	11/28/07	10/02/09	1,908.59	3,516.11	-1,607.52
SMITH INTERNATIONAL INC		65.0000	40.7027	11/22/06	02/10/09	1,499.61	2,645.67	-1,146.06
		116.0000	61.7400	11/28/07	02/10/09	2,676.23	7,161.84	-4,485.61
T ROWE PRICE GROUP INC		95.0000	60.7919	11/20/07	07/09/09	3,564.59	5,775.23	-2,210.64
		38.0000	60.7919	11/20/07	07/10/09	1,418.85	2,310.09	-891.24

001 / DICG / DI43





Account Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Realized Gain/Loss

As of Date: 2/05/10

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
WMS INDS INC DEL		3.0000	60.7800	11/28/07	07/10/09	112.02	182.34	-70.32
		5.0000	35.4832	03/28/08	09/09/09	216.27	177.42	38.85
		100.0000	35.4832	03/28/08	09/10/09	4,303.80	3,548.32	755.48
		5.0000	35.4832	03/28/08	09/11/09	215.00	177.42	37.58
		55.0000	35.4832	03/28/08	09/15/09	2,365.38	1,951.57	413.81
Total - Long Term						\$235,713.13	\$280,458.32	-\$44,745.19

Realized Gain/Loss

As of Date: 2/05/10



Account Number: 3249-9685
FLEMING FOUNDATION
(WENTWORTH - INTL)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary		THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	12,467.86	18169 --	0.00	12,467.86
Long term	111,361.63		-24,754.22	86,607.41
Total - Realized Gain/Loss	\$123,829.49		-\$24,754.22	-\$99,075.27

Realized Gain/Loss

Page 21 of 33

As of Date: 2/05/10

Account Number: 3249-9685
FLEMING FOUNDATION
(WENTWORTH - INTL)

Realized Gain/Loss Detail for Year

Short Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AGRIUM INC	240.0000	33.5013	12/31/08	12/07/09	14,461.78	8,040.32	6,421.46
AXA-ADR RTS XXX	635.0000	0.0000	12/08/09	12/09/09	355.43	0.01	355.42
BUNGE LTD	300.0000	49.5059	12/30/08	09/10/09	19,969.58	14,851.77	5,117.81
DANONESPONSORED ADR RTS	750.0000	0.0000	06/23/09	06/24/09	441.83	0.01	441.82
RIO TINTO PLC RTS EXP 00/00/00	250.0000	0.0000	07/20/09	07/21/09	5,701.53	0.00	5,701.53
SYNGENTA AG-ADR	15.0000	38.5720	12/31/08	09/10/09	709.93	578.58	131.35
Total - Short Term					\$41,640.08	\$23,470.69	\$18,169.39
Long Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ARACRUZ CELULOSE S A ADR	125.0000	32.7000	01/22/04	09/10/09	2,608.67	4,087.50	-1,478.83
	45.0000	30.4300	05/03/05	09/10/09	939.13	1,369.35	-430.22
BASF SE SPONSORED ADR	115.0000	28.5500	01/22/04	12/07/09	7,273.56	3,283.25	3,990.31
BHP BILLITON LTD SPON ADR	515.0000	18.3300	01/22/04	09/10/09	33,974.95	9,439.95	24,535.00
	10.0000	17.1800	05/05/04	09/10/09	659.71	171.80	487.91
	25.0000	17.1800	05/05/04	12/07/09	1,891.05	429.50	1,461.55
	80.0000	36.3000	03/22/06	12/07/09	6,051.38	2,904.00	3,147.38
BRITISH AMERN TOB PLC SPON ADR	75.0000	34.8937	01/28/05	12/07/09	4,771.07	2,617.03	2,154.04
	10.0000	50.3000	03/22/06	12/07/09	636.15	503.00	133.15
CANADIAN PACIFIC RAILWAY LTD	80.0000	40.6173	11/17/05	12/07/09	4,176.45	3,249.38	927.07

001 / DICG / DI43



Realized Gain/Loss

Page 22 of 33

As of Date: 2/05/10

Account Number: 3249-9685
FLEMING FOUNDATION
(WENTWORTH - INTL)

WELLS
FARGO

ADVISORS

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
COOPER INDUSTRIES PLC CLASS A		65.0000	49.5100	03/22/06	12/07/09	3,393.37	3,218.15	175.22
DANONE SPONSORED ADR		90.0000	28.5200	01/22/04	12/07/09	4,004.35	2,566.80	1,437.55
		270.0000	9.8090	03/29/05	09/10/09	3,110.31	2,648.42	461.89
		10.0000	9.4150	05/03/05	09/10/09	115.19	94.15	21.04
		470.0000	12.9900	03/22/06	09/10/09	5,414.27	6,105.30	-691.03
DIAGEO PLC SPONSORED ORD NEW		85.0000	79.3127	12/27/06	12/07/09	5,938.25	6,741.58	-803.33
ENSIGN ENERGY SERVICE INC		590.0000	17.9500	01/22/04	12/07/09	7,905.14	5,295.25	2,609.89
NESTLE S A REG ADR		100.0000	26.3563	01/31/05	09/10/09	4,174.89	2,635.63	1,539.26
		100.0000	28.4951	03/16/05	09/10/09	4,174.89	2,849.51	1,325.38
		12.0000	30.3647	11/21/05	09/10/09	500.99	364.38	136.61
		63.0000	30.3647	11/21/05	12/07/09	3,085.66	1,912.97	1,172.69
		87.0000	29.5800	03/22/06	12/07/09	4,261.15	2,573.46	1,687.69
POTASH CORP OF SASKATCHEWAN INC		200.0000	14.5933	01/22/04	09/10/09	18,083.93	2,918.67	15,165.26
		40.0000	14.5933	01/22/04	12/07/09	4,887.29	583.73	4,303.56
		50.0000	13.7100	05/05/04	12/07/09	6,109.12	685.50	5,423.62
PRECISION DRILLING TRUST		350.0000	22.3271	01/22/04	09/10/09	2,247.98	7,814.47	-5,566.49
		50.0000	22.3742	03/04/04	09/10/09	321.14	1,118.71	-797.57
		400.0000	28.8088	03/22/06	09/10/09	2,589.14	11,523.52	-8,954.38
PRECISION DRILLING RTS WI EXP 06/03/09		350.0000	2.0315	01/22/04	05/20/09	119.00	711.01	-592.01

001 / DICG / DI43

Realized Gain/Loss

Page 23 of 33

As of Date: 2/05/10

Account Number: 3249-9685
FLEMING FOUNDATION
(WENTWORTH - INTL)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
SCHLUMBERGER LTD		50.0000	2.0358	03/04/04	05/20/09	17.00	101.79	-84.79
TECK RESOURCES LTD		400.0000	2.6212	03/22/06	05/20/09	135.99	1,048.48	-912.49
CLASS B		65.0000	27.8000	01/22/04	09/10/09	3,791.35	1,807.00	1,984.35
TRANSOCEAN LTD		500.0000	31.5519	03/22/06	09/10/09	13,264.65	15,775.95	-2,511.30
ORDINARY SHARES		53.0000	25.7812	01/22/04	09/10/09	4,318.24	1,366.41	2,951.83
TRICAN WELL SERVICE		100.0000	21.2142	03/22/06	09/10/09	1,134.72	2,121.42	-986.70
LTD		265.0000	35.5675	12/21/07	12/07/09	8,480.31	9,425.39	-945.08
UNILEVER N V ADR		900.0000	3.2500	01/22/04	09/10/09	19,207.30	2,925.00	16,282.30
VALE S A ADR		300.0000	3.2500	01/22/04	12/07/09	8,511.97	975.00	7,536.97
		300.0000	2.5887	05/05/04	12/07/09	8,511.99	776.61	7,735.38
YARA INTERNATIONAL ASA		30.0000	6.8191	01/22/04	12/07/09	1,335.86	204.57	1,131.29
		10.0000	14.1000	05/03/05	12/07/09	445.28	141.00	304.28
		40.0000	16.0500	03/22/06	12/07/09	1,781.16	642.00	1,139.16
Total - Long Term						\$214,334.00	\$127,726.59	\$86,607.41



As of Date: 2/05/10

Realized Gain/Loss



Account Number: 8104-3435
FLEMING FOUNDATION
(BRAN ENH)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium, or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR		THIS YEAR NET
	GAIN	LOSS	
Short term	3,292.58	-6,628.82	-3,336.24
Long term	13,155.07	-51,427.69	-38,272.62
Total - Realized Gain/Loss	\$16,447.65	-\$58,056.51	-\$41,608.86

Realized Gain/Loss

Page 21 of 26

As of Date: 2/05/10

Account Number: 8104-3435
FLEMING FOUNDATION
(BRAN ENH)

Realized Gain/Loss Detail for Year

Short Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CITIGROUP INC	0.7689	2.0061	03/30/09	07/30/09	2.35	1.54	0.81
DOW CHEMICAL COMPANY	65.0000	22.6382	10/16/08	07/31/09	1,409.82	1,471.49	-61.67
HSBC HOLDINGS PLC-SPON ADR	165.0000	58.0395	09/16/09	11/09/09	9,521.65	9,576.52	-54.87
KOREA ELEC PWR CORP SPONSORED ADR	510.0000	14.1970	09/16/09	09/29/09	7,583.61	7,240.47	343.14
ROYAL BANK OF SCOTLAND ADR	85.5878	82.0897	07/02/08	01/30/09	534.61	7,046.89	-6,512.28
US TREASURY NOTE WI							
CPN 3.375% DUE 11/30/12	25,000.0000	101.7773	08/26/08	02/19/09	26,737.30	25,444.34	1,292.96
DTD 11/30/07 FC 05/31/08	49,000.0000	101.7773	08/26/08	06/30/09	51,526.56	49,870.89	1,655.67
Total - Short Term					\$97,315.90	\$100,652.14	-\$3,336.24
Long Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
BRANDES SEPARATELY MANAGED ACCT RESERVE TRUST FUND	1,175.0000	9.6000	08/10/07	05/20/09	7,520.00	11,280.00	-3,760.00
CITIGROUP INC	235.0000	46.6000	08/10/07	03/30/09	558.12	10,951.00	-10,392.88
	100.0000	33.1443	11/09/07	03/30/09	237.50	3,314.43	-3,076.93
	310.0000	21.5062	03/06/08	03/30/09	736.25	6,666.92	-5,930.67
DOW CHEMICAL COMPANY	275.0000	40.9900	08/10/07	07/31/09	5,964.62	11,272.25	-5,307.63



Realized Gain/Loss



As of Date: 2/05/10

Account Number: 8104-3435
FLEMING FOUNDATION
(BRAN ENH)

Long Term		Continued						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS	
FEDERAL HOME LN MTG CORP								
NOTES								
CPN 4 125% DUE 07/12/10	56,000 0000	0.9916	08/10/07	06/30/09	57,991.92	55,533.90	2,458.02	
DTD 06/21/05 FC 01/12/06		97.8515				54,796.84		
FEDERAL NATL MTG ASSN								
BONDS								
CPN 5 375% DUE 07/15/16	31,000.0000	100.5659	08/10/07	03/18/09	35,613.27	31,175.43	4,437.84	
DTD 06/15/06 FC 07/15/06	90.0000	32.9610	10/15/07	04/20/09	2,272.19	2,966.49	-694.30	
HOME DEPOT INC								
KOREA ELEC PWR CORP	480 0000	22.2800	08/10/07	09/29/09	7,137.51	10,694.40	-3,556.89	
SPONSORED ADR								
ROYAL BANK OF SCOTLAND								
ADR	77 4122	180 1678	11/12/07	01/30/09	483.53	13,988.90	-13,505.37	
SK TELECOMMUNICATIONS								
CO LMT SPON ADR	460 0000	26.9999	08/10/07	07/20/09	7,345.00	12,419.95	-5,074.95	
U S TREASURY BONDS 02/29								
CPN 5 250% DUE 02/15/29	31,000 0000	102.3242	08/10/07	03/18/09	37,979.72	31,720.51	6,259.21	
DTD 02/15/99 FC 08/15/99								
US TREASURY								
NOTES								
CPN 4 000% DUE 03/15/10	39,000 0000	103.9726	01/31/08	02/11/09	40,421.24	40,549.31	-128.07	
DTD 03/15/05 FC 09/15/05								
Total - Long Term					\$204,260.87	\$242,533.49	-\$38,272.62	
						\$241,796.43		

001 / DICG / DI43

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary			
	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	7,544.64	-6,101.90	1,442.74
Long term	19,672.31	-11,993.29	7,679.02
Total - Realized Gain/Loss	\$27,216.95	-\$18,095.19	\$9,121.76

Realized Gain/Loss

Page 21 of 26

As of Date: 2/05/10

Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss Detail for Year

Short Term		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
AGILENT TECH INC		103.0000	16.4776	12/19/08	08/28/09	2,659.03	1,697.20	961.83
		105.0000	16.4776	12/19/08	09/30/09	2,927.20	1,730.15	1,197.05
		105.0000	16.4776	12/19/08	10/08/09	2,892.86	1,730.15	1,162.71
		345.0000	16.4776	12/19/08	10/15/09	9,513.75	5,684.76	3,828.99
ANGLOGOLD ASHANTI LTD								
SPON ADR		72.0000	35.9955	04/07/08	03/06/09	2,225.07	2,591.68	-366.61
COMCAST CORP CL A SPL								
NEW		147.0000	14.0054	08/20/09	12/16/09	2,452.86	2,058.80	394.06
UNITED STATES STEEL CORP								
NEW		109.0000	89.9647	09/18/08	06/29/09	4,070.86	9,806.15	-5,735.29
Total - Short Term						\$26,741.63	\$25,298.89	\$1,442.74
Long Term		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
AGILENT TECH INC		4.0000	20.9277	11/12/04	08/28/09	103.26	83.71	19.55
		41.0000	20.9277	11/12/04	08/28/09	1,058.44	858.04	200.40
		236.0000	31.7368	03/13/07	08/28/09	6,092.51	7,489.87	-1,397.36
ALTRIA GROUP INC								
		373.0000	11.3729	07/20/04	01/30/09	6,260.95	4,242.07	2,018.88
		134.0000	10.8177	07/28/04	01/30/09	2,249.24	1,449.57	799.67
		13.0000	16.5504	06/19/06	01/30/09	218.22	215.16	3.06
ANGLOGOLD ASHANTI LTD								
SPON ADR		65.0000	35.9955	04/07/08	06/01/09	2,734.05	2,339.71	394.34
		39.0000	35.9955	04/07/08	06/02/09	1,640.39	1,403.83	236.56
		50.0000	35.9955	04/07/08	09/11/09	2,156.98	1,799.77	357.21
		58.0000	35.9955	04/07/08	09/15/09	2,505.30	2,087.74	417.56

001 / DICG / DI43



Realized Gain/Loss

As of Date: 2/05/10



Account Number: 3289-4116
FLEMING FOUNDATION
(KINETICS)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium, or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary

	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0.00	0.00	0.00
Long term	0.00	-24,907.91	-24,907.91
Total - Realized Gain/Loss	\$0.00	-\$24,907.91	-\$24,907.91

Realized Gain/Loss

Page 17 of 21

As of Date: 2/05/10

Account Number: 3289-4116
FLEMING FOUNDATION
(KINETICS)

Realized Gain/Loss Detail for Year

Long Term		QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION								
CENTERPOINT ENERGY INC		654.0000	17.4534	11/26/07	07/15/09	7,249.15	11,414.51	-4,165.36
R H DONNELLEY CORP								
COM NEW		1,160.0000	17.9097	02/22/08	10/12/09	32.70	20,775.25	-20,742.55
Total - Long Term						\$7,281.85	\$32,189.76	-\$24,907.91

001 / DICG / DI43



As of Date: 2/05/10

Realized Gain/Loss



Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

Realized Gain/Loss Summary	THIS YEAR		THIS YEAR	
	GAIN		LOSS	
Short term	15,302.15		-19,326.63	-4,024.48
Long term	8,492.16		-123,265.67	-114,773.51
Total - Realized Gain/Loss	\$23,794.31		-\$142,592.30	-\$118,797.99

Realized Gain/Loss

Page 28 of 42

As of Date: 2/05/10

Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Realized Gain/Loss Detail for Year

Short Term DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
ERICSSON (LM) TEL-SP ADR NEW	619.0000	8.9287	03/20/08	02/03/09	4,804.16	5,526.87	-722.71
GEMALTO NV-UNSP ADR	297.0000	11.8351	03/13/09	04/22/09	4,586.48	3,515.02	1,071.46
HACHIJUNI BANK LTD UNS ADR	10.0000	63.3449	06/24/08	03/24/09	589.08	633.45	-44.37
	38.0000	63.7485	06/25/08	03/24/09	2,238.52	2,422.45	-183.93
LIHIR GOLD LTD SPONSORED ADR	59.0000	27.7295	07/29/08	05/20/09	1,355.93	1,636.05	-280.12
	91.0000	27.7295	07/29/08	05/29/09	2,363.28	2,523.38	-160.10
	88.0000	27.4932	07/29/08	05/29/09	2,285.37	2,419.40	-134.03
LONMIN PLC-SPONS ADR NEW	68.0000	44.7235	08/04/08	04/03/09	1,501.43	3,041.20	-1,539.77
	101.0000	47.3839	09/23/08	04/03/09	2,230.08	4,785.77	-2,555.69
NOKIA CORP SPONSORED ADR	252.0000	12.0952	02/03/09	04/23/09	3,762.61	3,048.00	714.61
NOVARTIS AG SPON ADR	127.0000	42.8991	02/13/09	12/02/09	7,144.35	5,448.19	1,696.16
PETRO-CD A	136.0000	44.8957	02/13/08	02/02/09	2,934.83	6,105.82	-3,170.99
	5.0000	44.8957	02/13/08	02/04/09	114.14	224.47	-110.33
PROMISE CO LTD UNSPONSORED ADR	528.0000	11.3255	08/28/08	08/20/09	2,483.60	5,979.86	-3,496.26
ROHM CO LTD ADR	53.0000	21.7953	12/24/08	07/02/09	1,865.10	1,155.15	709.95
SILVER STANDARD RES INC	130.0000	27.8619	06/24/08	03/20/09	1,993.48	3,622.05	-1,628.57
	67.0000	27.2195	06/25/08	03/20/09	1,027.42	1,823.71	-796.29

001 / DICG / DI43



Realized Gain/Loss



As of Date: 2/05/10

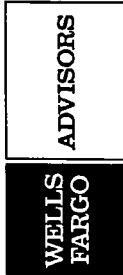
Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Short Term		Continued									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS				
SOCIETE GENERALE FRANCE SPONSORED ADR	283.0000	11.3220	10/20/08	10/02/09	4,347.64	3,204.13	1,143.51				
SOCIETE GENERALE RTS FRANCE SPONSORED ADR	633.0000	0.0000	11/10/09	12/07/09	502.90	0.01	502.89				
SUNCOR ENERGY INC	7.0000	53.8406	07/23/08	03/10/09	168.10	376.89	-208.79				
	89.0000	53.8406	07/23/08	07/15/09	2,607.38	4,791.81	-2,184.43				
	21.0000	20.5107	01/28/09	07/15/09	615.23	430.73	184.50				
SUNCOR ENERGY INC NEW	150.0000	20.5107	01/28/09	08/20/09	4,773.59	3,076.61	1,696.98				
	147.0000	20.5107	01/28/09	10/01/09	4,950.30	3,015.06	1,935.24				
TDK CORP ADR	71.0000	59.7711	07/07/08	01/16/09	2,669.37	4,243.75	-1,574.38				
	40.0000	32.9957	10/23/08	08/04/09	2,108.65	1,319.83	788.82				
	99.0000	32.9957	10/23/08	08/20/09	5,538.02	3,266.58	2,271.44				
TECHNIP-SA-ADR	46.0000	71.3129	09/08/08	07/24/09	2,744.52	3,280.39	-535.87				
	71.0000	23.2327	11/21/08	07/24/09	4,236.12	1,649.53	2,586.59				
Total - Short Term					\$78,541.68	\$82,566.16	-\$4,024.48				
Long Term											
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS				
ANGLOGOLD ASHANTI LTD SPON ADR	102.0000	43.5243	10/03/07	02/17/09	3,200.34	4,439.48	-1,239.14				
	69.1430	43.5243	10/03/07	03/11/09	2,190.98	3,009.39	-818.41				
	44.8570	34.7451	02/12/08	03/11/09	1,421.42	1,558.57	-137.15				
	90.1430	34.7451	02/12/08	03/13/09	3,078.62	3,132.02	-53.40				
	15.8570	36.9175	03/05/08	03/13/09	541.56	585.41	-43.85				
	57.0000	36.9175	03/05/08	09/08/09	2,454.70	2,104.30	350.40				

001 / DICG / DI43



Realized Gain/Loss



As of Date: 2/05/10

Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
IMPALA PLATINUM SPON ADR		152.0000	16.9196	03/02/07	01/30/09	1,630.13	2,571.78	-941.65
		77.0000	17.5375	05/10/07	01/30/09	825.80	1,350.39	-524.59
		98.0000	17.5375	05/10/07	03/06/09	1,088.98	1,718.67	-629.69
		64.0000	17.5184	05/24/07	03/06/09	711.18	1,121.18	-410.00
		266.0000	17.5184	05/24/07	03/12/09	3,267.01	4,659.89	-1,392.88
		111.0000	18.0913	11/12/07	03/12/09	1,363.31	2,008.14	-644.83
		129.0000	18.0913	11/12/07	03/18/09	1,582.90	2,333.77	-750.87
		53.0000	14.5736	02/01/08	03/18/09	650.35	772.41	-122.06
		97.0000	27.4112	08/11/08	09/11/09	2,393.25	2,658.89	-265.64
		410.0000	13.7759	03/29/06	04/01/09	4,330.88	5,648.12	-1,317.24
KIRIN HOLDINGS CO LTD SPON ADR		735.0000	13.7759	03/29/06	04/13/09	8,260.96	10,125.27	-1,864.31
		460.0000	13.2121	11/16/06	04/13/09	5,170.13	6,077.57	-907.44
		45.0000	13.6731	11/22/06	04/13/09	505.78	615.29	-109.51
		13.0000	13.6731	11/22/06	04/24/09	148.06	177.75	-29.69
		186.0000	20.8741	03/28/06	03/12/09	2,425.27	3,882.59	-1,457.32
KT CORP SP ADR		449.0000	20.8741	03/28/06	04/14/09	6,555.01	9,372.47	-2,817.46
		478.0000	20.8741	03/28/06	05/22/09	6,864.66	9,977.81	-3,113.15
		394.0000	20.8741	03/28/06	12/02/09	6,559.69	8,224.38	-1,664.69
		214.0000	22.9584	05/19/08	12/02/09	3,562.88	4,913.10	-1,350.22
		151.0000	17.2980	03/29/06	05/20/09	3,470.24	2,611.99	858.25
LIHIR GOLD LTD SPONSORED ADR		102.0000	44.8587	03/29/06	03/11/09	1,801.18	4,575.59	-2,774.41
		1.0000	44.8587	03/29/06	04/03/09	22.07	44.85	-22.78
LONMIN PLC-SPONS ADR NEW								

001 / DICG / DI43

Realized Gain/Loss

As of Date: 2/05/10

Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
MAGNA INTL INC CL A		29.0000	66.0344	09/26/07	04/03/09	640.31	1,915.00	-1,274.69
NEC ELECTRONICS CORP UNSPONSORED ADR		80.0000	70.0969	06/03/08	11/06/09	4,030.06	5,607.76	-1,577.70
NEWCREST MINING LTD SPONS ADR		390.0000	19.7175	03/29/06	01/29/09	1,290.38	7,689.82	-6,399.44
NEWMONT MINING CORP NEW		8.0000	19.7175	03/29/06	02/04/09	23.27	157.73	-134.46
		120.0000	15.7585	07/07/06	01/28/09	2,590.92	1,891.02	699.90
		159.0000	39.4698	05/24/07	02/06/09	6,531.41	6,275.70	255.71
		11.0000	39.4698	05/24/07	02/27/09	462.91	434.16	28.75
		65.0000	40.2221	05/31/07	02/27/09	2,735.42	2,614.44	120.98
		57.0000	40.2221	05/31/07	07/08/09	2,194.38	2,292.66	-98.28
		88.0000	40.2221	05/31/07	07/29/09	3,465.62	3,539.54	-73.92
		76.0000	41.4170	06/01/07	07/29/09	2,993.03	3,147.69	-154.66
		49.0000	40.5609	06/19/07	07/29/09	1,929.73	1,987.49	-57.76
NEXEN INC		230.0000	40.5609	06/19/07	10/29/09	9,813.01	9,329.00	484.01
		21.0000	30.0865	09/24/07	06/02/09	534.93	631.81	-96.88
NOVAGOLD RES INC NEW		171.0000	30.4354	10/02/07	06/02/09	4,355.93	5,204.46	-848.53
		169.0000	16.0338	01/17/07	03/23/09	401.69	2,709.71	-2,308.02
		154.0000	16.4089	03/02/07	03/23/09	366.03	2,526.97	-2,160.94
PETRO-CDA		224.0000	10.2116	03/11/08	03/23/09	532.43	2,287.40	-1,754.97
		55.0000	49.4466	12/06/07	02/02/09	1,186.87	2,719.56	-1,532.69
		114.0000	48.3029	01/17/08	02/02/09	2,460.07	5,506.53	-3,046.46

001 / DICG / DI43



Realized Gain/Loss

As of Date: 2/05/10

Account Number: 7465-6049
FLEMING FOUNDATION
(NWQ INTL)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
SUNCOR ENERGY INC		713.0000	9.6586 9.9284	08/06/08	09/10/09	5,272.35	6,886.59 7,078.95	-1,614.24
		170.0000	38.0050	03/28/06	03/10/09	4,082.38	6,460.85	-2,378.47
		38.0000	45.5733	01/17/08	03/10/09	912.54	1,731.79	-819.25
TDK CORP ADR		22.0000	59.7711	07/07/08	08/03/09	1,163.42	1,314.96	-151.54
		13.0000	61.2996	07/30/08	08/03/09	687.49	796.90	-109.41
		71.0000	61.2996	07/30/08	08/04/09	3,742.85	4,352.27	-609.42
TECHNIP-SA-ADR		92.0000	56.1384	09/13/06	02/09/09	3,387.71	5,164.74	-1,777.03
		23.0000	56.1384	09/13/06	05/07/09	1,034.92	1,291.18	-256.26
		13.0000	56.1384	09/13/06	05/07/09	584.95	729.79	-144.84
		28.0000	65.2387	01/30/08	05/07/09	1,259.92	1,826.69	-566.77
		4.0000	65.2387	01/30/08	07/24/09	238.65	260.95	-22.30
TOMKINS PLC ADR		468.0000	23.5773	03/29/06	07/02/09	4,511.54	11,034.17	-6,522.63
		162.0000	23.5773	03/29/06	10/08/09	1,910.70	3,819.52	-1,908.82
		297.0000	18.2516	09/07/06	10/08/09	3,502.97	5,420.73	-1,917.76
TOPPAN PRINTING CO LTD								
UNSPONS ADR		373.0000	69.7876	03/30/06	12/14/09	15,390.81	26,030.78	-10,639.97
VODAFONE GROUP PLC								
SPONSORED ADR NEW		75.5000	23.7705	03/28/06	11/24/09	1,709.28	1,794.67	-85.39
		98.5000	25.4708	05/26/06	11/24/09	2,229.99	2,512.90	-282.91
Total - Long Term						\$269,136.87	\$383,910.38 \$384,792.36	-\$114,773.51



Realized Gain/Loss

As of Date: 2/05/10



Account Number: 3249-9673
Command Account Number: 9076810676
FLEMING FOUNDATION
(UNMANAGED)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR		THIS YEAR	
	GAIN		LOSS	
Short term	7,549.18		-1.38	
Long term	0.00		-169,096.32	
Total - Realized Gain/Loss	\$7,549.18		-\$169,097.70	
			THIS YEAR	
			NET	
			7,547.80	
			-169,096.32	
			-\$161,548.52	

Realized Gain/Loss

As of Date: 2/05/10

Account Number: 3249-9673
 Command Account Number: 9076810676
 FLEMING FOUNDATION
 (UNMANAGED)

Realized Gain/Loss Detail for Year

Short Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
VANGUARD FIXED INCOME	3,883.4950	10.0800	05/19/09	07/23/09	39,955.00	39,155.70	799.30
SECURITIES FUND SHORT	2,871.8930	10.0800	05/19/09	08/28/09	29,995.00	28,956.13	1,038.87
TERM CORPORATE PORTFOLIO	10,605.7230	10.0800	05/19/09	12/04/09	112,588.91	106,933.17	5,655.74
	23.5550	10.1600	06/01/09	12/04/09	250.05	239.32	10.73
	58.5020	10.2300	07/01/09	12/04/09	621.05	598.48	22.57
	55.1450	10.3700	08/03/09	12/04/09	585.41	571.85	13.56
	42.6260	10.4800	09/01/09	12/04/09	452.51	446.72	5.79
	31.6080	10.5500	10/01/09	12/04/09	335.55	333.46	2.09
	33.4970	10.6000	11/02/09	12/04/09	355.60	355.07	0.53
	31.4770	10.6600	12/01/09	12/04/09	334.17	335.55	-1.38
Total - Short Term					\$185,473.25	\$177,925.45	\$7,547.80

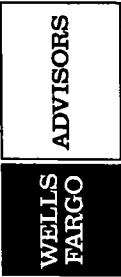
Long Term							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GNMA PASS THRU	30,000.0000	0.0000	12/01/06	11/17/09	2.83	0.00	2.83
POOL 207883 DTD 05/01/87	1,000.0000	91.7700	12/01/00	03/10/09	965.45	91,768.97	-90,803.52
CPN 8.000% DUE 05/15/17	862.0000	91.7700	12/01/00	03/10/09	812.05	79,104.85	-78,292.80
DTD 05/01/87 FC 06/15/87					\$1,780.33	170,874-	-169,093-
Total - Long Term							

001 / DICG / DIJR



Realized Gain/Loss

As of Date: 2/05/10



Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security
- * Short sales are reportable on Form 1099-B before the position is closed
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary		THIS YEAR	THIS YEAR
		GAIN	LOSS
Short term		5,985.02	-6.45
Long term		14,908.71	-122,815.20
Total - Realized Gain/Loss		\$20,893.73	-\$122,821.65
			-\$101,927.92

Realized Gain/Loss

Page 26 of 41

As of Date: 2/05/10

Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Realized Gain/Loss Detail for Year

Short Term	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
DESCRIPTION							
BRASIL TELECOM S A	0.7605	16.7250	11/24/09	11/24/09	11.78	12.71	-0.93
SPONSORED ADR REPSTG COM							
BRASIL TELECOM SA-ADR	0.2564	31.3150	11/24/09	11/24/09	7.87	8.03	-0.16
SPONSORED ADR REPSTG							
PREFERRED SHARES	115.0000	35.7053	11/06/08	09/10/09	4,483.39	4,106.12	377.27
CANON INC ADR REP 5SHS							
ENI S P A	55.0000	48.5416	06/15/09	09/10/09	2,766.43	2,669.79	96.64
SPON ADR							
HONDA MOTOR LTD NEW	180.0000	21.3448	10/24/08	09/10/09	5,736.81	3,842.07	1,894.74
AMERICAN SHARES 10/76							
HSBC HLDGS PLC RTS XXX	0.5820	12.7628	05/07/08	04/22/09	4.95	10.31	-5.36
ADR EXP 03/31/09							
NON TRANSFERABLE							
HSBC HOLDINGS PLC-SPON	104.0000	37.6523	04/08/09	11/16/09	6,671.32	3,915.84	2,755.48
ADR							
INFINEON TECHNOLOGIES							
AG ADR	55.0000	4.5500	08/17/09	09/09/09	302.94	250.27	52.67
	813.0000	4.5500	08/17/09	09/23/09	4,507.07	3,699.43	807.64
INFINEON TECHS RTS							
EXP 07/29/09	7.0000	0.0000	07/22/09	08/28/09	0.00	0.00	0.00
AG ADR							
TELEMIG CELULAR RTS XXX	2.0000	0.0000	04/16/09	04/17/09	0.11	0.00	0.11
PARTICIPACOES							

001 / DICG / DI43



As of Date: 2/05/10

Realized Gain/Loss



Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Short Term		<i>Continued</i>							
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
TIM PARTICIPACOE SA RTS									
ADR	16 0000	0.0000	05/27/09	05/28/09	0.03	0.00	0.03		
VIVO PARTICIPACOEES RTS									
EXP 03/17/09									
RTS FOR SUBSCR RCPTS	24.0000	0.0000	04/16/09	04/17/09	0.44	0.00	0.44		
Total - Short Term					\$24,493.14	\$18,514.57	\$5,978.57		
Long Term									
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
AEGON N V									
ORD AMER REG	635 0000	11.4299	11/03/04	09/10/09	4,896.67	7,257.99	-2,361.32		
AKZO NOBEL N V ADR	140 0000	43.7721	11/11/05	09/10/09	8,112.79	6,128.09	1,984.70		
ALCATEL-LUCENT ADR	150.0000	11.7724	09/01/04	09/10/09	570.06	1,765.85	-1,195.79		
	685 0000	11.1802	06/29/05	09/10/09	2,603.31	7,658.44	-5,055.13		
ASTRAZENECA PLC									
SPON ADR	15.0000	51.2952	06/13/07	07/07/09	653.04	769.42	-116.38		
	60.0000	55.3468	07/24/07	07/07/09	2,612.20	3,320.81	-708.61		
	150 0000	55.3468	07/24/07	09/10/09	6,736.97	8,302.02	-1,565.05		
BARCLAYS PLC ADR	180 0000	38.1579	02/04/08	09/10/09	4,405.94	6,868.42	-2,462.48		
	180 0000	34.4291	03/07/08	09/10/09	4,405.95	6,197.24	-1,791.29		
BRASIL TELECOM PART CHG									
SA ADR	16 0000	193.9137	10/16/00	11/24/09	989.73	3,102.62	-2,112.89		
BRITISH SKY BROADCASTG									
GROUP PLC SPONSORED ADR	175.0000	35.5640	12/14/05	09/10/09	6,304.47	6,223.70	80.77		
CENTRAIS ELEC BRAZ COM									
ELBRAS ON SPON ADR SHRS	400.0000	4.6400	06/25/02	09/10/09	6,194.24	1,856.00	4,338.24		

001 / DICG / DI43

Realized Gain/Loss

Page 28 of 41

As of Date: 2/05/10

Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Long Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
CIBA SPECIALTY XXX CHEMICALS HLDG INC SPONS ADR SUBMITTED FOR TENDER	50.0000	23.7621	10/26/07	04/16/09	1,076.48	1,188.11	-111.63		
DEUTSCHE TELEKOM AG SPON ADR	440.0000	18.4685	10/10/05	09/10/09	6,116.71	8,126.13	-2,009.42		
	570.0000	15.7946	02/27/06	09/10/09	7,923.94	9,002.93	-1,078.99		
ERICSSON (LM) TEL-SP ADR NEW	465.0000	17.5397	03/14/07	07/23/09	4,847.31	8,155.95	-3,308.64		
	235.0000	17.5397	03/14/07	09/10/09	2,392.30	4,121.81	-1,729.51		
	20.0000	14.7289	10/19/07	09/10/09	203.61	294.58	-90.97		
FRANCE TELECOM SPON ADR	240.0000	26.2249	01/11/06	09/10/09	6,574.86	6,293.97	280.89		
	205.0000	22.6717	02/15/06	09/10/09	5,616.04	4,647.70	968.34		
FUJI HEAVY INDS LTD ADR	95.0000	48.3467	02/22/05	09/10/09	3,999.39	4,592.94	-593.55		
FUJIFILM HLDGS CORP ADR 2 ORD	210.0000	31.2106	08/04/05	09/10/09	6,415.33	6,554.22	-138.89		
GLAXOSMITHKLINE PLC-ADR	80.0000	39.5883	03/24/04	07/22/09	3,037.38	3,167.07	-129.69		
	185.0000	39.5883	03/24/04	09/10/09	7,287.27	7,323.83	-36.56		
HSBC HOLDINGS PLC-SPON ADR	80.0000	82.3361	01/12/07	08/07/09	4,369.24	6,586.89	-2,217.65		
	95.0000	82.3360	01/12/07	09/10/09	5,196.74	7,821.92	-2,625.18		
	55.0000	81.8085	04/11/07	09/10/09	3,008.64	4,499.47	-1,490.83		
	10.0000	81.8090	04/11/07	11/16/09	641.47	818.09	-176.62		
	2.0000	85.2750	07/05/07	11/16/09	128.29	170.55	-42.26		
	2.0000	81.1650	10/04/07	11/16/09	128.29	162.33	-34.04		
	2.0000	77.7950	01/16/08	11/16/09	128.29	155.59	-27.30		

001 / DICG / DI43



As of Date: 2/05/10

Realized Gain/Loss



Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
INFINEON TECHNOLOGIES AG ADR		5.0000	75.8620	05/07/08	11/16/09	320.73	379.31	-58.58
		710.0000	8.8415	01/20/06	09/04/09	3,785.75	6,277.49	-2,491.74
		360.0000	7.8197	02/13/08	09/04/09	1,919.55	2,815.10	-895.55
		890.0000	7.8246	02/13/08	09/09/09	4,902.07	6,963.93	-2,061.86
INTESA SANPAOLO SPON ADR		325.0000	45.1363	07/02/07	09/10/09	8,456.28	14,669.31	-6,213.03
J SAINSBURY PLC ADR (NEW)		1.0000	20.0627	11/18/05	09/10/09	22.05	20.06	1.99
		174.0000	30.7059	01/15/08	09/10/09	3,838.35	5,342.83	-1,504.48
KINGFISHER PLC-SPONS ADR (NEW)		355.0000	9.1669	07/02/07	07/15/09	2,272.69	3,254.26	-981.57
		100.0000	9.1669	07/02/07	07/22/09	673.69	916.69	-243.00
		570.0000	9.1669	07/02/07	07/23/09	3,854.64	5,225.13	-1,370.49
		350.0000	9.1669	07/02/07	09/10/09	2,390.43	3,208.41	-817.98
		820.0000	7.5591	10/26/07	09/10/09	5,600.46	6,198.47	-598.01
KONINKLIJKE AHOLD ADR		480.0000	9.7850	10/05/05	09/10/09	6,009.44	4,696.80	1,312.64
KOREA ELEC PWR CORP SPONSORED ADR		170.0000	9.3502	04/29/04	09/10/09	2,215.47	1,589.54	625.93
KT CORP SP ADR		283.0000	22.2200	06/21/02	03/31/09	3,918.90	6,288.26	-2,369.36
		67.0000	19.5412	09/17/03	03/31/09	927.80	1,309.27	-381.47
MARKS & SPENCER PLC-ADR		819.0000	9.7953	12/12/03	09/10/09	9,713.08	8,022.31	1,690.77
		61.0000	8.9114	07/08/08	09/10/09	723.45	543.60	179.85
MITSUBISHI UFJ FINANCIAL ADR		1,315.0000	9.9842	01/05/05	09/10/09	7,851.58	13,129.23	-5,277.65
MITSUMI SUMITOMO INS GROUP HOLDINGS INC - ADR		480.0000	20.1231	12/04/06	09/10/09	6,662.22	9,659.06	-2,996.84

001 / DICG / DI43

Realized Gain/Loss

As of Date: 2/05/10

Account Number: 3249-9675
FLEMING FOUNDATION
(BRANDES MGD)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
MIZUHO FINANCIAL GRP ADR		230.0000	19.5452	01/17/07	09/10/09	3,192.32	4,495.40	-1,303.08
NORTEL NETWORKS CORP		1,335.0000	11.9637	08/08/07	09/10/09	5,914.11	15,971.54	-10,057.43
SANOFLAVENTIS ADR		999.0000	25.5100	04/15/05	01/21/09	80.71	25,484.49	-25,403.78
		455.0000	37.4313	01/28/05	09/10/09	15,847.78	17,031.24	-1,183.46
		55.0000	42.7948	11/09/06	09/10/09	1,915.67	2,353.72	-438.05
SK TELECOMMUNICATIONS CO LIMIT SPON ADR		295.0000	21.7135	08/03/05	07/20/09	4,710.37	6,405.48	-1,695.11
TELMEX INTERNACIONAL ADR		35.0000	7.0659	06/21/02	10/07/09	479.57	247.30	232.27
		50.0000	7.2698	06/25/02	10/07/09	685.11	363.50	321.61
		360.0000	7.2698	06/25/02	11/12/09	5,507.85	2,617.14	2,890.71
THOMSON SPON ADR		710.0000	20.5281	05/12/06	07/17/09	606.74	14,574.95	-13,968.21
		195.0000	19.4213	05/17/06	07/17/09	166.64	3,787.15	-3,620.51
		175.0000	15.7728	08/16/06	07/17/09	149.56	2,760.24	-2,610.68
VIVO PARTICIPACOES SA ADR		0.4800	66.1042	10/16/00	09/11/09	11.52	31.73	-20.21
WOLSELEY PLC ADR RTS		1,020.0000	3.1129	03/28/08	05/08/09	2,132.72	3,175.12	-1,042.40
Total - Long Term						\$235,036.25	\$342,942.74	-\$107,906.49



As of Date: 2/05/10



Account Number: 3249-9677
FLEMING FOUNDATION
(KNOTT MGD)

Realized Gain/Loss

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security
- * Short sales are reportable on Form 1099-B before the position is closed
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

Realized Gain/Loss Summary	THIS YEAR		THIS YEAR
	GAIN	LOSS	NET
Short term	6,790.19	-9,284.86	-2,494.67
Long term	8,283.60	-21,854.47	-13,570.87
Total - Realized Gain/Loss	\$15,073.79	-\$31,139.33	-\$16,065.54

Realized Gain/Loss

Page 18 of 22

As of Date: 2/05/10

Account Number: 3249-9677
FLEMING FOUNDATION
(KNOTT MGD)

Realized Gain/Loss Detail for Year

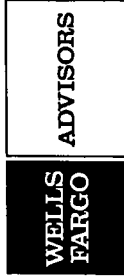
Short Term						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
AFLAC INC	175.0000	56.1957	07/31/08	03/09/09	2,036.46	9,834.25
CA INC	195.0000	18.5684	02/04/09	09/15/09	4,356.72	3,620.84
	245.0000	16.9897	05/28/09	09/15/09	5,473.85	4,162.48
GOOGLE INC CL A	5.0000	307.5654	03/10/09	10/23/09	2,771.96	1,537.83
PNC FINANCIAL SERVICES GROUP	70.0000	31.8091	04/03/09	05/07/09	3,149.46	2,226.64
RANGE RESOURCES CORP	110.0000	36.5323	03/06/09	08/27/09	5,411.67	4,018.55
TEXTRON INC	290.0000	13.2785	11/18/08	02/03/09	2,363.70	3,850.77
VISA INC CLASS A	10.0000	68.9488	08/04/09	10/23/09	741.42	689.49
WELLS FARGO COMPANY	150.0000	15.6487	04/03/09	05/05/09	3,488.25	2,347.31
Total - Short Term					\$29,793.49	\$32,288.16
						-\$2,494.67
Long Term						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
AIR PRODUCTS & CHEMICALS INC	10.0000	70.6606	11/01/06	10/23/09	812.67	706.60
AUTOMATIC DATA PROCESSING	190.0000	48.5770	11/14/06	07/30/09	7,062.20	8,337.12
	55.0000	45.4735	04/05/07	07/30/09	2,044.33	2,501.04
COLGATE-PALMOLIVE CO	30.0000	59.3777	05/12/06	10/23/09	2,333.11	1,781.34
	80.0000	59.3777	05/12/06	11/11/09	6,525.62	4,750.22
	70.0000	59.3777	05/12/06	11/24/09	5,946.17	4,156.43
CVS CAREMARK CORP	40.0000	33.0971	09/22/06	10/23/09	1,483.68	1,323.89
DIAGEO PLC						
SPONSORED ORD NEW	65.0000	56.0157	02/04/05	07/15/09	3,825.36	3,641.03
						184.33

001 / DICG / DI43



As of Date: 2/05/10

Realized Gain/Loss



Account Number: 3249-9677
FLEMING FOUNDATION
(KNOTT MGD)

Long Term DESCRIPTION	Continued	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
GENENTECH INC		80.0000	56.0157	02/04/05	08/06/09	4,955.31	4,481.25	474.06
		70.0000	82.1814	04/19/07	01/06/09	5,891.73	5,752.70	139.03
		10.0000	82.1814	04/19/07	03/17/09	939.29	821.81	117.48
		70.0000	77.7125	06/05/07	03/17/09	6,575.06	5,439.88	1,135.18
		45.0000	73.0460	02/19/08	03/17/09	4,226.83	3,287.07	939.76
GENL DYNAMICS CORP COM		85.0000	78.8408	06/25/07	09/09/09	5,290.81	6,701.47	-1,410.66
		40.0000	80.5366	07/26/07	09/09/09	2,489.80	3,221.46	-731.66
		45.0000	89.7468	04/25/08	09/09/09	2,801.03	4,038.61	-1,237.58
HEWLETT-PACKARD COMPANY		60.0000	52.2281	10/09/07	10/23/09	2,914.22	3,133.69	-219.47
INTERNATIONAL BUSINESS MACHINE CORP		10.0000	95.8517	01/19/07	10/23/09	1,208.70	958.52	250.18
L-3 COMMUNICATIONS HLDGS INC		115.0000	83.6638	02/01/07	08/11/09	8,476.37	9,621.34	-1,144.97
MICROSOFT CORP		90.0000	24.2700	04/28/06	10/23/09	2,524.61	2,184.30	340.31
OMNICOM GROUP		90.0000	52.3303	05/23/07	03/10/09	1,960.08	4,709.72	-2,749.64
		70.0000	50.8974	09/19/07	03/10/09	1,524.51	3,562.82	-2,038.31
ORACLE CORPORATION		260.0000	19.4715	11/20/06	05/28/09	4,955.96	5,062.59	-106.63
TEVA PHARMACEUTICAL ADR INDS LTD		20.0000	34.2363	01/25/07	10/23/09	1,005.23	684.73	320.50
TEXTRON INC		230.0000	39.1197	11/28/05	02/03/09	1,874.65	8,997.52	-7,122.87
		30.0000	44.5229	05/24/06	02/03/09	244.51	1,335.69	-1,091.18
		45.0000	53.2533	01/25/08	02/03/09	366.78	2,396.40	-2,029.62
TOTAL S A SPONS ADR		10.0000	87.5380	05/29/08	10/23/09	635.13	875.38	-240.25
Total - Long Term						\$90,893.75	\$104,464.62	-\$13,570.87

001 / DICG / DI43

Realized Gain/Loss



Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- * Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- * The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- * Short sales are reportable on Form 1099-B before the position is closed.
- * Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- * Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- * Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- * Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

Realized Gain/Loss Summary		THIS YEAR	THIS YEAR
	GAIN	LOSS	NET
Short term	21,887.48	-5,631.02	16,256.46
Long term	6,266.11	-27,186.31	-20,920.20
Total - Realized Gain/Loss	\$28,153.59	-\$32,817.33	-\$4,663.74

Realized Gain/Loss

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Realized Gain/Loss Detail for Year

Short Term						
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST
ALLEGHENY TECHS INC CONVERTIBLE SENIOR NOTE NON CALL LIFE CPN 4 250% DUE 06/01/14 DTD 06/02/09 FC 12/01/09	3,000.0000	115.7065	06/16/09	09/10/09	3,412.50	3,471.20
ALLERGAN INC REVERSE CONVERTIBLE NOTE CALLABLE CPN 1 500% DUE 04/01/26 DTD 04/12/06 FC 10/01/06 CALL 04/05/11 @ 100 000	5,000 0000	108.1110	09/22/08	02/24/09	4,837.50	5,405.55
AMAZON COM INC	15.0000	55 4225	01/06/09	09/10/09	1,246 47	831.34
AMGEN INC SR CONVERTIBLE NOTES LINKED TO AMGN CPN 0.375% DUE 02/01/13 DTD 08/01/06 FC 02/01/07	6,000.0000	98 3630	08/18/08	06/08/09	5,325.00	5,901.78
ANGLO AMERICAN PLC ADR	3,000.0000	97 6875	08/27/08	06/17/09	2,677.50	2,930.63
APACHE CORP COMMON	140 0000	13.3371	06/19/09	09/10/09	2,384.13	1,867 20
ARCHER DANIELS 6 25% PFD CONV 06/01/11 SER PRX/SHR=\$47 83	26.0000	76 6033	07/20/09	09/10/09	2,308.22	1,991 69
BECKMAN COULTER INC SR CONVERTIBLE NTS CALLABLE CPN 2 500% DUE 12/15/36 DTD 12/15/06 FC 06/15/07 CALL 12/20/13 @ 100 000	35.0000	33 0300	11/18/08	09/10/09	1,336.61	1,156.05
	2,000 0000	87 4830	03/18/09	09/10/09	2,300 20	1,749.66
						550.54

001 / DICG / DI43



As of Date: 2/05/10

Realized Gain/Loss

WELLS
FARGO

ADVISORS

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Short Term	Continued								
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS		
BEST BUY	2,000.0000	99.3600	04/21/09	09/10/09	2,300.20	1,987.20	313.00		
COMPANY GUARNT									
CALLABLE									
CPN 2 250% DUE 01/15/22									
DTD 01/15/02 FC 07/15/02									
PUT 01/15/12 @ 100.000	5,000.0000	75.2790	10/16/08	09/10/09	5,150.00	3,763.95	1,386.05		
BEST BUY CO INC	40.0000	27.5157	12/30/08	04/24/09	1,605.16	1,100.63	504.53		
BLACKROCK INC	10.0000	214.3704	09/15/08	08/03/09	1,940.50	2,143.71	-203.21		
	5.0000	214.3704	09/15/08	09/10/09	999.07	1,071.85	-72.78		
	6.0000	114.8761	02/11/09	09/10/09	1,198.89	689.26	509.63		
BUNGE LTD									
CONVERTIBLE PREFERRED	30.0000	60.5510	12/19/08	09/10/09	2,669.93	1,816.53	853.40		
CACI INTERNATIONAL INC									
CONV SENIOR NOTES									
CPN 2 125% DUE 05/01/14									
DTD 05/16/07 FC 11/01/07	1,000.0000	87.7286	11/10/08	09/10/09	1,024.38	877.29	147.09		
CAMERON INTERNATIONAL CRP	55.0000	21.9006	02/05/09	09/10/09	2,012.39	1,204.53	807.86		
	30.0000	19.6317	02/27/09	09/10/09	1,097.68	588.96	508.72		
	25.0000	19.6317	02/27/09	11/20/09	935.77	490.79	444.98		
CAMERON INTL CORP									
CONVERTIBLE NOTES									
CALLABLE									
CPN 2 500% DUE 06/15/26									
DTD 05/26/06 FC 12/15/06	1,000.0000	101.7670	02/12/09	09/10/09	1,270.00	1,017.67	252.33		
CALL 06/20/11 @ 100.000	48.0000	25.3910	04/14/09	09/10/09	1,535.00	1,218.78	316.22		
CARNIVAL CORP									

001 / DICG / DI43

Realized Gain/Loss

Page 44 of 61

As of Date: 2/05/10

Account Number: 3249-9679
FLEMING FOUNDATION
(CAL CV)

Short Term	Continued	DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
		CHARLES RIVER LABORATORI							
		SR NT CONVERTIBLE							
		CPN 2 250% DUE 06/15/13							
		DTD 06/12/06 FC 12/15/06	2,000.0000	85.4741	05/13/09	09/10/09	1,935.00	1,709.48	225.52
		CHESAPEAKE ENERGY CORP							
		REVERSE CONVERTIBLE							
		SENIOR NOTES CALLABLE							
		CPN 2 500% DUE 05/15/37							
		DTD 05/15/07 FC 11/15/07							
		CALL 05/15/17 @ 100 000	1,000.0000	72.3207	04/28/09	09/10/09	811.25	723.21	88.04
		COMPUTER ASSOCIATES INC							
		CONVERTIBLE SR NOTES							
		CPN 1 625% DUE 12/15/09							
		DTD 12/11/02 FC 06/15/03	3,000.0000	120.0297	07/14/08	07/07/09	3,063.75	3,600.90	-537.15
		COSTCO WHSL CORP NEW							
		COM	20.0000	52.4011	01/05/09	07/09/09	908.19	1,048.02	-139.83
			25.0000	44.1700	02/11/09	07/09/09	1,135.25	1,104.25	31.00
		DELL INC	90.0000	10.7099	01/05/09	07/20/09	1,156.47	963.89	192.58
		DST SYSTEMS INC							
		DEBENTURES							
		CALLABLE							
		CPN 4 125% DUE 08/15/23							
		DTD 08/12/03 FC 02/15/04							
		CALL 08/15/10 @ 100 000	2,000.0000	97.9080	01/14/09	09/10/09	2,180.00	1,958.16	221.84
			3,000.0000	93.7700	02/27/09	09/10/09	3,270.00	2,813.10	456.90
			1,000.0000	110.2500	08/25/09	09/10/09	1,090.00	1,102.50	-12.50
			2,000.0000	110.2500	08/25/09	10/01/09	2,160.00	2,205.00	-45.00

001 / DICG / DI43

