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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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 , **2009**, and ending , **20**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 FAMILY FOUNDATION 8215000239

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

Room/suite

PO BOX 1558 DEPT EA4E86

City or town, state, and ZIP code

COLUMBUS, OH 43216

A Employer identification number

26-6214365

B Telephone number (see page 10 of the instructions)

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 foundationI Fair market value of all assets at end
of year (from Part II, col. (c), line
16) ▶ \$ 25,637,771.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	705,007.			
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	574,877.	574,877.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-2,555,853.			
b Gross sales price for all assets on line 6a 15,787,075.				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit (attach schedule)				
11 Other income (attach schedule)	7,475.	7,475.		STMT 2
12 Total. Add lines 1 through 11	-1,268,494.	582,352.		
13 Compensation of officers, directors, trustees, etc.	114,620.	57,310.		57,310.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	836.	NONE	NONE	836.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	17,069.	7,619.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	1,203.	39.		602.
24 Total operating and administrative expenses. Add lines 13 through 23	133,728.	64,968.	NONE	58,748.
25 Contributions, gifts, grants paid	388,200.			388,200.
26 Total expenses and disbursements. Add lines 24 and 25	521,928.	64,968.	NONE	446,948.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,790,422.			
b Net investment income (if negative, enter -0-)		517,384.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) STMT 6	25,119,955.	23,336,172.	25,637,771.	
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,119,955.	23,336,172.	25,637,771.		
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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	25,119,955.	23,336,172.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see page 17 of the instructions)	25,119,955.	23,336,172.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,119,955.	23,336,172.		

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	25,119,955.
2	Enter amount from Part I, line 27a	2	-1,790,422.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,639.
4	Add lines 1, 2, and 3	4	23,336,172.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,336,172.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-2,555,853.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	642,637.	24,641,902.	0.02607903400
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.02607903400
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.02607903400
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 22,120,633.
5 Multiply line 4 by line 3			5 576,885.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,174.
7 Add lines 5 and 6			7 582,059.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 446,948.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	10,348.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	10,348.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	10,348.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,950.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	6,950.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	119.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,517.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T		
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 page 19 of the instructions) ▶ STMT 8		
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 on page 27)? 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 STMT 9		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address N/A

14 The books are in care of HUNTINGTON NATIONAL BANK Telephone no
 Located at P.O. BOX 1558 DEPT EA4E86, COLUMBUS, OH ZIP + 4 43216

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

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☒ Yes	☐ No
If "Yes," list the years <u>2008</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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)	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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		114,620.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **▶** NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,457,495.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	22,457,495.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	22,457,495.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	336,862.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,120,633.
6	Minimum investment return. Enter 5% of line 5	6	1,106,032.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,106,032.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,348.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,348.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,095,684.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,095,684.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,095,684.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	446,948.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	446,948.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	446,948.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,095,684.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			393,048.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 446,948.				
a Applied to 2008, but not more than line 2a . . .			393,048.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				53,900.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				1,041,784.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005 . . .	NONE			
b Excess from 2006 . . .	NONE			
c Excess from 2007 . . .	NONE			
d Excess from 2008 . . .	NONE			
e Excess from 2009 . . .	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	388,200.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
----------------------	--

15 -

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee		03/08/2010 Date	officer. Title
Paid Preparer's Use Only	 Preparer's signature		03/08/2010 Date	☐ Check if self-employed
	Firm's name (or yours if self-employed), address and ZIP code FIDUCIARY SOLUTIONS, LTD. 6135 TRUST DRIVE, STE. 118 HOLLAND, OH 43528			EIN 419-861-2300 Preparer's identifying number (See Signature on page 30 of the instructions)

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

FLEMING FAMILY FOUNDATION 8215000239

26-6214365

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

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

Name of organization

FLEMING FAMILY FOUNDATION 8215000239

Employer identification number

26-6214365

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARTHA FLEMING IRREV TR P.O. BOX 94651 CLEVELAND, OH 44101	\$ 705,007.	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					4,816.	
4615622.00		1. FROM PRIOR TRUSTEE PROPERTY TYPE: SECURITIES 5558401.00					06/01/2009	12/31/2009
							-942779.00	
5000000.00		1. FROM PRIOR TRUSTEE PROPERTY TYPE: SECURITIES 6068663.00					06/01/2005	12/31/2009
							-106866300	
3166637.00		1. FROM PRIOR TRUSTEE PROPERTY TYPE: SECURITIES 3488351.00					06/01/2009	12/31/2009
							-321714.00	
3000000.00		1. FROM PRIOR TRUSTEE PROPERTY TYPE: SECURITIES 3227513.00					06/01/2008	12/31/2009
							-227513.00	
TOTAL GAIN(LOSS)							----- -2555853. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ASTON MONTAG AND CALDWELL TAMRO SMALL CA	58.	58.
ALLEGiant INTERMEDIATE BOND FUND - CLASS	1,938.	1,938.
ARTIO INTERNATIONAL EQUITY FUND II - CLA	36,345.	36,345.
DODGE & COX INCOME FUND	10,841.	10,841.
FRANKLIN RES INC	9,450.	9,450.
HARBOR INTERNATIONAL FUND	13,936.	13,936.
HOME DEPOT INC	2,464.	2,464.
ISHARES BARCLAYS AGGREGATE BOND FUND	3,116.	3,116.
ISHARES MSCI EMERGING MARKETS INDEX FUND	3,035.	3,035.
ISHARES GOLDMAN SACHS CORPORATE BOND FD	881.	881.
ISHARES MSCI EAFE INDEX FUND	1,898.	1,898.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	2,584.	2,584.
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	1,103.	1,103.
ISHARES RUSSELL MIDCAP INDEX FUND	3,817.	3,817.
ISHARES RUSSELL 2000 VALUE	1,596.	1,596.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	527.	527.
ISHARES RUSSELL 2000	72.	72.
HUNTINGTON MONEY MKT IV	4.	4.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	348.	348.
ROYCE TOTAL RETURN FUND	198.	198.
TRAVELERS COS INC	2,343.	2,343.
VANGUARD TOTAL BOND MARKET	5,276.	5,276.
VANGUARD INTERNATIONAL VALUE	15,857.	15,857.
VANGUARD SHORT-TERM CORP	474.	474.
VANGUARD INTERMEDIATE-TERM CORPORATE FUN	1,325.	1,325.
VANGUARD SHORT TERM INVESTMENT GRADE FUN	1,924.	1,924.
VANGUARD EMERGING MARKETS FUND	4,866.	4,866.
FROM PRIOR TRUSTEE	448,601.	448,601.
	-----	-----
TOTAL	574,877.	574,877.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FROM PRIOR TRUSTEE	7,475.	7,475.
	-----	-----
TOTALS	7,475. =====	7,475. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
LEGAL FEES - PRINCIPAL (ALLOCA	836.			836.
	-----	-----	-----	-----
TOTALS	836.	NONE	NONE	836.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	2,729.	2,729.
FEDERAL TAX PAYMENT - PRIOR YE	2,500.	
FEDERAL ESTIMATES - PRINCIPAL	6,950.	
FOREIGN TAXES ON QUALIFIED FOR	3,803.	3,803.
FOREIGN TAXES ON NONQUALIFIED	1,087.	1,087.
-----	-----	-----
TOTALS	17,069.	7,619.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER NON-ALLOCABLE EXPENSE -	15.	8.	8.
OTHER NON-ALLOCABLE EXPENSE -	63.	31.	31.
TAX PREPARATION FEE (NON-ALLOC	1,125.		563.
	-----	-----	-----
TOTALS	1,203.	39.	602.
	=====	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
		-----	----
SCHEDULE ATTACHED	C	17,511,327.	19,238,758.
SCHEDULE ATTACHED	C	5,812,592.	6,386,760.
MONEY MARKET	C	11,277.	11,277.
MONEY MARKET	C	976.	976.
		-----	-----
TOTALS		23,336,172.	25,637,771.
		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

NET INCOME BETWEEN TAX YEARS

6,639.

TOTAL

6,639.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

AL

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

MARTHA FLEMING IRREV TR
P.O. BOX 94651
CLEVELAND, OH 44101

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

NATIONAL CITY BANK

ADDRESS:

P.O. BOX 94651

CLEVELAND, OH 44101

TITLE:

TRUSTEE (JANUARY - NOVEMBER)

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 114,620.

TOTAL COMPENSATION:

114,620.

=====

RECIPIENT NAME:

SCHEDULE ATTACHED

AMOUNT OF GRANT PAID 388,200.

TOTAL GRANTS PAID:

388,200.

=====

[illegible]

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FROM PRIOR TRUSTEE

4,816.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

4,816.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

4,816.00

=====

ACCT 2XNO 46000157281
FROM 01/01/2009
TO 12/31/2009

PNC BANK, N.A.
STATEMENT OF CAPITAL GAINS AND LOSSES
FLEMING FAMILY FOUNDATION SUB

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND: P - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
300.0000 CRILGENE CORP COM - 151020104 - MINOR = 48						
SOLD		02/25/2009	15464.91			
ACQ	300.0000	08/26/2008	15464.91	21619.92	-6155.01	ST
900.0000 CISCO SYS INC COM - 17275R102 - MINOR = 48						
SOLD		02/25/2009	13013.92			
ACQ	900.0000	03/28/2008	13013.92	22032.00	-9018.08	ST
4875.6690 DODGE & COX INTERNATIONAL FUND - 256206103 - MINOR = 58						
SOLD		02/25/2009	84934.15			
ACQ	4875.6690	03/28/2008	84934.15	200000.00	-115065.85	ST
350.0000 FRANKLIN RESOURCES INC COM - 354613101 - MINOR = 48						
SOLD		02/25/2009	17275.90			
ACQ	150.0000	08/26/2008	7403.96	15005.18	-7601.22	ST
	200.0000	03/28/2008	9871.94	19871.21	-9999.27	ST
13927.5770 HARBOR FD INTL GROWTH FD - 411511801 - MINOR = 58						
SOLD		02/25/2009	97493.04			
ACQ	13927.5770	03/28/2008	97493.04	200000.00	-102506.96	ST
800.0000 ISHARES TR NASDAQ BIO INDX FD - 464287556 - MINOR = 48						
SOLD		02/25/2009	55399.68			
ACQ	600.0000	10/10/2008	41549.76	36239.28	5310.48	ST
	200.0000	11/12/2008	13849.92	13723.60	126.32	ST
2800.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 48						
SOLD		02/25/2009	58512.95			
ACQ	800.0000	12/03/2007	16717.99	36152.32	-19434.33	LT15
	1700.0000	03/28/2008	35525.72	73831.00	-38305.28	ST
	300.0000	04/14/2008	6269.24	12566.97	-6297.73	ST
500.0000 KROGER CO COM - 501044101 - MINOR = 48						
SOLD		02/25/2009	10954.93			
ACQ	500.0000	10/22/2007	10954.93	14200.80	-3245.87	LT15
1000.0000 NOVARTIS AG SPONSORED ADR - 66987V109 - MINOR = 50						
SOLD		02/25/2009	37959.78			
ACQ	1000.0000	08/26/2008	37959.78	54969.80	-17010.02	ST
1100.0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		02/25/2009	14596.91			
ACQ	1100.0000	10/07/2008	14596.91	19794.06	-5197.15	ST
1300.0000 PRINCIPAL FINANCIAL GROUP COM - 74251V102 - MINOR = 48						
SOLD		02/25/2009	13844.92			
ACQ	500.0000	10/08/2008	5324.97	12670.00	-7345.03	ST
	800.0000	11/12/2008	8519.95	15864.00	-7344.05	ST
800.0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 48						
SOLD		02/25/2009	39743.77			
ACQ	800.0000	08/26/2008	39743.77	56020.80	-16277.03	ST
151.0000 SELECT SECTOR SPDR FUND MATERIALS - 81369Y100 - MINOR = 75						
SOLD		02/25/2009	2944.48			
ACQ	151.0000	11/12/2008	2944.48	3548.50	-604.02	ST
437.0000 SECTOR SPDR TR SBI INT-INDS - 81369Y704 - MINOR = 48						
SOLD		02/25/2009	7752.33			
ACQ	437.0000	11/12/2008	7752.33	10033.52	-2281.19	ST
5852.4170 VANGUARD INTERNATIONAL VALUE - 921939203 - MINOR = 58						
SOLD		02/25/2009	111254.45			
ACQ	5852.4170	04/14/2008	111254.45	230000.00	-118745.55	ST
1300.0000 VARIAN MED SYS INC - 92220P105 - MINOR = 48						
SOLD		02/25/2009	43185.75			
ACQ	1300.0000	03/28/2008	43185.75	62089.00	-18903.25	ST
700.0000 WAL-MART STORES INC COM - 931142103 - MINOR = 48						
SOLD		02/25/2009	34474.80			
ACQ	100.0000	08/26/2008	4924.97	5869.67	-944.70	ST
	600.0000	03/28/2008	29549.83	31476.00	-1926.17	ST
700.0000 INVESCO LTD - G491BT108 - MINOR = 75						
SOLD		02/25/2009	8385.95			
ACQ	700.0000	07/31/2008	8385.95	16301.52	-7915.57	ST
7193.1200 ASTON TAMRO SM CAP I - 00078H141 - MINOR = 55						
SOLD		04/17/2009	93366.71			
ACQ	4074.3030	03/28/2008	52884.46	64822.16	-11937.70	LT15
	1261.8300	04/14/2008	16378.56	20000.00	-3621.44	LT15
	1856.9870	11/12/2008	24103.69	21912.45	2191.24	ST
1116.2790 ALLEGIANTR INTRM BD FD CL I - 01748V403 - MINOR = 56						
SOLD		04/17/2009	11966.51			
ACQ	1116.2790	04/14/2008	11966.51	12178.60	-212.09	LT15
1500.0000 ENERGEN CORP COM - 29265N108 - MINOR = 48						
SOLD		04/17/2009	48348.89			
ACQ	1500.0000	11/12/2008	48348.89	41895.00	6453.89	ST
3900.0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		04/17/2009	54988.58			
ACQ	1900.0000	10/07/2008	26789.31	34189.74	-7400.43	ST
	2000.0000	10/10/2008	28199.27	29858.80	-1659.53	ST
5671.4620 T ROWE PRICE NEW HORIZONS FUND INC COM - 779562107 - MINOR = 55						
SOLD		04/17/2009	106793.63			
ACQ	3307.3960	04/14/2008	62278.27	88605.12	-26326.85	LT15
	2364.0660	11/12/2008	44515.36	40000.00	4515.36	ST
7033.2480 T ROWE PRICE EMERGING MKTS #111 - 77956H064 - MINOR = 58						
SOLD		04/17/2009	130888.75			
ACQ	7033.2480	11/12/2008	130888.75	110000.00	20888.75	ST
10663.5070 ROYCE TOTAL RETURN FD #267 - 780905881 - MINOR = 55						
SOLD		04/17/2009	90533.20			
ACQ	7659.8370	03/28/2008	65032.03	92377.63	-27345.60	LT15
	3003.6700	11/12/2008	25501.17	24179.54	1321.63	ST

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TRUST YEAR ENDING 12/31/2009

TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
2086.8110 VANGUARD FIXED INC SECS FUND LONG TERM U S TREAS - 922031505 - MINOR = 56						
SOLD		04/17/2009	24749.58			
ACQ	2086.8110	03/28/2008	24749.58	24582.63	166.95	LT15
4651.0000 VANGUARD INTL EQ INDX EMRG MTK ETF - 922042858 - MINOR = 60						
SOLD		04/17/2009	124690.10			
ACQ	4651.0000	11/12/2008	124690.10	107810.18	16879.92	ST
1200.0000 ABBOTT LABS COM - 002824100 - MINOR = 48						
SOLD		09/25/2009	56773.17			
ACQ	950.0000	08/26/2008	44945.43	54973.54	-10028.11	LT15
	250.0000	02/25/2009	11827.74	13415.00	-1587.26	ST
200.0000 AMGEN INC CO COM - 031162100 - MINOR = 48						
SOLD		09/25/2009	12078.22			
ACQ	200.0000	02/25/2009	12078.22	11307.98	770.24	ST
250.0000 APACHE CORP COM - 037411105 - MINOR = 48						
SOLD		09/25/2009	23008.90			
ACQ	250.0000	03/28/2008	23008.90	30257.45	-7248.55	LT15
1000.0000 CELGENE CORP COM - 151020104 - MINOR = 48						
SOLD		09/25/2009	54660.09			
ACQ	450.0000	08/26/2008	24597.04	32429.88	-7832.84	LT15
	550.0000	10/07/2008	30063.05	30823.65	-760.60	ST
1100.0000 CHURCH & DWIGHT INC COM - 171340102 - MINOR = 48						
SOLD		09/25/2009	61169.86			
ACQ	600.0000	02/25/2009	33365.38	29532.00	3833.38	ST
	500.0000	04/17/2009	27804.48	26815.75	988.73	ST
1100.0000 DEERE & CO COM - 244199105 - MINOR = 48						
SOLD		09/25/2009	48233.75			
ACQ	1000.0000	11/12/2008	43848.86	33920.00	9928.86	ST
	100.0000	04/17/2009	4384.89	3976.00	408.89	ST
1400.0000 EQT CORP - 268841109 - MINOR = 48						
SOLD		09/25/2009	57745.99			
ACQ	1400.0000	04/17/2009	57745.99	48155.00	9590.99	ST
1300.0000 EXELON CORP COM - 30161N101 - MINOR = 48						
SOLD		09/25/2009	64778.50			
ACQ	1000.0000	05/17/2007	49829.62	76880.00	-27050.38	LT15
	100.0000	03/28/2008	4982.96	8101.40	-3118.44	LT15
	200.0000	04/17/2009	9965.92	9112.38	853.54	ST
950.0000 FIRSTENERGY CORP COM - 337932107 - MINOR = 48						
SOLD		09/25/2009	43367.43			
ACQ	750.0000	11/12/2008	34237.44	39345.00	-5107.56	ST
	200.0000	04/17/2009	9129.99	8030.00	1099.99	ST
300.0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 48						
SOLD		09/25/2009	13844.64			
ACQ	300.0000	02/25/2009	13844.64	15002.97	-1158.33	ST
30.0000 GOOGLE INC - 38259P508 - MINOR = 48						
SOLD		09/25/2009	14781.82			
ACQ	30.0000	03/28/2008	14781.82	13472.46	1309.36	LT15
1400.0000 HEWLETT-PACKARD CO COM - 428236103 - MINOR = 48						
SOLD		09/25/2009	65800.82			
ACQ	1200.0000	02/25/2009	56400.70	35247.96	21152.74	ST
	200.0000	04/17/2009	9400.12	7121.64	2278.48	ST
519.0000 ISHARES TR RUSSELL MIDCAP - 464287499 - MINOR = 63						
SOLD		09/25/2009	39849.87			
ACQ	519.0000	04/17/2009	39849.87	31363.38	8486.49	ST
1100.0000 JACOBS ENGR GROUP INC COM - 469814107 - MINOR = 48						
SOLD		09/25/2009	49540.19			
ACQ	800.0000	05/17/2007	36029.23	43480.04	-7450.81	LT15
	300.0000	04/17/2009	13510.96	14013.57	-502.61	ST
2800.0000 KROGER CO COM - 501044101 - MINOR = 48						
SOLD		09/25/2009	57482.51			
ACQ	500.0000	10/22/2007	10264.73	14200.80	-3936.07	LT15
	2300.0000	03/28/2008	47217.78	57615.00	-10397.22	LT15
1150.0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 48						
SOLD		09/25/2009	89475.97			
ACQ	750.0000	10/08/2008	58353.89	74658.15	-16304.26	ST
	300.0000	11/12/2008	23341.56	22038.00	1303.56	ST
	100.0000	04/17/2009	7780.52	7773.00	7.52	ST
1000.0000 MARATHON OIL CORP COM - 565849106 - MINOR = 75						
SOLD		09/25/2009	31580.08			
ACQ	1000.0000	03/28/2008	31580.08	46954.40	-15374.32	LT15
1000.0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 48						
SOLD		09/25/2009	54978.58			
ACQ	1000.0000	04/17/2009	54978.58	43253.04	11725.54	ST
3400.0000 NOKIA CORP SPONSORED ADR - 654902204 - MINOR = 50						
SOLD		09/25/2009	51033.02			
ACQ	2300.0000	08/26/2008	34522.34	60455.96	-25933.62	LT15
	600.0000	11/12/2008	9005.83	8022.00	983.83	ST
	500.0000	04/17/2009	7504.86	7419.20	85.66	ST
1700.0000 OMNICO GROUP INC COM - 681919106 - MINOR = 48						
SOLD		09/25/2009	62032.76			
ACQ	1400.0000	03/28/2008	51085.80	62340.54	-11254.74	LT15
	100.0000	11/12/2008	3648.99	2632.00	1016.99	ST
	200.0000	04/17/2009	7297.97	5621.46	1676.51	ST
2000.0000 PEABODY ENERGY CORP COM - 704549104 - MINOR = 48						
SOLD		09/25/2009	73259.31			
ACQ	2000.0000	04/17/2009	73259.31	50080.00	23179.31	ST

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TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1800.0000 PHILLIP MORRIS INTL INC - 718172109 - MINOR = 48						
SOLD		09/25/2009	85754.29			
ACQ	300.0000	12/03/2007	14292.38	16240.80	-1948.42	LT15
	600.0000	03/28/2008	28584.76	30801.21	-2216.45	LT15
	200.0000	08/26/2008	9528.25	10870.00	-1341.75	LT15
	700.0000	05/17/2007	33348.89	34069.13	-720.24	LT15
2500.0000 QUANTA SVCS INC - 74762E102 - MINOR = 48						
SOLD		09/25/2009	54955.58			
ACQ	2200.0000	03/28/2008	48360.91	50161.98	-1801.07	LT15
	300.0000	04/17/2009	6594.67	7231.48	-636.81	ST
800.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		09/25/2009	47559.65			
ACQ	450.0000	10/10/2008	26752.30	25555.50	1196.80	ST
	350.0000	11/12/2008	20807.35	16639.00	4168.35	ST
3349 0000 SELECT SECTOR SPDR FUND MATERIALS - 81369Y100 - MINOR = 75						
SOLD		09/25/2009	101874.28			
ACQ	2649.0000	11/12/2008	80580.76	62251.50	18329.26	ST
	700.0000	04/17/2009	21293.52	16945.67	4347.85	ST
3947.0000 SECTOR SPDR TR SBI INT-INDS - 81369Y704 - MINOR = 48						
SOLD		09/25/2009	103290.72			
ACQ	2763.0000	11/12/2008	72306.12	63438.48	8867.64	ST
	1184.0000	04/17/2009	30984.60	24935.04	6049.56	ST
3500.0000 STAPLES INC COM - 855030102 - MINOR = 48						
SOLD		09/25/2009	79622.95			
ACQ	2600.0000	03/28/2008	59148.48	58812.00	336.48	LT15
	500.0000	11/12/2008	11374.71	8654.00	2720.71	ST
	400.0000	04/17/2009	9099.77	8231.00	868.77	ST
1600.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 50						
SOLD		09/25/2009	81648.29			
ACQ	1200.0000	05/17/2007	61236.22	48240.00	12996.22	LT15
	400.0000	04/17/2009	20412.07	17763.20	2648.87	ST
1500.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 48						
SOLD		09/25/2009	44851.54			
ACQ	1400.0000	02/25/2009	41861.44	39690.00	2171.44	ST
	100.0000	04/17/2009	2990.10	3207.73	-217.63	ST
4200.0000 INVESCO LTD - G4918T108 - MINOR = 75						
SOLD		09/25/2009	88026.37			
ACQ	1800.0000	07/31/2008	37725.59	41850.00	-4124.41	LT15
	1700.0000	07/31/2008	35629.72	39589.42	-3959.70	LT15
	700.0000	04/17/2009	14671.06	11032.00	3639.06	ST
1550.0000 ACE LIMITED - H0023R105 - MINOR = 48						
SOLD		09/25/2009	79763.11			
ACQ	1200.0000	03/28/2008	61752.09	66092.04	-4339.95	LT15
	200.0000	11/12/2008	10292.01	10168.00	124.01	ST
	150.0000	04/17/2009	7719.01	6846.33	872.68	ST
1733 2240 VANGUARD FIXED INC SECS FUND LONG TERM U S TREAS - 922031505 - MINOR = 56						
SOLD		09/28/2009	20296.06			
ACQ	1733.2240	03/28/2008	20296.06	20417.37	-121.31	LT15
TOTALS			3166636.89	3715864.48		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-321714.33	0.00	-227513.26	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	912.62			0.00
	-321714.33	0.00	-226600.64	0.00	0.00	0.00
STATE						
SUBTOTAL FROM ABOVE	-321714.33	0.00	-227513.26	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	912.62			0.00
	-321714.33	0.00	-226600.64	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
FLORIDA	N/A	N/A

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TAX PREPARER: 50
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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
2500.0000 CISCO SYS INC COM - 17275R102 - MINOR = 48						
SOLD		02/27/2009	36124.79			
ACQ	2500.0000	05/17/2007	36124.79	66087.50	-29962.71	LT15
6800.0000 CONSTELLATION ENERGY CORP COM - 210371100 - MINOR = 48						
SOLD		02/27/2009	134388.32			
ACQ	1800.0000	07/31/2008	35573.38	149585.04	-114011.66	ST
	5000.0000	10/03/2008	98814.94	144189.00	-45374.06	ST
12197.5540 DODGE & COX INTERNATIONAL FUND - 256206103 - MINOR = 58						
SOLD		02/27/2009	209675.95			
ACQ	4716.9820	04/09/2008	81084.92	200000.00	-118915.08	ST
	4997.5000	07/31/2008	85907.02	200000.00	-114092.98	ST
	2483.0720	11/12/2008	42684.01	55000.00	-12315.99	ST
1700.0000 FRANKLIN RESOURCES INC COM - 354613101 - MINOR = 48						
SOLD		02/27/2009	79768.48			
ACQ	1700.0000	07/31/2008	79768.48	170766.36	-90997.88	ST
600.0000 HOME DEPOT INC COM - 437076102 - MINOR = 48						
SOLD		02/27/2009	12431.93			
ACQ	600.0000	07/31/2008	12431.93	14652.90	-2220.97	ST
3200.0000 ISHARES TR NASDAQ BIO INDX FD - 464287556 - MINOR = 48						
SOLD		02/27/2009	204739.33			
ACQ	2600.0000	07/31/2008	166350.71	231790.00	-65439.29	ST
	600.0000	11/12/2008	38388.62	40646.40	-2257.78	ST
9300.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 48						
SOLD		02/27/2009	214861.35			
ACQ	4000.0000	04/09/2008	92413.48	177478.00	-85064.52	ST
	5300.0000	07/31/2008	122447.87	216914.16	-94466.29	ST
2300.0000 KROGER CO COM - 501044101 - MINOR = 48						
SOLD		02/27/2009	47471.73			
ACQ	2300.0000	07/31/2008	47471.73	65689.61	-18217.88	ST
1300.0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 48						
SOLD		02/27/2009	53897.69			
ACQ	1300.0000	10/15/2008	53897.69	52069.16	1828.53	ST
3000.0000 NATIONAL OILWELL VARCO INC - 637071101 - MINOR = 48						
SOLD		02/27/2009	79629.45			
ACQ	1700.0000	04/09/2008	45123.36	118471.98	-73348.63	ST
	1300.0000	07/31/2008	34506.10	103866.96	-69360.87	ST
300.0000 NIKE INC COM CLASS B - 654106103 - MINOR = 48						
SOLD		02/27/2009	12554.92			
ACQ	300.0000	10/15/2008	12554.92	16218.00	-3663.08	ST
3000.0000 NOVARTIS AG SPONSORED ADR - 66987V109 - MINOR = 50						
SOLD		02/27/2009	109486.48			
ACQ	1600.0000	05/17/2007	58392.79	90784.00	-32391.21	LT15
	1400.0000	07/31/2008	51093.69	83183.94	-32090.25	ST
400.0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		02/27/2009	4959.97			
ACQ	400.0000	10/15/2008	4959.97	6775.16	-1815.19	ST
1700.0000 PHILLIP MORRIS INTL INC - 718172109 - MINOR = 48						
SOLD		02/27/2009	57731.67			
ACQ	1700.0000	07/31/2008	57731.67	89128.28	-31396.61	ST
2800.0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 48						
SOLD		02/27/2009	136313.31			
ACQ	1800.0000	05/17/2007	87629.99	113715.00	-26085.02	LT15
	1000.0000	11/12/2008	48683.33	62768.00	-14084.68	ST
800.0000 QUANTA SVCS INC - 74762E102 - MINOR = 48						
SOLD		02/27/2009	13927.92			
ACQ	800.0000	07/31/2008	13927.92	24836.72	-10908.80	ST
3002.7930 T ROWE PRICE EMERGING MKTS #111 - 77956H864 - MINOR = 58						
SOLD		02/27/2009	41828.91			
ACQ	3002.7930	04/09/2008	41828.91	117589.37	-75760.46	ST
2362.0000 SECTOR SPDR TR SBI INT-INDS - 81369Y704 - MINOR = 48						
SOLD		02/27/2009	41051.32			
ACQ	2362.0000	11/12/2008	41051.32	53145.00	-12093.68	ST
1000.0000 STAPLES INC COM - 855030102 - MINOR = 48						
SOLD		02/27/2009	16000.01			
ACQ	1000.0000	07/31/2008	16000.01	22911.40	-6911.39	ST
1100.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 50						
SOLD		02/27/2009	49204.70			
ACQ	1100.0000	07/31/2008	49204.70	49353.81	-149.11	ST
2500.0000 VARIAN MED SYS INC - 92220P105 - MINOR = 48						
SOLD		02/27/2009	77097.56			
ACQ	1000.0000	05/17/2007	30839.02	41270.00	-10430.98	LT15
	1500.0000	04/09/2008	46258.54	73542.87	-27284.33	ST
2500.0000 WAL-MART STORES INC COM - 931142103 - MINOR = 48						
SOLD		02/27/2009	123566.30			
ACQ	2500.0000	07/31/2008	123566.30	147865.75	-24299.45	ST
1500.0000 ACE LIMITED - H0023R105 - MINOR = 48						
SOLD		02/27/2009	55636.34			
ACQ	1500.0000	04/09/2008	55636.34	85974.30	-30337.96	ST
3600.0000 FOSTER WHEELER AG - H27178104 - MINOR = 48						
SOLD		02/27/2009	54926.69			
ACQ	1400.0000	05/17/2007	21360.38	65877.00	-44516.62	LT15
	2200.0000	07/31/2008	33566.31	126838.36	-93272.05	ST
29374.8150 ASTON TAMRO SM CAP I - 00078H141 - MINOR = 55						
SOLD		04/20/2009	363660.21			
ACQ	26016.9490	11/12/2008	322089.83	307000.00	15089.83	ST
	3357.8660	02/27/2009	41570.38	36500.00	5070.38	ST

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TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100000.0000 DU PONT E I DE		4 75% 11/15/12 - 263534BK4 - MINOR = 33				
SOLD		04/20/2009	102644.00			
ACQ	100000.0000	04/10/2008	102644.00	102982.00	-338.00	LT15
4700.0000 ENERGEN CORP COM - 29265N108 - MINOR = 48						
SOLD		04/20/2009	150187.65			
ACQ	1400.0000	04/09/2008	44736.75	93603.44	-48866.69	LT15
	600.0000	07/31/2008	19172.89	36228.00	-17055.11	ST
	2700.0000	02/27/2009	86278.01	72596.79	13681.22	ST
150000.0000 FHLB		3 875% 6/14/13 - 31339X2M5 - MINOR = 21				
SOLD		04/20/2009	159400.80			
ACQ	150000.0000	04/10/2008	159400.80	153348.75	6052.05	LT15
150000.0000 FNMA		3.25% 2/10/10 - 31398AXK9 - MINOR = 21				
SOLD		04/20/2009	152976.75			
ACQ	150000.0000	04/10/2008	152976.75	152223.75	753.00	LT15
100000.0000 GOLDMAN SACHS GP		4.5% 6/15/10 - 38143UBEO - MINOR = 33				
SOLD		04/20/2009	100996.00			
ACQ	100000.0000	04/10/2008	100996.00	101354.00	-358.00	LT15
4600.0000 OMNICOM GROUP INC COM - 681919106 - MINOR = 48						
SOLD		04/20/2009	129486.20			
ACQ	1700.0000	04/09/2008	47853.60	75616.00	-27762.40	LT15
	2900.0000	07/31/2008	81632.60	124468.00	-42835.40	ST
12100.0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		04/20/2009	168306.66			
ACQ	8100.0000	10/15/2008	112668.09	137196.99	-24528.90	ST
	4000.0000	11/12/2008	55638.57	64520.00	-8881.43	ST
20672.8540 T ROWE PRICE NEW HORIZONS FUND INC COM - 779562107 - MINOR = 55						
SOLD		04/20/2009	372318.10			
ACQ	6407.9110	04/09/2008	115406.48	175000.00	-59593.52	LT15
	6871.8630	07/31/2008	123762.25	191106.50	-67344.25	ST
	5910.1660	11/12/2008	106442.09	100000.00	6442.09	ST
	1482.9140	02/27/2009	26707.28	23000.00	3707.28	ST
17547.5350 T ROWE PRICE EMERGING MKTS #111 - 77956H864 - MINOR = 58						
SOLD		04/20/2009	315855.63			
ACQ	4759.8110	04/09/2008	85676.60	186394.19	-100717.59	LT15
	12787.7240	11/12/2008	230179.03	200000.00	30179.03	ST
45805.2820 ROYCE TOTAL RETURN FD #267 - 780905881 - MINOR = 55						
SOLD		04/20/2009	370106.68			
ACQ	11977.9230	04/09/2008	96781.62	147328.46	-50546.84	LT15
	18151.8150	07/31/2008	146666.67	220000.00	-73333.33	ST
	12422.3620	11/12/2008	100372.69	100000.00	372.69	ST
	3253.1820	02/27/2009	26285.71	23000.00	3285.71	ST
9942.0050 VANGUARD LONG TERM TREAS-ADMIRAL SHS - 922031786 - MINOR = 56						
SOLD		04/20/2009	119304.06			
ACQ	9942.0050	07/31/2008	119304.06	113537.69	5766.37	ST
12325.0000 VANGUARD INTL EQ INDX EMRG MTK ETF - 922042858 - MINOR = 60						
SOLD		04/20/2009	321797.46			
ACQ	2000.0000	04/09/2008	52218.65	97160.50	-44941.85	LT15
	10325.0000	11/12/2008	269578.81	230313.43	39265.38	ST
4000.0000 ABBOTT LABS COM - 002824100 - MINOR = 48						
SOLD		09/24/2009	185076.84			
ACQ	1400.0000	04/09/2008	64776.89	75121.20	-10344.31	LT15
	1000.0000	07/31/2008	46269.21	56357.65	-10088.44	LT15
	1600.0000	11/12/2008	74030.74	87774.00	-13743.26	ST
600.0000 APACHE CORP COM - 037411105 - MINOR = 48						
SOLD		09/24/2009	54676.93			
ACQ	600.0000	04/09/2008	54676.93	80372.40	-25695.47	LT15
1500.0000 BAXTER INTERNATIONAL INC COM - 071813109 - MINOR = 48						
SOLD		09/24/2009	85317.80			
ACQ	1500.0000	02/27/2009	85317.80	79213.50	6104.30	ST
2000.0000 CELGENE CORP COM - 151020104 - MINOR = 48						
SOLD		09/24/2009	107077.44			
ACQ	2000.0000	10/15/2008	107077.44	113029.80	-5952.36	ST
3400.0000 CHURCH & DWIGHT INC COM - 171340102 - MINOR = 48						
SOLD		09/24/2009	189778.69			
ACQ	2600.0000	02/27/2009	145124.88	127426.00	17698.88	ST
	800.0000	04/20/2009	44653.81	43290.00	1363.81	ST
3500.0000 CONOCOPHILLIPS - 20825C104 - MINOR = 75						
SOLD		09/24/2009	157235.55			
ACQ	2900.0000	07/31/2008	130280.88	240108.98	-109828.10	LT15
	600.0000	04/20/2009	26954.67	23615.04	3339.63	ST
3550.0000 DEERE & CO COM - 244199105 - MINOR = 48						
SOLD		09/24/2009	157895.68			
ACQ	1200.0000	05/17/2007	53373.19	70659.00	-17285.81	LT15
	1600.0000	07/31/2008	71164.25	112532.96	-41368.71	LT15
	750.0000	04/20/2009	33358.24	29037.00	4321.24	ST
4500.0000 EQT CORP - 26884L109 - MINOR = 48						
SOLD		09/24/2009	187884.12			
ACQ	4500.0000	04/20/2009	187884.12	153203.00	34681.12	ST
4150.0000 EXELON CORP COM - 30161N101 - MINOR = 48						
SOLD		09/24/2009	208729.68			
ACQ	900.0000	05/17/2007	45266.68	69192.00	-23925.32	LT15
	2000.0000	07/31/2008	100592.62	156700.00	-56107.38	LT15
	250.0000	02/27/2009	12574.08	11721.00	853.08	ST
	1000.0000	04/20/2009	50296.31	45498.60	4797.71	ST

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TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
3100.0000 FIRSTENERGY CORP COM - 337932107 - MINOR = 48						
SOLD		09/24/2009	143656.21			
ACQ	1500.0000	11/12/2008	69511.07	79286.00	-9774.93	ST
	800.0000	02/27/2009	37072.57	33816.00	3256.57	ST
	800.0000	04/20/2009	37072.57	31760.75	5311.82	ST
4400.0000 HEWLETT-PACKARD CO COM - 428236103 - MINOR = 48						
SOLD		09/24/2009	205199.72			
ACQ	3900.0000	02/27/2009	181881.57	116028.12	65853.45	ST
	500.0000	04/20/2009	23318.15	17699.00	5619.15	ST
2084.0000 ISHARES TR RUSSELL MCP VL - 464287473 - MINOR = 63						
SOLD		09/24/2009	72955.83			
ACQ	2084.0000	04/20/2009	72955.83	56246.54	16709.29	ST
1626.0000 ISHARES TR RUSSELL MCP GR - 464287481 - MINOR = 63						
SOLD		09/24/2009	68306.50			
ACQ	1626.0000	04/20/2009	68306.50	53751.66	14554.84	ST
881.0000 ISHARES TR RUSSELL MIDCAP - 464287499 - MINOR = 63						
SOLD		09/24/2009	68094.25			
ACQ	881.0000	04/20/2009	68094.25	52932.59	15161.66	ST
3500.0000 JACOBS ENGR GROUP INC COM - 469814107 - MINOR = 48						
SOLD		09/24/2009	158851.11			
ACQ	3500.0000	02/27/2009	158851.11	121401.00	37450.11	ST
7500.0000 KROGER CO COM - 501044101 - MINOR = 48						
SOLD		09/24/2009	153896.03			
ACQ	5500.0000	04/09/2008	112857.09	133261.15	-20404.06	LT15
	2000.0000	07/31/2008	41038.94	57121.40	-16082.46	LT15
3600.0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 48						
SOLD		09/24/2009	277958.57			
ACQ	2000.0000	10/15/2008	154421.43	183669.00	-29247.57	ST
	600.0000	11/12/2008	46326.43	43726.00	2600.43	ST
	600.0000	02/27/2009	46326.43	39552.00	6774.43	ST
	400.0000	04/20/2009	30884.29	30534.60	349.69	ST
6400.0000 MARATHON OIL CORP COM - 565849106 - MINOR = 75						
SOLD		09/24/2009	205514.71			
ACQ	2800.0000	04/09/2008	89912.69	131990.04	-42077.35	LT15
	3600.0000	07/31/2008	115602.02	172316.16	-56714.14	LT15
10600.0000 NOKIA CORP SPONSORED ADR - 654902204 - MINOR = 50						
SOLD		09/24/2009	159525.90			
ACQ	9000.0000	07/31/2008	135446.52	246337.20	-110890.68	LT15
	1600.0000	04/20/2009	24079.38	23564.80	514.58	ST
3300.0000 PHILLIP MORRIS INTL INC - 718172109 - MINOR = 48						
SOLD		09/24/2009	159294.49			
ACQ	2100.0000	07/31/2008	101369.22	110099.64	-8730.42	LT15
	1200.0000	04/09/2008	57925.27	60048.00	-2122.73	LT15
6200.0000 QUANTA SVCS INC - 74762E102 - MINOR = 48						
SOLD		09/24/2009	140087.87			
ACQ	6000.0000	04/09/2008	135568.91	148138.80	-12569.89	LT15
	200.0000	07/31/2008	4518.96	6209.18	-1690.22	LT15
10677.0000 SELECT SECTOR SPDR FUND MATERIALS - 81369Y100 - MINOR = 75						
SOLD		09/24/2009	328428.87			
ACQ	1000.0000	05/17/2007	30760.41	40070.00	-9309.59	LT15
	4200.0000	07/31/2008	129193.71	170092.86	-40899.15	LT15
	3400.0000	11/12/2008	104585.39	78226.16	26359.23	ST
	2077.0000	04/20/2009	63889.37	49806.46	14082.91	ST
13926.0000 SECTOR SPDR TR SBI INT-INDS - 81369Y704 - MINOR = 48						
SOLD		09/24/2009	368750.98			
ACQ	8638.0000	11/12/2008	228728.35	194355.00	34373.35	ST
	5288.0000	04/20/2009	140022.63	109554.66	30467.97	ST
10700.0000 STAPLES INC COM - 855030102 - MINOR = 48						
SOLD		09/24/2009	240857.21			
ACQ	4200.0000	04/09/2008	94542.08	91308.00	3234.08	LT15
	4100.0000	07/31/2008	92291.08	93936.74	-1645.66	LT15
	400.0000	11/12/2008	9004.01	6615.00	2389.01	ST
	2000.0000	04/20/2009	45020.04	40982.50	4037.54	ST
5200.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 50						
SOLD		09/24/2009	261085.29			
ACQ	2000.0000	05/17/2007	100417.42	80400.00	20017.42	LT15
	600.0000	07/31/2008	30125.23	26920.26	3204.97	LT15
	2600.0000	04/20/2009	130542.65	115780.28	14762.37	ST
4944.1600 VANGUARD FIXED INC SECS FUND LONG TERM U S TREAS - 922031505 - MINOR = 56						
SOLD		09/24/2009	57006.16			
ACQ	4944.1600	07/31/2008	57006.16	56462.31	543.85	LT15
13000.0000 INVESCO LTD - G491BT108 - MINOR = 75						
SOLD		09/24/2009	279169.11			
ACQ	8000.0000	11/12/2008	171796.38	94651.50	77144.88	ST
	3000.0000	02/27/2009	64423.64	35739.00	28684.64	ST
	2000.0000	04/20/2009	42949.09	30991.00	11958.09	ST
4800.0000 ACE LIMITED - H0023R105 - MINOR = 48						
SOLD		09/24/2009	238995.45			
ACQ	600.0000	04/09/2008	29874.43	34389.72	-4515.29	LT15
	3500.0000	07/31/2008	174267.52	177929.15	-3661.63	LT15
	700.0000	04/20/2009	34853.50	31049.00	3804.50	ST
TOTALS			9615622.31	11627063.88		

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TAX PREPARER: 50
TRUST ADMINISTRATOR: 292
INVESTMENT OFFICER: 207

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
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SUMMARY OF CAPITAL GAINS/LOSSES

	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
FEDERAL						
SUBTOTAL FROM ABOVE	-942778.69	0.00	-1068662.88	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	3903.73			0.00
	-942778.69	0.00	-1064759.15	0.00	0.00	0.00
STATE						
SUBTOTAL FROM ABOVE	-942778.69	0.00	-1068662.88	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	3903.73			0.00
	-942778.69	0.00	-1064759.15	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
FLORIDA	N/A	N/A

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
25 TRUSTEE/EXECUTOR FEES-INCOME (ALLOCABLE) (CONTINUED)				
03/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000651010935 TR CD=009 REG=0 PORT=INC	-3196.43	-3196.43		090300063
04/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000618011276 TR CD=009 REG=0 PORT=INC	-3499.43	-3499.43		090400039
05/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000595009265 TR CD=009 REG=0 PORT=INC	-3661.52	-3661.52		0905000026
06/22/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000696010880 TR CD=009 REG=0 PORT=INC	-3794.40	-3794.40		0906000035
07/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000599011154 TR CD=009 REG=0 PORT=INC	-3823.74	-3823.74		0907000031
08/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000597009091 TR CD=009 REG=0 PORT=INC	-4026.53	-4026.53		0908000021
09/21/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000614010677 TR CD=009 REG=0 PORT=INC	-4105.29	-4105.29		0909000030
10/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000602010988 TR CD=009 REG=0 PORT=INC	-4204.53	-4204.53		0910000023
11/20/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000645008952 TR CD=009 REG=0 PORT=INC	-4150.91	-4150.91		0911000025
12/02/09 BANK FEE FEE FOR THE PERIOD TR TRAN#-ZY000057000031 TR CD=009 REG=0 PORT=INC	-1798.73	-1798.73		0912000012
TOTAL CODE 25 - TRUSTEE/EXECUTOR FEES-INCOME (ALLOCABLE)	-43302.80	-43302.80	0.00	
34 PNC BANK, NA				
08/26/09 BANK FEE TAX PREPARATION FEE, 2008 OPERATOR ENTERED CHARGE \$562.50 TR TRAN#-FP000147001329 TR CD=051 REG=0 PORT=PRIN	-562.50		-562.50	0908000024
08/26/09 BANK FEE TAX PREPARATION FEE, 2008 OPERATOR ENTERED CHARGE \$562.50 TR TRAN#-FP000149001287 TR CD=051 REG=0 PORT=INC	-562.50	-562.50		0908000025
TOTAL CODE 34 - PNC BANK, NA	-1125.00	-562.50	-562.50	
32 MISC FOUNDATION EXPENSES				
04/07/09 CASH DISBURSEMENT OTHER FEES AND EXPENSES CK CUSIP 66987V109 PAID TO: ADR FEE WITHHELD TR TRAN#-IC000154000104 TR CD=611 REG=0 PORT=INC	-10.50	-10.50		090400022
NOKIA CORP SPONSORED ADR - 654902204 - MINOR = 50	-10.50	-10.50	0.00	
05/19/09 CASH DISBURSEMENT OTHER FEES AND EXPENSES CK PAID TO: ADR FEE WITHHELD TR TRAN#-IC000347003874 TR CD=611 REG=0 PORT=INC	-37.10	-37.10		0905000024
TOTAL CODE 32 - MISC FOUNDATION EXPENSES	-47.60	-47.60	0.00	
311 CASH CONTRIBUTIONS				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY				
02/11/09 CASH DISBURSEMENT CHARITABLE CONTRIBUTION CK *2009 CHARITABLE CONTRIBUTION-TITUSVILLE OIL 150	-80000.00	-80000.00		090200020
BENE DISTRIBUTION WITH NO SSN				

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TAX TRANSACTION DETAIL

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CODE/DATE TRANSACTIONS

TAXABLE

INCOME

PRINCIPAL

EDIT
NUMBER

311 CASH CONTRIBUTIONS (CONTINUED)

DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)

FOR:

PAID TO:

TITUSVILLE RENNAISSANCE
TITUSVILLE OIL 150
202 W. CENTRAL AVENUE
TITUSVILLE, PA 16354

TR TRAN#-SB000096000127 TR CD-031 REG-0 PORT-INC

03/13/09 CASH DISBURSEMENT

-20000.00

-20000.00

090300055

CHARITABLE CONTRIBUTION CK
|*2009 CHARITABLE CONTRIBUTION

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

BUSCH WILDLIFE SANCTUARY INC
2500 JUPITER PARK DRIVE
JUPITER, FL 33458-8962

TR TRAN#-SB000119000071 TR CD-031 REG-0 PORT-INC

03/17/09 CASH DISBURSEMENT

-57200.00

-57200.00

090300057

CHARITABLE CONTRIBUTION CK
|*FBO P.B. SHORES POLICE DEPT/PURCHASE COMPUTERS

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

TOWN OF PALM BEACH SHORES
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404

TR TRAN#-SB000143000130 TR CD-031 REG-0 PORT-INC

03/17/09 CASH DISBURSEMENT

-20000.00

-20000.00

090300058

CHARITABLE CONTRIBUTION CK
|*FBO P.B. SHORES V.F.D./PURCHASE VARIOUS ITEMS

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

TOWN OF PALM BEACH SHORES
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404

TR TRAN#-SB000143000131 TR CD-031 REG-0 PORT-INC

03/23/09 CASH DISBURSEMENT

-5000.00

-5000.00

090300065

CHARITABLE CONTRIBUTION CK
|*FBO PALM BEACH SHORES VOLUNTEER FIRE DEPT

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

TOWN OF PALM BEACH SHORES
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404

TR TRAN#-SB000192000054 TR CD-031 REG-0 PORT-INC

04/15/09 CASH DISBURSEMENT

-25000.00

-25000.00

090400032

CHARITABLE CONTRIBUTION CK
|*2009 CHARITABLE DISTRIBUTION

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

CASTING FOR CATS
PO BOX 650
82897 OVERSEAS HIGHWAY
ISLAMORADA, FL 33036

TR TRAN#-SB000133000158 TR CD-031 REG-0 PORT-INC

04/15/09 CASH DISBURSEMENT

-30000.00

-30000.00

090400033

CHARITABLE CONTRIBUTION CK
|*2009 CHARITABLE DISTRIBUTION

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

LOGGERHEAD MARINE LIFE CENTER
14200 U. S. HIGHWAY ONE
JUNO BEACH, FL 33408

TR TRAN#-SB000133000159 TR CD-031 REG-0 PORT-INC

04/15/09 CASH DISBURSEMENT

-20000.00

-20000.00

090400031

CHARITABLE CONTRIBUTION CK
|*2009 CHARITABLE DISTRIBUTION

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

THE DON HAWLEY FOUNDATION
PO BOX 88
ISLAMORADA, FL 33036

TR TRAN#-SB000133000157 TR CD-031 REG-0 PORT-INC

04/15/09 CASH DISBURSEMENT

-30000.00

-30000.00

090400035

CHARITABLE CONTRIBUTION CK
|*2009 CHARITABLE DISTRIBUTION

BENE DISTRIBUTION WITH NO SSN

FOR:

PAID TO:

EVERGLADES GOLDEN RETRIEVER RESCUE
10729 ROYAL CARIBBEAN CIRCLE
BOYNTON BEACH, FL 33437

TR TRAN#-SB000133000161 TR CD-031 REG-0 PORT-INC

ACCT 2XN0 46000157280
PREP:50 ADMN:292 INV:207

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TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
04/15/09 CASH DISBURSEMENT CHARITABLE CONTRIBUTION CK *2009 CHARITABLE DISTRIBUTION FOR: PAID TO: ISLAMORADA FISHING & CONSERVATION TR PO BOX 22 ISLAMORADA, FL 33036 TR TRAN#-SB000133000160 TR CD=031 REG=0 PORT=INC	-20000.00	-20000.00	BENE DISTRIBUTION WITH NO SSN	090400034
TOTAL CODE 311 - CASH CONTRIBUTIONS	-307200.00	-307200.00	0.00	
79 FEDERAL ESTIMATES - INCOME				
06/12/09 CASH DISBURSEMENT EXCISE TAX CA 2ND QTR 990PF ESTIMATE FOR: 100-71-087P PAID TO: 041000124 NATIONAL CITY BANK CLEVELAND OH TR TRAN#-SB000114000039 TR CD=913 REG=0 PORT=INC	-450.00	-450.00	**CHANGED** 01/07/10 MNU	0906000030
09/11/09 CASH DISBURSEMENT EXCISE TAX CA 3RD QTR 990PF ESTIMATE FOR: 100-71-087P PAID TO: 041000124 NATIONAL CITY BANK CLEVELAND OH TR TRAN#-SB000089000198 TR CD=913 REG=0 PORT=INC	-6500.00	-6500.00	**CHANGED** 01/07/10 MNU	0909000024
TOTAL CODE 79 - FEDERAL ESTIMATES - INCOME	-6950.00	-6950.00	0 00	
58 FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY				
05/13/09 CASH DISBURSEMENT EXCISE TAX CA AMT DUE 8868 (990-PF). TX YR 2008. FOR: 100-71-087P PAID TO: 041000124 NATIONAL CITY BANK CLEVELAND OH TR TRAN#-SB000101000071 TR CD=913 REG=0 PORT=PRIN	-2500.00	-2500.00	**CHANGED** 01/07/10 MNU	0905000018
TOTAL CODE 58 - FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY	-2500.00	0 00	-2500.00	
900 TAXABILITY TO BE DETERMINED				
03/23/09 CASH RECEIPT RETURN OF PRIOR YR GRANT PB SHORES V.F.D -RETURN OF 2008 CHARITABLE CONT TR TRAN#-SB000181000079 TR CD=075 REG=0 PORT=INC I REFUND OF PRIOR YEAR DISTRIBUTION (MNU 01/07/10)	5000.00	5000 00	**CHANGED** 01/07/10 MNU	0903000064
TOTAL CODE 900 - TAXABILITY TO BE DETERMINED	5000.00	5000.00	0.00	
906 MUTUAL FUND CASH RECEIPTS ALLEGIAN INTRM BD FD CL I - 01748V403 - MINOR = 56				
01/02/09 DIVIDEND RECEIVED DIVIDEND FROM 12/1/08 TO 12/31/08 TR TRAN#-ZY000016009339 TR CD=005 REG=30 PORT=INC EX-DATE=12/1/2008		1878 20		090100007
02/02/09 DIVIDEND RECEIVED DIVIDEND FROM 1/1/09 TO 1/31/09 TR TRAN#-ZY000017009189 TR CD=005 REG=30 PORT=INC EX-DATE=1/1/2009		1688.36		090200007
03/02/09 DIVIDEND RECEIVED DIVIDEND FROM 2/1/09 TO 2/28/09 TR TRAN#-ZY000017009171 TR CD=005 REG=30 PORT=INC EX-DATE=2/1/2009		1586.96		090300010

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
32 OTHER NON-ALLOCABLE EXPENSE - INCOME (CONTINUED) FROM PRIOR TRUSTEE - PRIOR (CONTINUED)				
12/31/09 TR TRAN#= TR CD= REG= PORT=TAXINC	-15.00	-15 00		0912000141
			ADDED 03/08/10 SJG	
TOTAL CODE 32 - OTHER NON-ALLOCABLE EXPENSE - INCOME	-62.60	-62.60	0.00	
34 TAX PREPARATION FEE (NON-ALLOCABLE) FROM PRIOR TRUSTEE - PRIOR				
12/31/09 TR TRAN#= TR CD= REG= PORT=TAXINC	-1125 00	-1125 00		0912000131
			ADDED 03/08/10 SJG	
TOTAL CODE 34 - TAX PREPARATION FEE (NON-ALLOCABLE)	-1125.00	-1125 00	0 00	
45 SHORT-TERM GAIN/LOSS - CURRENT SALES FROM PRIOR TRUSTEE - PRIOR				
12/31/09 SOLD 2 0 UNITS-FEDERAL BASIS 5558401 00	-942778.69			0912000001
TR TRAN#= TR CD= REG=0 PORT=TAXPRIN			***ADDED*** 03/08/10 SJG	
12/31/09 SOLD 2 0 UNITS-FEDERAL BASIS 3488351 22	-321714 33			0912000002
TR TRAN#= TR CD= REG=0 PORT=TAXPRIN			***ADDED*** 03/08/10 SJG	
TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES	-1264493 02	0 00	0.00	
58 FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY				
05/01/09 TR TRAN#= TR CD= REG= PORT=TAXINC	-2500.00	-2500.00		0905000001
			ADDED 03/08/10 SJG	
TOTAL CODE 58 - FEDERAL TAX PAYMENT - PRIOR YEARS LIABILITY	-2500 00	-2500 00	0 00	
60 OTHER INCOME FROM PRIOR TRUSTEE - PRIOR				
12/31/09 TR TRAN#= TR CD= REG= PORT=TAXINC	7475 36	7475.36		0912000134
			ADDED 03/08/10 SJG	
TOTAL CODE 60 - OTHER INCOME	7475 36	7475 36	0 00	
80 FEDERAL ESTIMATES - PRINCIPAL				
06/12/09 TR TRAN#= TR CD= REG= PORT=TAXPRIN	-450 00		-450 00	0906000001
			ADDED 03/08/10 SJG	
09/11/09 TR TRAN#= TR CD= REG= PORT=TAXINC	-6500 00	-6500.00		0909000001
			ADDED 03/08/10 SJG	
TOTAL CODE 80 - FEDERAL ESTIMATES - PRINCIPAL	-6950.00	-6500 00	-450.00	
149 BENEFICIARY DISTRIBUTIONS DISTRIBUTIONS NOT MATCHED TO BENEFICIARY				
03/23/09 RETURN OF GRANT	5000.00	5000 00		0903000001
FOR			***ADDED*** 03/08/10 SJG	
TR TRAN#= TR CD= REG= PORT=TAXINC				
12/10/09 CHARITABLE DISTRIBUTION TO THE BUSCH WILDLIFE SANCTUARY, INC	-20000 00	-20000 00		0912000085
. 2009			**CHANGED** 03/08/10 SJG	
FOR				
PAID TO.				
THE BUSCH WILDLIFE SANCTUARY, INC				
TR TRAN#=0000000000000001 TR CD=750 REG= PORT=INC				
12/10/09 CHARITABLE DISTRIBUTION TO CASTING FOR CATS 2009	-25000.00	-25000 00		0912000086
FOR			**CHANGED** 03/08/10 SJG	
PAID TO				
CASTING FOR CATS				
TR TRAN#=0000000000000002 TR CD=750 REG= PORT=INC				
12/10/09 CHARITABLE DISTRIBUTION TO LOGGERHEAD MARINE LIFE CENTER 200	-20000 00	-20000 00		0912000087
9			**CHANGED** 03/08/10 SJG	
FOR				
PAID TO				
LOGGERHEAD MARINE LIFE CENTER				
TR TRAN#=0000000000000003 TR CD=750 REG= PORT=INC				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
12/10/09 CHARITABLE DISTRIBUTION TO HSUS 2009 FOR: PAID TO. HSUS TR TRAN#=000000000000005 TR CD=750 REG= PORT=INC	-11000 00	-11000.00	**CHANGED**	0912000089 03/08/10 SJG
12/10/09 CHARITABLE DISTRIBUTION TO EVERGLADES GOLDEN RETRIEVER RESCU E, INC 2009 FOR PAID TO: EVERGLADES GOLDEN RETRIEVER RESCUE, INC TR TRAN#=000000000000004 TR CD=750 REG= PORT=INC	-10000 00	-10000 00	**CHANGED**	0912000088 03/08/10 SJG
12/31/09 FOR TR TRAN#= TR CD= REG= PORT=TAXINC	-307200 00	-307200.00	***ADDED***	0912000144 03/08/10 SJG
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-388200 00	-388200 00	0 00	
299 FOREIGN TAXES ON QUALIFIED FOREIGN DIVIDENDS				
*** VA - VARIOUS				
ARTIO INTERNATIONAL EQUITY FUND II - CLA - 04315J837 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-231 66			
	-231 66	0.00	0 00	
HARBOR INTERNATIONAL FUND - 411511306 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-1930 85			
	-1930 85	0 00	0 00	
ISHARES MSCI EMERGING MARKETS INDEX FUND - 464287234 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-339 03			
	-339.03	0.00	0 00	
ISHARES MSCI EAFE INDEX FUND - 464287465 - MINOR = 3505				
12/31/09 MUTUAL FUND EARNINGS	-148 65			
	-148 65	0 00	SUB TRUST 8215000248 0.00	
VANGUARD INTERNATIONAL VALUE - 921939203 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-839 37			
	-839.37	0 00	0 00	
VANGUARD EMERGING MARKETS FUND - 922042858 - MINOR = 3505				
12/31/09 MUTUAL FUND EARNINGS	-313 78			
	-313 78	0 00	0 00	
TOTAL CODE 299 - FOREIGN TAXES ON QUALIFIED FOREIGN DIVIDENDS	-3803 34	0 00	0.00	
499 FOREIGN TAXES ON NONQUALIFIED FOREIGN DIVIDENDS				
*** VA - VARIOUS				
ARTIO INTERNATIONAL EQUITY FUND II - CLA - 04315J837 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-636 96			
	-636 96	0.00	0 00	
ISHARES MSCI EMERGING MARKETS INDEX FUND - 464287234 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-43 24			
	-43 24	0.00	0 00	
VANGUARD INTERNATIONAL VALUE - 921939203 - MINOR = 3503				
12/31/09 MUTUAL FUND EARNINGS	-209 46			
	-209 46	0 00	0 00	
VANGUARD EMERGING MARKETS FUND - 922042858 - MINOR = 3505				
12/31/09 MUTUAL FUND EARNINGS	-197 43			

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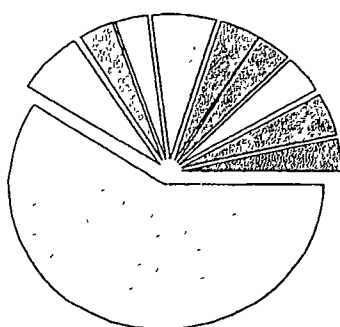
JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SHORT TERM INVESTMENTS				
MONEY MARKET FUNDS				
608993408 HUNTINGTON MONEY MARKET FUND IV	574,510 04 574 510 04	1 00 1 00	63 19	0 01
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	250,000 00 250,000 00	1 00 1 00	2,750 00	1 10
** TOTAL MONEY MARKET FUNDS	SUB TOTAL		2,813 19	0 34
* TOTAL SHORT TERM INVESTMENTS	824,510 04 824,510 04		2,813 19	0 34

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE	MARKET VALUE	PERCENT
BIOTECHNOLOGY	449,092 50	3 7%
COMMUNICATIONS EQUIPMENT	584,721 00	4 8%
INTEGRATED OIL AND GAS	510,829 00	4 2%
INTEGRATED TELECOMM SVCS	430,405 00	3 5%
INTERNET SOFTWARE AND SVCS	497,107 00	4 1%
MUTUAL FUNDS	829,753 22	6 8%
OIL/GAS EXPLORATION-PRODUCTION	405,810 00	3 3%
PHARMACEUTICALS	448,615 00	3 7%
SYSTEMS SOFTWARE	833,031 00	6 8%
All Others-Combined	7,212,164 60	59 1%
Total	12,201,528 32	100 0%

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITY INVESTMENTS						
AEROSPACE AND DEFENSE						
450911102 ITT CORPORATION	ITT	2,100 000	104,454 00 108 490 62	49 74 51 66	1,785 00	1 71
913017109 UNITED TECHNOLOGIES CORP	UTX	2,600 000	180,466 00 162,336 20	69 41 62 44	4,004 00	2 22
** TOTAL AEROSPACE AND DEFENSE		SUB- TOTAL	284,920 00 270,826 82		5,789 00	2 03

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AIRFREIGHT AND LOGISTICS						
31428X106 FEDEX CORP	FDX	1,450 000	121,002 50 108,527 57	83 45 74 85	638 00	0 53
** TOTAL AIRFREIGHT AND LOGISTICS		SUB- TOTAL	121,002 50 108,527 57		638 00	0 53
ASSET MGT AND CUSTODY BANKING						
354613101 FRANKLIN RES INC	BEN	2,400 000	252,840 00 220,009 74	105 35 91 67	2,112 00	0 84
857477103 STATE STREET CORP	STT	2,500 000	108 850 00 126,336 00	43 54 50 53	100 00	0.09
** TOTAL ASSET MGT AND CUSTODY BANKING		SUB- TOTAL	361,690 00 346,345 74		2,212 00	0 61
AUTO PARTS AND EQUIPMENT						
478366107 JOHNSON CTLS INC	JCI	4,000 000	108,960 00 102,478 40	27.24 25 62	2,080 00	1 91
** TOTAL AUTO PARTS AND EQUIPMENT		SUB- TOTAL	108 960 00 102,478 40		2,080.00	1 91
AUTOMOTIVE RETAIL						
053332102 AUTOZONE INC	AZO	500.000	79,035 00 71,295 88	158.07 142 59		
** TOTAL AUTOMOTIVE RETAIL		SUB- TOTAL	79,035 00 71,295 88		0 00	0 00
BIOTECHNOLOGY						
031162100 AMGEN INC	AMGN	2,500 000	141,425 00 123,930 90	56 57 49 57		
151020104 CELEGENE CORP W/1 RT P/S EXP 02/17/2010	CELG	3,000 000	167,040 00 143,940 21	55.68 47.98		
375558103 GILEAD SCIENCES INC W/1 RT/SH	GILD	3,250 000	140,627 50 147,807 38	43 27 45.48		
** TOTAL BIOTECHNOLOGY		SUB- TOTAL	449,092 50 415,678.49		0 00	0 00
COMMODITY CHEMICALS						
150870103 CELANESE CORP -SERIES A	CE	3,700 000	118,770 00 91,768.88	32 10 24 80	592.00	0 50
** TOTAL COMMODITY CHEMICALS		SUB- TOTAL	118,770 00 91,768 88		592 00	0 50

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
COMMUNICATIONS EQUIPMENT						
17275R102 CISCO SYSTEMS	CSCO	13,700 000	327,978 00 301,500 28	23 94 22 01		
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	5,550 000	256,743 00 235,043.34	46 26 42 35	3,774.00	1 47
** TOTAL COMMUNICATIONS EQUIPMENT		SUB- TOTAL	584,721 00 536,543.62		3,774 00	0 65
COMPUTER HARDWARE						
037833100 APPLE INC	AAPL	600 000	126,439 20 110 417 76	210 73 184 03		
459200101 IBM CORP	IBM	1,400 000	183,260 00 169,289 25	130 90 120 92	3,080.00	1 68
** TOTAL COMPUTER HARDWARE		SUB- TOTAL	309,699 20 279,707 01		3,080 00	0 59
DIVERSIFIED BANKS						
949746101 WELLS FARGO & CO	WFC	5,000.000	134,950 00 142,676 00	26.99 28 54	1,000 00	0 74
** TOTAL DIVERSIFIED BANKS		SUB- TOTAL	134,950 00 142,676 00		1,000 00	0.74
DIVERSIFIED METALS AND MINING						
356710857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	1,600.000	128,464 00 110,506 56	80 29 69 07	960 00	0 75
** TOTAL DIVERSIFIED METALS AND MINING		SUB- TOTAL	128,464 00 110 506 56		960 00	0 75
DRUG RETAIL						
126650100 CVS CAREMARK CORP	CVS	8,240 000	265,410.40 300,655.10	32 21 36.49	2,513 20	0 95
** TOTAL DRUG RETAIL		SUB- TOTAL	265,410 40 300,655 10		2,513 20	0 95
ELECTRIC UTILITIES						
302571104 FPL GROUP INC	FPL	1,800 000	95,076.00 97,120 44	52 82 53 96	3,402 00	3.58
** TOTAL ELECTRIC UTILITIES		SUB- TOTAL	95,076 00 97 120 44		3,402 00	3 55

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ELECTRICAL COMPONENTS-EQUIPMENT						
773903109 ROCKWELL AUTOMATION, INC	ROK	2,500 000	117,450 00 108,878 00	46 98 43 55	2,900 00	2 47
** TOTAL ELECTRICAL COMPONENTS-EQUIPMENT		SUB-TOTAL	117,450 00 108,878 00		2,900 00	2 47
ELECTRONIC EQUIPMENT MFGS						
25659T107 DOLBY LABORATORIES INC CL A	DLB	1,800 000	85,914 00 69,417 00	47 73 38 57		
** TOTAL ELECTRONIC EQUIPMENT MFGS		SUB-TOTAL	85,914 00 69,417 00		0 00	0 00
FOOTWEAR						
654106103 NIKE INC CL B	NKE	3,100 000	204,817 00 159,670 40	66 07 51 51	3,348.00	1.63
** TOTAL FOOTWEAR		SUB-TOTAL	204,817 00 159,670 40		3,348 00	1 63
GENERAL MERCHANDISE STORES						
87612E106 TARGET CORP	TGT	4,100 000	198,317 00 124,739 92	48 37 30 42	2,788 00	1 41
** TOTAL GENERAL MERCHANDISE STORES		SUB-TOTAL	198,317 00 124,739 92		2,788 00	1 41
HEALTH CARE EQUIPMENT						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	2,550.000	149,634 00 133,946 15	58 68 52 53	2,958.00	1 98
** TOTAL HEALTH CARE EQUIPMENT		SUB-TOTAL	149,634 00 133,946 15		2,958 00	1 98
HEALTH CARE SERVICES						
58405U102 MEDCO HEALTH SOLUTIONS NEW COMMON	MHS	5,700 000	364,287 00 238,406 81	63.91 41 83		
** TOTAL HEALTH CARE SERVICES		SUB-TOTAL	364,287 00 238,406 81		0 00	0 00
HOME IMPROVEMENT RETAIL						
437076102 HOME DEPOT INC	HD	8,400.000	243,012 00 205,252 30	28 93 24 43	7,560 00	3 11
** TOTAL HOME IMPROVEMENT RETAIL		SUB-TOTAL	243,012 00 205,252 30		7,560 00	3 11

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JANUARY 01, 2009 TO DECEMBER 31, 2008

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 6215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HOUSEHOLD PRODUCTS						
194162103 COLGATE PALMOLIVE	CL	2,000 000	164,300 00 152,940 00	82 15 76 47	3,520 00	2 14
** TOTAL HOUSEHOLD PRODUCTS		SUB- TOTAL	164,300 00 152,940 00		3,520 00	2 14
HYPERMARKETS AND SUPERCENTERS						
931142103 WAL-MART STORES INC	WMT	6,000 000	320,700 00 320,834 09	53.45 53 47	6,540 00	2 04
** TOTAL HYPERMARKETS AND SUPERCENTERS		SUB- TOTAL	320,700 00 320,834 09		6,540 00	2 04
INDUSTRIAL CONGLOMERATES						
88579Y101 3M CO	MMM	2,200 000	181,874 00 162,865 33	82 67 74 03	4,488 00	2 47
** TOTAL INDUSTRIAL CONGLOMERATES		SUB- TOTAL	181,874 00 162,865 33		4,488 00	2 47
INTEGRATED OIL AND GAS						
30231G102 EXXON MOBIL CORP	XOM	2,600 000	177,294 00 204,716 80	68 19 78 74	4,368 00	2 46
674599105 OCCIDENTAL PETROLEUM CORP	OXY	4 100 000	333,535 00 288,061 35	81 35 70 26	5,412 00	1 62
** TOTAL INTEGRATED OIL AND GAS		SUB- TOTAL	510,829 00 492,778 16		9,780 00	1 91
INTEGRATED TELECOMM SVCS						
00206R102 AT&T INC	T	9,800 000	274,694 00 287,553 80	28 03 29 34	16,464 00	5 99
92343V104 VERIZON COMMUNICATIONS	VZ	4,700 000	155,711 00 139,073 00	33.13 29 59	8,930 00	5 73
** TOTAL INTEGRATED TELECOMM SVCS		SUB- TOTAL	430,405 00 426,626 80		25,394 00	5 90
INTERNET SOFTWARE AND SVCS						
278642103 EBAY INC	EBAY	4,000 000	94,120 00 94,156 00	23.53 23.54		
38259P508 GOOGLE INC-CL A	GOOG	650 000	402,987 00 296,275 60	619.98 455.81		
** TOTAL INTERNET SOFTWARE AND SVCS		SUB- TOTAL	497,107 00 390,431 60		0 00	0 00

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INVESTMENT BANKING AND BROKERAGE						
38141G104 GOLDMAN SACHS GROUP INC	GS	1,200 000	202,608 00 220,272 00	168 84 183 56	1,680 00	0 83
** TOTAL INVESTMENT BANKING AND BROKERAGE SUB-TOTAL			202,608 00 220,272 00		1,680 00	0 83
LIFE AND HEALTH INSURANCE						
59156R108 METLIFE INC	MET	5,800 000	205,030 00 181,724 80	35 35 31 33	4,292 00	2 09
** TOTAL LIFE AND HEALTH INSURANCE SUB-TOTAL			205,030 00 181,724 80		4,292 00	2 09
METAL AND GLASS CONTAINERS						
690768403 OWENS ILLINOIS INC NEW	OI	3,000 000	98,610 00 111,013 50	32 87 37 00		
** TOTAL METAL AND GLASS CONTAINERS SUB-TOTAL			98,610 00 111 013 50		0 00	0 00
MULTI UTILITIES						
976657106 WISCONSIN ENERGY CORP	WEC	3,400 000	169,422 00 153,322 66	49.83 45.09	4,590 00	2.71
** TOTAL MULTI UTILITIES SUB-TOTAL			169,422 00 153,322 66		4 590 00	2 71
MUTUAL FUNDS						
921937835 VANGUARD TOTAL BOND MARKET	BND	10,558 000	829,753.22 804,090 89	78 59 76 16	32,328 60	3 90
** TOTAL MUTUAL FUNDS SUB-TOTAL			829,753 22 804,090 89		32,328 60	3 90
OIL AND GAS DRILLING						
H5833N103 NOBLE CORP	NE	2,300 000	93,610 00 85,280 09	40 70 37 08	368 00	0 39
** TOTAL OIL AND GAS DRILLING SUB-TOTAL			93,610 00 85,280 09		368 00	0 39
OIL/GAS EQUIPMENT AND SERVICES						
806857108 SCHLUMBERGER LTD	SLB	5,300 000	344,977 00 252,923 83	65 09 47 72	4,452 00	1 29
** TOTAL OIL/GAS EQUIPMENT AND SERVICES SUB-TOTAL			344,977 00 252,923.83		4,452 00	1 29

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
OIL/GAS EXPLORATION-PRODUCTION						
037411105 APACHE CORP	APA	2,400,000	247,608 00 202,453 70	103 17 84 36	1,440.00	0.58
98385X106 XTO ENERGY INC	XTO	3,400,000	158,202 00 141,820 46	46 53 41 71	1,700 00	1 07
** TOTAL OIL/GAS EXPLORATION-PRODUCTION		SUB-TOTAL	405,810 00 344,274 16		3,140 00	0 77
OTHER DIVERSIFIED FINANCIAL SVCS						
46625H100 JP MORGAN CHASE & CO	JPM	4,000,000	166,680 00 181,160 00	41 67 45 29	800 00	0 48
** TOTAL OTHER DIVERSIFIED FINANCIAL SVCS		SUB-TOTAL	166,680 00 181,160 00		800 00	0 48
PAPER PRODUCTS						
460146103 INTERNATIONAL PAPER CO	IP	5,000,000	133,900 00 108,170 00	26 78 21 63	500 00	0 37
** TOTAL PAPER PRODUCTS		SUB-TOTAL	133,900 00 108,170 00		500 00	0 37
PHARMACEUTICALS						
002824100 ABBOTT LABORATORIES	ABT	2,400,000	129,576 00 111,789 09	53 99 46 58	3,840.00	2 96
478160104 JOHNSON & JOHNSON	JNJ	3,400,000	218,994 00 206,748 22	64 41 60 81	6,664.00	3 04
717081103 PFIZER INC	PFE	5,500,000	100,045 00 90,033 90	18 19 16 37	3,960 00	3 96
** TOTAL PHARMACEUTICALS		SUB-TOTAL	448,615 00 408,571 21		14,464 00	3 22
PROPERTY AND CASUALTY INSURANCE						
171232101 CHUBB CORP W/1 RT/SH	CB	2,200,000	108,196 00 107,960 39	49 18 49 07	3,080.00	2 85
89417E109 TRAVELERS COS INC	TRV	5,400,000	269,244 00 206,220 71	49 86 38 19	7,128 00	2 65
** TOTAL PROPERTY AND CASUALTY INSURANCE		SUB-TOTAL	577,440 00 314,181 10		10,208 00	2 70

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239**PORTFOLIO DETAIL (CONTINUED)**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
RAILROADS						
126408103 CSX CORP W/1 RT/SH	CSX	3,000 000	145,470 00 132,208 20	48 49 44 07	2,640 00	1 81
907818108 UNION PACIFIC CORP	UNP	1,800 000	115,020 00 108,802 98	63 90 60 45	1,944 00	1 69
** TOTAL RAILROADS		SUB- TOTAL	260,490 00 241,011 18		4,584 00	1 76
RESTAURANTS						
580135101 MCDONALDS CORP	MCD	3,300 000	206,052 00 182,751 79	62 44 55 38	7,260 00	3 52
** TOTAL RESTAURANTS		SUB- TOTAL	206,052 00 182,751 79		7,260 00	3.52
SEMICONDUCTORS						
111320107 BROADCOM CORP CL A	BRCM	3,200 000	100,704 00 95,135 04	31 47 29 73		
458140100 INTEL CORP	INTC	10,400 000	212,160 00 216,736 49	20 40 20 84	5 824 00	2 75
** TOTAL SEMICONDUCTORS		SUB- TOTAL	312,864 00 311,871 53		5,824 00	1 86
SOFT DRINKS						
713448108 PEPSICO INC	PEP	2,250 000	136,800 00 143,013 95	60 80 63 56	4,050 00	2 96
** TOTAL SOFT DRINKS		SUB- TOTAL	136,800 00 143,013 95		4,050 00	2 96
SPECIALTY CHEMICALS						
549271104 LUBRIZOL CORP W/1 RT/SH EXPIRES 10/12/2007	LZ	1,550 000	113,072 50 108,438 00	72 95 69 96	1,922 00	1 70
** TOTAL SPECIALTY CHEMICALS		SUB- TOTAL	113,072 50 108 438 00		1,922 00	1 70
SYSTEMS SOFTWARE						
594918104 MICROSOFT CORP	MSFT	15,500 000	472,440 00 412,065 23	30 48 26 58	8,060 00	1 71
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	14,700 000	360,591 00 295,004 50	24 53 20 07	2,940 00	0 82
** TOTAL SYSTEMS SOFTWARE		SUB- TOTAL	833,031 00 707,069 73		11,000 00	1 32

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TOBACCO						
718172109 PHILIP MORRIS INTL INC	PM	4,900 000	236,131 00 216,668 30	48 19 44 22	11,368 00	4 81
** TOTAL TOBACCO		SUB- TOTAL	236,131 00 216,668 30		11,368 00	4 81
TRADING COMPANIES-DISTRIBUTORS						
384802104 GRAINGER W W INC	GWW	1,200 000	116,196 00 106,464 00	96 83 88 72	2,208 00	1 90
** TOTAL TRADING COMPANIES-DISTRIBUTORS		SUB- TOTAL	116,196 00 106,464 00		2,208 00	1 90
* TOTAL EQUITY INVESTMENTS			12,201,538 32 11,043,159 79		220,354 60	1 81
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
01748V403 ALLEGiant INTERMEDIATE BOND FUND - CLASS I	AFIX	48,248 768	536,526 30 520,000 00	11 12 10 78	18 913 52	3 53
256210105 DODGE & COX INCOME FUND	DODIX	69,051,363	894,905 66 870,000 00	12 96 12 60	46,747 77	5 22
922031810 VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND - ADMIRAL SHARES	VFIDX	25,536 261	245,658 83 250 000 00	9 62 9 79	12,563 84	5 11
922031836 VANGUARD SHORT TERM INVESTMENT GRADE FUND - ADMIRAL SHARES	VFSUX	65,009 560	688,451 24 680,000 00	10 59 10 46	28,149 14	4 09
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB- TOTAL	2,365,542 03 2,320,000 00		106,374 27	4 50
MUTUAL FUNDS-MUNICIPAL						
464287234 ISHARES MSCI EMERGING MARKETS INDEX FUND	EEM	5,560 000	230,740 00 212,189 62	41 50 38 16	133 44	0 06
464287473 ISHARES RUSSELL MIDCAP VALUE INDEX FUND	IWS	10,393 000	384,021 35 280,503 95	36 95 26 99	8,459 90	2 20
464287481 ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	IWP	8,500 000	385,390 00 280,989 60	45 34 33 06	3,017 50	0 78
464287499 ISHARES RUSSELL MIDCAP INDEX FUND	IWR	4,680 000	386,146 80 281,185 64	82 51 60 08	7,628 40	1 98

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: 8215000239

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-MUNICIPAL						
464287630 ISHARES RUSSELL 2000 VALUE INDEX FUND	IWN	4,235 000	245,799 40 207,279 63	58 04 48 94	6,382 15	2 60
464287648 ISHARES RUSSELL 2000 GROWTH INDEX FUND	IWO	3,703 000	252,063 21 208,067 62	68 07 56 19	2,107 01	0 84
922042858 VANGUARD EMERGING MARKETS FUND	VWO	5,620 000	230,420 00 213,401 52	41 00 37 97	3,062 90	1 33
** TOTAL MUTUAL FUNDS-MUNICIPAL		SUB- TOTAL	2,114,580 76 1,683,617 58		30,791 30	1 46
MUTUAL FUNDS-EQUITY						
04315J837 ARTIO INTERNATIONAL EQUITY FUND II - CLASS I	JETIX	39,723 756	467,945 85 330,000 00	11 78 8 31	23,000 05	4 92
411511306 HARBOR INTERNATIONAL FUND	HAIX	11,801 480	647,547 21 655,000 00	54 87 55 50	8,320 04	1 28
921939203 VANGUARD INTERNATIONAL VALUE FUND - INVESTOR SHARES	VTRIX	20,147 692	616,720 85 655,000 00	30 61 32 51	14,808 55	2 40
** TOTAL MUTUAL FUNDS-EQUITY		SUB- TOTAL	1,732,213 91 1,640,000 00		46,128 64	2 66
* TOTAL MUTUAL FUNDS			6,212,336 70 5,643,617 58		183,294 21	2 95
CASH						
CASH			383 04 383 04			
* TOTAL CASH			383 04 383 04		0 00	0 00
GRAND TOTAL ASSETS			19,238,758 10 17,511,710 45		406,462 20	2 11

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 8215000239

TRANSACTION SUMMARY

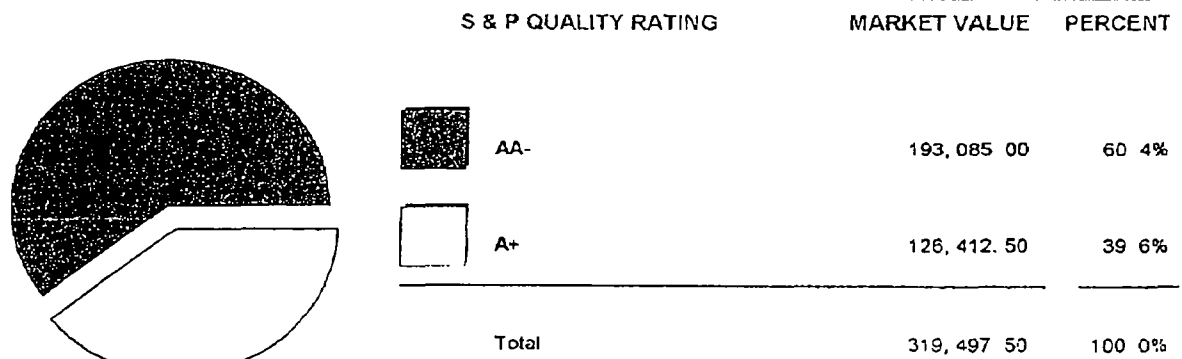
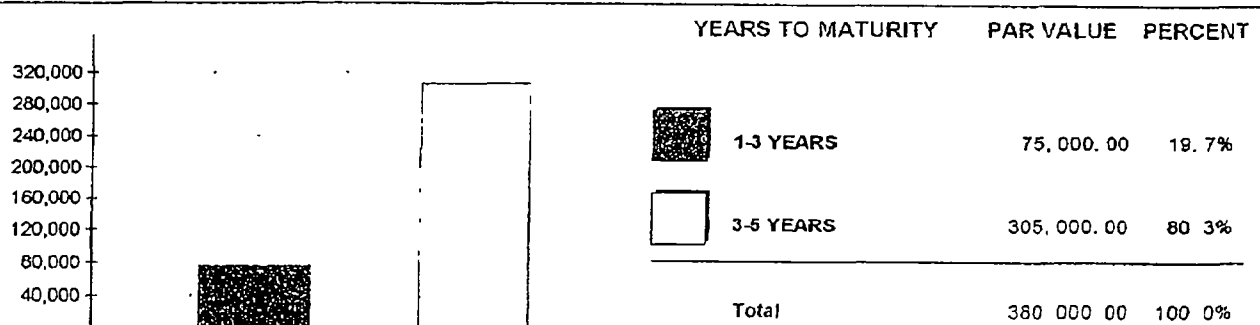
	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	0.00	0 00	0 00	0 00
RECEIPTS						
DIVIDENDS	383 04	85,674 52		383 04	85,674.52	
OTHER RECEIPTS	825,671 30	483,522 40		825,671 30	483,522 40	
TOTAL RECEIPTS	826,054.34	569,196 92	0.00	826,054 34	569,196.92	0 00
DISBURSEMENTS						
CASH DISTRIBUTIONS	835.78-	86,000 00-		835 78-	86,000 00-	
OTHER DISBURSEMENTS	483,522 40-			483,522 40-		
TOTAL DISBURSEMENTS	484,358 18-	86,000.00-	0.00	484,358.18-	86,000.00-	0 00
CASH MANAGEMENT						
DEPOSITS	341,313 12-	483,196 92-	824,510 04	341,313 12-	483,196 92-	824,510.04
TOTAL CASH MANAGEMENT	341,313 12-	483,196.92-	824,510.04	341,313.12-	483,196 92-	824,510.04
IN KIND TRANSACTIONS						
RECEIPTS IN KIND			16,686,817 37			16,686,817.37
TOTAL IN KIND TRANSACTIONS	0.00	0.00	16,686,817.37	0 00	0 00	16,686,817.37
ENDING BALANCE	383 04	0 00	17,511,327 41	383 04	0 00	17,511,327 41

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248**PORTFOLIO DETAIL**

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SHORT TERM INVESTMENTS				
MONEY MARKET FUNDS				
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	187,136.62	1.00	2,058.50	1.10
	187,136.62	1.00		
** TOTAL MONEY MARKET FUNDS	SUB- TOTAL			
	187,136.62		2,058.50	1.10
	187,136.62			
* TOTAL SHORT TERM INVESTMENTS			2,058.50	1.10
	187,136.62			

BOND QUALITY SUMMARY**BOND MATURITY SUMMARY**

AVERAGE TIME TO MATURITY: 3.1 YEARS

CURRENT YIELD: -0.27%

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITY INVESTMENTS						
AEROSPACE AND DEFENSE						
450911102 ITT CORPORATION	ITT	600 000	29,844 00 30,949 38	49 74 51 58	510.00	1 71
913017109 UNITED TECHNOLOGIES CORP	UTX	800 000	55,528 00 49,191.12	69 41 61.49	1,232.00	2.22
** TOTAL AEROSPACE AND DEFENSE		SUB- TOTAL	85,372.00 80,140.50		1,742.00	2 04
AIRFREIGHT AND LOGISTICS						
31428X106 FEDEX CORP	FDX	500.000	41,725.00 36,713.00	83 45 73 43	220.00	0 53
** TOTAL AIRFREIGHT AND LOGISTICS		SUB- TOTAL	41,725.00 36,713.00		220 00	0.53
ASSET MGT AND CUSTODY BANKING						
35461310* FRANKLIN RES INC	BEN	750.000	79,012 50 68,449 23	105.35 91.27	660 00	0.84
857477103 STATE STREET CORP	STT	1,000.000	43,540 00 51,568.40	43 54 51.57	40 00	0.09
** TOTAL ASSET MGT AND CUSTODY BANKING		SUB- TOTAL	122,552.50 120,015 63		700.00	0 57
AUTO PARTS AND EQUIPMENT						
478365107 JOHNSON CTLS INC	JCI	1,400 000	38,138 00 36,025 34	27.24 25.73	728.00	1 91
** TOTAL AUTO PARTS AND EQUIPMENT		SUB- TOTAL	38,138.00 36,025.34		728.00	1 91
AUTOMOTIVE RETAIL						
053332102 AUTOZONE INC	AZO	200 000	31,614.00 28,860 50	158 07 144 30		
** TOTAL AUTOMOTIVE RETAIL		SUB- TOTAL	31,614.00 28,860.50		0 00	0 00
BIOTECHNOLOGY						
031152100 AMGEN INC	AMGN	550 000	31,113.50 29,787.46	56 57 54 16		
151020104 CELEGENE CORP W/1 RT P/S EXP 02/17/2010	CELG	600.000	33,408 00 24,658 30	55 68 41.16		

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
BIOTECHNOLOGY						
375558103 GILEAD SCIENCES INC W/1 RT/SH	GILD	750 000	32,452.60 36,289.45	43 27 48.39		
** TOTAL BIOTECHNOLOGY		SUB- TOTAL	96,974.00 90,775.21		0 00	0.00
COMMODITY CHEMICALS						
150870103 CELANESE CORP -SERIES A	CE	1,100 000	35,310.00 26,602.95	32 10 24 18	176.00	0 50
** TOTAL COMMODITY CHEMICALS		SUB- TOTAL	35,310.00 26,602.95		176 00	0 50
COMMUNICATIONS EQUIPMENT						
17275R102 CISCO SYSTEMS	CSCO	4,400 000	105,336 00 101,851 20	23 94 23 15		
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	1,800 000	83,258 00 73,110.86	46 26 40 52	1,224.00	1.47
** TOTAL COMMUNICATIONS EQUIPMENT		SUB- TOTAL	188,604 00 174,962 06		1,224.00	0.65
COMPUTER HARDWARE						
037833100 APPLE INC	AAPL	320,000	67,434 24 58,556 80	210.73 182.99		
459200101 IBM CORP	IBM	350 000	45,815 00 42,401 98	130.90 121.15	770.00	1 68
** TOTAL COMPUTER HARDWARE		SUB- TOTAL	113,249 24 100,958.78		770 00	0 68
DIVERSIFIED BANKS						
949746101 WELLS FARGO & CO	WFC	1,100,000	29 589 00 31 106 02	26 99 28.28	220 00	0.74
** TOTAL DIVERSIFIED BANKS		SUB- TOTAL	29,589 00 31,106 02		220 00	0 74
DIVERSIFIED METALS AND MINING						
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	500,000	40,145.00 33,638.19	80 29 67.28	300.00	0 75
** TOTAL DIVERSIFIED METALS AND MINING		SUB- TOTAL	40,145.00 33,638.19		300.00	0 75

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248**PORTFOLIO DETAIL (CONTINUED)**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
DRUG RETAIL						
126650100 CVS CAREMARK CORP	CVS	2,603.000	83,842.63 96,894.44	32.21 37.22	793.92	0.95
** TOTAL DRUG RETAIL		SUB- TOTAL	83,842.63 96,894.44		793.92	0.95
ELECTRIC UTILITIES						
302571104 FPL GROUP INC	FPL	500.000	26,410.00 27,199.06	52.82 54.40	945.00	3.58
** TOTAL ELECTRIC UTILITIES		SUB- TOTAL	26,410.00 27,199.06		945.00	3.58
ELECTRICAL COMPONENTS-EQUIPMENT						
773903109 ROCKWELL AUTOMATION, INC	ROK	750.000	35,235.00 31,691.90	46.98 42.26	870.00	2.47
** TOTAL ELECTRICAL COMPONENTS-EQUIPMENT		SUB- TOTAL	35,235.00 31,691.90		870.00	2.47
FOOTWEAR						
654106103 NIKE INC CL B	NKE	1,000.000	66,070.00 55,790.96	66.07 55.79	1,080.00	1.63
** TOTAL FOOTWEAR		SUB- TOTAL	66,070.00 55,790.96		1,080.00	1.63
GENERAL MERCHANDISE STORES						
87612E106 TARGET CORP	TGT	1,400.000	67,718.00 45,629.00	48.37 32.59	952.00	1.41
** TOTAL GENERAL MERCHANDISE STORES		SUB- TOTAL	67,718.00 45,629.00		952.00	1.41
HEALTH CARE EQUIPMENT						
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	1,250.000	73,350.00 69,864.49	58.68 55.89	1,450.00	1.98
** TOTAL HEALTH CARE EQUIPMENT		SUB- TOTAL	73,350.00 69,864.49		1,450.00	1.98
HEALTH CARE SERVICES						
58405U102 MEDCO HEALTH SOLUTIONS NEW COMMON	MHS	800.000	51,128.00 32,876.46	63.91 41.10		
** TOTAL HEALTH CARE SERVICES		SUB- TOTAL	51,128.00 32,876.46		0.00	0.00

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HOME IMPROVEMENT RETAIL						
437076102 HOME DEPOT INC	HD	2,550 000	73,771.50 63,429.52	28 93 24 87	2,295.00	3 11
** TOTAL HOME IMPROVEMENT RETAIL		SUB- TOTAL	73,771 50 63,429 52		2,295.00	3 11
HOUSEHOLD PRODUCTS						
194162103 COLGATE PALMOLIVE	CL	500 000	41,075.00 38,240 00	82 15 76 48	880.00	2 14
742718109 PROCTER & GAMBLE CO	PG	650 000	39,409.50 37,757.53	60 63 58 09	1,144 00	2 90
** TOTAL HOUSEHOLD PRODUCTS		SUB- TOTAL	80,484.50 75,997 53		2,024 00	2.51
HYPERMARKETS AND SUPERCENTERS						
931142103 WAL-MART STORES INC	WMT	1,800 000	96,210.00 93,865.46	53 45 52 15	1,962.00	2 04
** TOTAL HYPERMARKETS AND SUPERCENTERS		SUB- TOTAL	96,210 00 93,865 46		1,962 00	2 04
INDUSTRIAL CONGLOMERATES						
88579Y101 3M CO	MNM	650 000	53,735.50 48,080.50	82 67 73 97	1,326 00	2 47
** TOTAL INDUSTRIAL CONGLOMERATES		SUB- TOTAL	53,735.50 48,080.50		1,326.00	2 47
INTEGRATED OIL AND GAS						
30231G102 EXXON MOBIL CORP	XOM	600 000	40,914 00 41,165 34	68 19 68.61	1,008.00	2 46
565849106 MARATHON OIL CORP	MRO	1,200 000	37,464.00 42,896 64	31 22 35.75	1,152 00	3 07
674599105 OCCIDENTAL PETROLEUM CORP	OXY	1,450 000	117,957 50 103,568 00	81.35 71 43	1,914.00	1 62
** TOTAL INTEGRATED OIL AND GAS		SUB- TOTAL	196,335.50 187,629.98		4,074.00	2 08
INTEGRATED TELECOMM SVCS						
00206R102 AT&T INC	T	3,100 000	86,893.00 89,870 60	28 03 28.99	5,208.00	5 99
** TOTAL INTEGRATED TELECOMM SVCS		SUB- TOTAL	86,893 00 89,870.60		5,208.00	5.99

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INTERNET SOFTWARE AND SVCS						
38259P508 GOOGLE INC-CL A	GCGG	180.000	111,596 40 73,294 52	619.98 407.19		
** TOTAL INTERNET SOFTWARE AND SVCS		SUB- TOTAL	111,596 40 73,294 52		0.00	0.00
INVESTMENT BANKING AND BROKERAGE						
38141G104 GOLDMAN SACHS GROUP INC	GS	250.000	42,210.00 45,028.95	168 84 180 12	350.00	0 83
** TOTAL INVESTMENT BANKING AND BROKERAGE		SUB- TOTAL	42,210.00 45,028.95		350 00	0.83
LIFE AND HEALTH INSURANCE						
59156R108 METLIFE INC	MET	1,800.000	63,630 00 49,240 01	35.35 27.36	1,332 00	2.09
** TOTAL LIFE AND HEALTH INSURANCE		SUB- TOTAL	63,630 00 49,240 01		1 332.00	2.09
METAL AND GLASS CONTAINERS						
690768403 OVENS ILLINOIS INC NEW	OI	900 000	29,583.00 32,812.28	32 87 36.46		
** TOTAL METAL AND GLASS CONTAINERS		SUB- TOTAL	29,583.00 32,812 28		0.00	0.00
MISCELLANEOUS						
25470F104 DISCOVERY COMMUNICATIONS CL A	DISAD	1,100.000	33,737.00 30,524.45	30.67 27.75		
** TOTAL MISCELLANEOUS		SUB- TOTAL	33,737 00 30,524 45		0 00	0.00
MULTI UTILITIES						
976657106 WISCONSIN ENERGY CORP	WEC	1,000 000	49,830 00 44,596 80	49.83 44.60	1,350 00	2.71
** TOTAL MULTI UTILITIES		SUB- TOTAL	49,830.00 44,596 80		1,350 00	2.71
OIL/GAS EQUIPMENT AND SERVICES						
806857108 SCHLUMBERGER LTD	SLB	1,000 000	65,090.00 43,680.16	65 09 43 68	840.00	1 29
** TOTAL OIL/GAS EQUIPMENT AND SERVICES		SUB- TOTAL	65,090.00 43,680.16		840 00	1 29

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
OIL/GAS EXPLORATION-PRODUCTION						
037411105 APACHE CORP	APA	1,000.000	103,170.00 121,029.81	103.17 121.03	600.00	0.58
98385X106 XTO ENERGY INC	XTO	800.000	37,224.00 33,478.48	46.53 41.85	400.00	1.07
** TOTAL OIL/GAS EXPLORATION-PRODUCTION		SUB-TOTAL	140,394.00 154,508.29		1,000.00	0.71
OTHER DIVERSIFIED FINANCIAL SVCS						
48625H100 JP MORGAN CHASE & CO	JPM	1,100.000	45,837.00 48,167.90	41.87 43.79	220.00	0.48
** TOTAL OTHER DIVERSIFIED FINANCIAL SVCS		SUB-TOTAL	45,837.00 48,167.90		220.00	0.48
PAPER PRODUCTS						
460146103 INTERNATIONAL PAPER CO	IP	1,500.000	40,170.00 32,593.65	26.78 21.73	150.00	0.37
** TOTAL PAPER PRODUCTS		SUB-TOTAL	40,170.00 32,593.65		160.00	0.37
PHARMACEUTICALS						
002824100 ABBOTT LABORATORIES	ABT	850.000	45,891.50 42,596.00	53.99 50.11	1,360.00	2.96
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	1,100.000	27,775.00 24,715.02	25.25 22.47	1,408.00	5.07
478160104 JOHNSON & JOHNSON	JNJ	1,200.000	77,292.00 72,873.84	64.41 60.73	2,352.00	3.04
717081103 PFIZER INC	PFE	2,000.000	36,380.00 32,898.00	18.19 16.45	1,440.00	3.96
** TOTAL PHARMACEUTICALS		SUB-TOTAL	187,338.50 173,082.86		6,560.00	3.50
PROPERTY AND CASUALTY INSURANCE						
171232101 CHUBB CORP W/1 RT'SH	CB	700.000	34,426.00 34,277.67	49.18 48.97	980.00	2.85
89417E109 TRAVELERS COS INC	TRV	1,700.000	84,762.00 67,719.10	49.86 39.83	2,244.00	2.65
** TOTAL PROPERTY AND CASUALTY INSURANCE		SUB-TOTAL	119,188.00 101,996.77		3,224.00	2.70

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
RAILROADS						
126408103 CSX CORP W/1 RT/SH	CSX	950.000	46,065.50 40,582.96	48.49 42.72	836.00	1.61
907818103 UNION PACIFIC CORP	UNP	550.000	35,145.00 32,637.00	63.90 59.34	594.00	1.69
** TOTAL RAILROADS		SUB- TOTAL	81,210.50 73,219.96		1,430.00	1.76
SEMICONDUCTORS						
111320107 BROADCOM CORP CL A	BRCM	1,300.000	40,911.00 37,932.05	31.47 29.18		
458140100 INTEL CORP	INTC	3,200.000	65,280.00 62,414.92	20.40 19.50	1,792.00	2.75
** TOTAL SEMICONDUCTORS		SUB- TOTAL	105,191.00 100,346.97		1,792.00	1.69
SOFT DRINKS						
713448108 PEPSICO INC	PEP	700.000	42,560.00 47,894.00	60.80 68.42	1,260.00	2.96
** TOTAL SOFT DRINKS		SUB- TOTAL	42,560.00 47,894.00		1,260.00	2.96
SPECIALTY CHEMICALS						
549271104 LUBRIZOL CORP W/1 RT/SH EXPIRES 10/12/2007	LZ	500.000	36,475.00 34,640.00	72.95 69.28	620.00	1.70
** TOTAL SPECIALTY CHEMICALS		SUB- TOTAL	36,475.00 34,640.00		620.00	1.70
SYSTEMS SOFTWARE						
594918104 MICROSOFT CORP	MSFT	4,700.000	143,256.00 134,080.00	30.48 28.53	2,444.00	1.71
58389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	4,600.000	112,838.00 89,427.50	24.53 19.44	920.00	0.82
** TOTAL SYSTEMS SOFTWARE		SUB- TOTAL	256,094.00 223,507.50		3,364.00	1.31
TOBACCO						
718172109 PHILIP MORRIS INTL INC	PM	600.000	28,914.00 25,930.05	48.19 43.22	1,392.00	4.81
** TOTAL TOBACCO		SUB- TOTAL	28,914.00 25,930.05		1,392.00	4.81

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TRADING COMPANIES-DISTRIBUTORS						
384802104 GRAINGER W W INC	GWW	400 000	38,732 00 38,022.80	96 83 95 08	736.00	1 90
** TOTAL TRADING COMPANIES-DISTRIBUTORS		SUB- TOTAL	38,732 00 38,022 80		736 00	1 90
* TOTAL EQUITY INVESTMENTS			3,333,334 77 3,051,708 10		64,679.92	1 64
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
01748V403 ALLEGIANTE INTERMEDIATE BOND FUND - CLASS I	AFIX	25,510 291	283,674.44 277,821 40	11.12 10 89	10,000.03	3 53
464287226 ISHARES BARCLAYS AGGREGATE BOND FUND	AGG	4,763 000	491,493 97 492,428.88	103 19 103 39	19,099.63	3 89
464287242 ISHARES GOLDMAN SACHS CORPORATE BOND FUND	LQD	988 000	102,900 20 99,827 51	104.15 101 04	5,656.30	5 50
922031406 VANGUARD SHORT TERM INVESTMENT GRADE FUND - INVESTOR SHARES	VFSTX	18,574 109	196,699.81 198,000.00	10 59 10 66	7,819 70	3 98
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB- TOTAL	1,074,768 42 1,068,077.79		42,575 65	3 96
MUTUAL FUNDS-MUNICIPAL						
464287234 ISHARES MSCI EMERGING MARKETS INDEX FUND	EEM	2,361 000	97,981 50 90,048.30	41.50 38 14	56.68	0 06
464287465 ISHARES MSCI EAFE INDEX FUND	EFA	3,528 000	195,027.84 191,570.40	55 28 54 30	5,083.85	2 61
464287499 ISHARES RUSSELL MIDCAP INDEX FUND	IWR	4 685 000	386,559 35 283,116 42	82 51 60 43	7,636 55	1 98
464287655 ISHARES RUSSELL 2000 INDEX FUND	IWM	284 000	17,732.96 16,968.32	62.44 59 75	287.69	1 62
922042858 VANGUARD EMERGING MARKETS FUND	VWO	2,370 000	97,170.00 89,917.80	41 00 37 94	1,291 65	1 33
** TOTAL MUTUAL FUNDS-MUNICIPAL		SUB- TOTAL	794,471.65 671,621.24		14,366.40	1 81

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JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
00078H141 ASTON MONTAG AND CALDWELL TAMRO SMALL CAP VALUE FUND - CLASS I	ATSIX	4,075.218	67,893.13 48,087.55	16.66 11.80	57.05	0.08
04315J837 ARTIO INTERNATIONAL EQUITY FUND II - CLASS I	JETIX	21,593.159	254,367.41 178,000.00	11.78 8.24	12,502.44	4.92
411511306 HARBOR INTERNATIONAL FUND	HAIXX	5,231.388	287,046.26 173,000.00	54.87 33.07	3,688.13	1.28
780905881 ROYCE TOTAL RETURN FUND	RYTRX	6,313.100	68,244.81 50,820.46	10.81 8.05	858.58	1.26
** TOTAL MUTUAL FUNDS-EQUITY		SUB- TOTAL	677,551.41 449,908.01		17,106.20	2.52
* TOTAL MUTUAL FUNDS			2,545,731.43 2,189,607.04		74,038.26	2.91
GRAND TOTAL ASSETS			6,396,760.37 5,812,591.76		129,890.64	2.03

JANUARY 01, 2009 TO DECEMBER 31, 2009

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: 8215000248**TRANSACTION SUMMARY**

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	0.00	0.00	0.00	0.00
RECEIPTS						
DIVIDENDS		27,735.70			27,735.70	
OTHER RECEIPTS	159,400.92	18,480.96		159,400.92	18,480.96	
TOTAL RECEIPTS	159,400.92	46,216.66	0.00	159,400.92	46,216.66	0.00
DISBURSEMENTS						
OTHER DISBURSEMENTS	18,480.96-			18,480.96-		
TOTAL DISBURSEMENTS	18,480.96-	0.00	0.00	18,480.96-	0.00	0.00
CASH MANAGEMENT						
DEPOSITS	140,919.96-	46,216.66-	187,136.62	140,919.96-	46,216.66-	187,136.62
TOTAL CASH MANAGEMENT	140,919.96-	46,216.66-	187,136.62	140,919.96-	46,216.66-	187,136.62
IN KIND TRANSACTIONS						
RECEIPTS IN KIND			5,673,349.14			5,673,349.14
DISTS IN KIND			47,894.00-			47,894.00-
TOTAL IN KIND TRANSACTIONS	0.00	0.00	5,625,455.14	0.00	0.00	5,625,455.14
ENDING BALANCE	0.00	0.00	5,812,691.76	0.00	0.00	5,812,691.76