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## Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

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

Name of foundation

HOWARD &amp; SARA FLEMING CHAR FOUNDATION

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

PMB 318, 338 S. SHARON AMITY ROAD

Room/suite

City or town, state, and ZIP code

CHARLOTTE, NC 28211-2806

A Employer identification number

43-1525101

B Telephone number

(704) 367-0935

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

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

\$ 801,161. (Part I, column (d) must be on cash basis.)

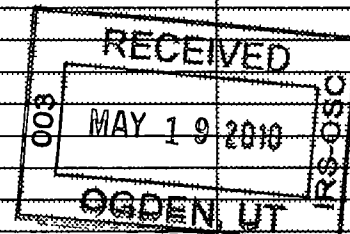
J Accounting method

☒ Cash ☐ Accrual☐ Other (specify)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not  
necessarily equal the amounts in column (a).)(a) Revenue and  
expenses per books(b) Net investment  
income(c) Adjusted net  
income(d) Disbursements  
for charitable purposes  
(cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,494.	14,494.		STATEMENT 1
	4 Dividends and interest from securities	12,336.	12,336.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<15,101.>			
	b Gross sales price for all assets on line 6a	286,835.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	614.	614.		STATEMENT 3	
12 Total. Add lines 1 through 11	12,343.	27,444.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,890.	945.		945.
	c Other professional fees				
	17 Interest	661.	661.		0.
	18 Taxes STMT 5	248.	248.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,430.	1,715.		1,715.
	22 Printing and publications				
	23 Other expenses STMT 6	5,280.	4,658.		622.
	24 Total operating and administrative expenses. Add lines 13 through 23	26,509.	15,727.		10,782.
	25 Contributions, gifts, grants paid	33,164.			33,164.
26 Total expenses and disbursements. Add lines 24 and 25	59,673.	15,727.		43,946.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<47,330.>				
b Net investment income (if negative, enter -0-)		11,717.			
c Adjusted net income (if negative, enter -0-)			N/A		



25 P

**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	<28,006.>	13,155.	13,155.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	1,030,283.	943,881.	788,006.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)		1,002,277.	957,036.	801,161.
<b>Liabilities</b>	17 Accounts payable and accrued expenses		2,089.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0.	2,089.
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	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 <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,002,277.	954,947.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1,002,277.	954,947.		
31 Total liabilities and net assets/fund balances	1,002,277.	957,036.		

**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	1,002,277.
2 Enter amount from Part I, line 27a	2	<47,330.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	954,947.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	954,947.

**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 STIFEL NICOLAUS-3004-2182	P	VARIOUS	VARIOUS
b STIFEL NICOLAUS-3256-7555 RETURN OF			
c PRINCIPAL	P	VARIOUS	VARIOUS
d STIFEL NICOLAUS-3256-7555 BONDS	P	VARIOUS	VARIOUS
e STIFEL NICOLAUS-3256-7555 MUTUAL FUNDS	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,379.		15,988.	<5,609.>
b			
c 2,742.		2,742.	0.
d 178,688.		168,285.	10,403.
e 95,026.		114,921.	<19,895.>

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			<5,609.>
b			
c			0.
d			10,403.
e			<19,895.>

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2         </div> </div>	<15,101.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c)            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3         </div> </div>	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	49,788.	885,173.	.056247
2007	54,152.	1,101,583.	.049158
2006	47,213.	1,056,993.	.044667
2005	48,538.	998,506.	.048611
2004	42,445.	954,367.	.044475

2 Total of line 1, column (d)	2	.243158
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	.048632
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	703,388.
5 Multiply line 4 by line 3	5	34,207.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	117.
7 Add lines 5 and 6	7	34,324.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	43,946.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	117.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	117.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	117.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	83.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input checked="" type="checkbox"/> 83. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ELIZABETH FLEMING KNIGHT Located at ► PMB 318, 338 S. SHARON AMITY RD, CHARLOTTE, NC	Telephone no ► (704) 367-0935 ZIP+4 ► 28211-2806		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A	

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

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

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

**5b**

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		15,000.	0.	0.

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

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

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

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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. If none, enter "NONE."

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

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

0

**Part IX-A** Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a.	Average monthly fair market value of securities	1a	705,639.
b.	Average of monthly cash balances	1b	8,460.
c.	Fair market value of all other assets	1c	
d.	Total (add lines 1a, b, and c)	1d	714,099.
e.	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2.	Acquisition indebtedness applicable to line 1 assets	2	0.
3.	Subtract line 2 from line 1d	3	714,099.
4.	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,711.
5.	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	703,388.
6.	Minimum investment return. Enter 5% of line 5	6	35,169.

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

1.	Minimum investment return from Part X, line 6	1	35,169.
2a.	Tax on investment income for 2009 from Part VI, line 5	2a	117.
b.	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c.	Add lines 2a and 2b	2c	117.
3.	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,052.
4.	Recoveries of amounts treated as qualifying distributions	4	0.
5.	Add lines 3 and 4	5	35,052.
6.	Deduction from distributable amount (see instructions)	6	0.
7.	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	35,052.

**Part XII** Qualifying Distributions (see instructions)

1.	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a.	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	43,946.
b.	Program-related investments - total from Part IX-B	1b	0.
2.	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3.	Amounts set aside for specific charitable projects that satisfy the		
a.	Suitability test (prior IRS approval required)	3a	
b.	Cash distribution test (attach the required schedule)	3b	
4.	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,946.
5.	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	117.
6.	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,829.

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

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				35,052.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			30,588.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 43,946.				
<b>a</b> Applied to 2008, but not more than line 2a			30,588.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				13,358.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				21,694.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

- 1 a** 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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

**c** Qualifying distributions from Part XII,  
line 4 for each year listed

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

**e Qualifying distributions made directly for active conduct of exempt activities**

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

a "Assets" alternative test - enter

(1) Value of all assets

**(2) Value of assets qualifying**  
**under section 4942(j)(3)(B)(i)**

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

**(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(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 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) )

NONE

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

NONE

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

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

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

ELIZABETH FLEMING KNIGHT, 704-367-0935

PMB 318, 338 S. SHARON AMITY ROAD, CHARLOTTE, NC 282112806

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

CONTACT MS. KNIGHT FOR APPROPRIATE INFORMATION

**c Any submission deadlines**

NO

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

NO





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

- |          |  |              |            |           |
|----------|--|--------------|------------|-----------|
| <b>1</b> | 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?  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |            |           |
|          | (1) Cash   | <b>1a(1)</b> |            | <b>X</b>  |
|          | (2) Other assets   | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> | Other transactions   |              |            |           |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> |            | <b>X</b>  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> |            | <b>X</b>  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> |            | <b>X</b>  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> |            | <b>X</b>  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> |            | <b>X</b>  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> | 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]

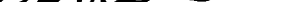
- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign Here**

Signature of officer or trustee CE Bill Stearns Kn: Jot 5-12-10 Date Managing Director Title

Preparer's signature		Date	5/10/10	Check if self-employed	<input type="checkbox"/>	Preparer's identifying number	000625349
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Firm's name (or yours) <b>UHY ADVISORS MO, INC.</b>	EIN <b>27-1111111</b>
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15 SUNNEN DR, SUITE 100  
ST LOUIS MO 63143  
Phone: 314-615-1300

Form **990-PF** (2009)

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
MISCELLANEOUS INTEREST INCOME	6,227.
STIFEL NICOLAUS #7555	8,930.
STIFEL NICOLAUS #7555 ACCRUED INTEREST	<663.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,494.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STIFEL NICOLAUS MANAGED ACCT 2182 DIV	3,119.	0.	3,119.
STIFEL NICOLAUS MANAGED ACCT 7555 DIV	9,217.	0.	9,217.
TOTAL TO FM 990-PF, PART I, LN 4	12,336.	0.	12,336.

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FORM 990-PF OTHER INCOME STATEMENT 3

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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SOUTHWEST ROYALTIES INST X-B L.P.	614.	614.	
TOTAL TO FORM 990-PF, PART I, LINE 11	614.	614.	

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FORM 990-PF ACCOUNTING FEES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UHY ADVISORS	1,890.	945.		945.
TO FORM 990-PF, PG 1, LN 16B	1,890.	945.		945.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	248.	248.		0.
TO FORM 990-PF, PG 1, LN 18	248.	248.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	741.	371.		370.
MANAGEMENT FEES	4,034.	4,034.		0.
ASSOCIATION OF SMALL FOUNDATIONS	495.	248.		247.
MISCELLANEOUS EXPENSES	10.	5.		5.
TO FORM 990-PF, PG 1, LN 23	5,280.	4,658.		622.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS	COST	942,189.	786,314.
SWR INST X-B L.P.	COST	1,692.	1,692.
TOTAL TO FORM 990-PF, PART II, LINE 13		943,881.	788,006.

FORM 990-PF      PART VIII - LIST OF OFFICERS, DIRECTORS      STATEMENT      8  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH FLEMING KNIGHT PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	MANAGING DIR & TREASURER 10.00	15,000.	0.	0.
HOWARD T. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	PRESIDENT 0.00	0.	0.	0.
SARA FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	VICE-PRESIDENT 0.00	0.	0.	0.
WILLIAMS A. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	VICE-PRESIDENT 0.00	0.	0.	0.
MATTHEW H. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	SECRETARY 0.00	0.	0.	0.
JACK M. KNIGHT JR. PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
PAULA R. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
LORI W. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,000.	0.	0.

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FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	9
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN FOREST PRODUCTS ASSOCIATION WASHINGTON, DC	NONE GENERAL FUND	PUBLIC CHARITY	180.
AMERICAN TREE FARM SYSTEM WASHINGTON, DC	NONE GENERAL FUND	PUBLIC CHARITY	150.
BOYS AND GIRLS TOWN OF MISSOURI ARROW ROCK, MO	NONE GENERAL FUND	PUBLIC CHARITY	100.
CITY OF MOBERLY VFW MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	150.
COATES STREET PRESBYTERIAN CHURCH MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	50.
BOY SCOUTS OF AMERICA COLUMBIA, MO	NONE GENERAL FUND	PUBLIC CHARITY	1,000.
CAMPUS CRUSADE FOR CHRIST OKLAHOMA	NONE GENERAL FUND	PUBLIC CHARITY	1,000.
FIRST BAPTISTS CHURCH MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	50.

HOWARD & SARA FLEMING CHAR FOUNDATION

43-1525101

FOURTH STREET THEATER MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	300.
CRISTOS CENTER MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	700.
COLUMBIA INDEPENDENT SCHOOLS COLUMBIA, MO	NONE GENERAL FUND	PUBLIC CHARITY	1,000.
COMPASSION INTERNATIONAL COLORADO SPRINGS, CO	NONE GENERAL FUND	PUBLIC CHARITY	409.
DELTA GAMMA FOUNDATION COLUMBUS, OH	NONE GENERAL FUND	PUBLIC CHARITY	300.
HUNTSVILLE HISTORICAL SOCIETY HUNTSVILLE, MO	NONE GENERAL FUND	PUBLIC CHARITY	1,000.
KMOS-TV ST LOUIS, MO	NONE GENERAL FUND	PUBLIC CHARITY	100.
MISSOURI PRESERVATION MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
MISSOURI THEATER CENTER FOR ARTS MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	500.
MOBERLY AREA COUNCIL OF THE ARTS MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	500.

MOBERLY SENIOR HIGH SCHOOL MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	100.
MYERS PARK TRADITIONAL SCHOOL PTA MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	500.
MULE DEER FOUNDATION SALT LAKE CITY, UT	NONE GENERAL FUND	PUBLIC CHARITY	1,100.
MUNY PARTNERS ST LOUIS, MO	NONE GENERAL FUND	PUBLIC CHARITY	500.
OUTREACH INTERNATIONAL CHARLOTTE, NC	NONE GENERAL FUND	PUBLIC CHARITY	200.
SCHOLASTIC SHOOTING TRUST FUND MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
MOBERLY PUBLIC SCHOOLS FOUNDATION MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	1,000.
ST. PIUX FOUNDATION MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	50.
STUBBINS AUXILLARY MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	50.
TRINITY UNITED METHODIST WOMEN MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	150.

HOWARD & SARA FLEMING CHAR FOUNDATION

43-1525101

TRINITY UNITED METHODIST CHURCH MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	10,425.
UNITED WAY OF RANDOLPH COUNTY MOBERLY, MO	NONE GENERAL FUND	PUBLIC CHARITY	100.
YOUNG LIFE EXPEDITIONS TURNBRIDGE, GA	NONE GENERAL FUND	PUBLIC CHARITY	1,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>33,164.</u>

# STIFEL NICOLAUS

HOWARD T FLEMING AND  
SARA B FLEMING  
CHARITABLE FOUNDATION  
C/O ELIZABETH FLEMING KNIGHT

December 1 -  
December 31, 2009  
Account Number  
CU07 3256-7555

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CU07 3256-7555

## CHECKWRITING EXPENSE SUMMARY

Expense Category	Expense Code	This Period	Year-to-date	Pct of total
Undefined	N/A	-3,442 00	-55,641 47	100 00%
Expense Summary		-3,442 00	-55,641 47	100 00%

## REALIZED GAINS(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, or listed option premiums. To calculate gains or losses, the oldest position has been liquidated first, unless otherwise specified at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Corporate/Government Bonds	Date acquired	Date sold	Quantity	Purchase price	Sale price	Cost basis	Sale proceeds	Realized gain/(-)loss**
BANC AMERICA FNDG CORP CMO SER 2004-4 CL 1A4 CUSIP 05946XKS1	12/28/07	09/16/09	25,000	89 0000	93 0000	22,255.00	23,245 00	990 00 (LT)
FEDL HOME LOAN MTG COXXX PARTIAL CALL 31397E-WF-8 CUSIP 313033938	06/19/07	04/15/09	1,000	96 7500	REDEEMED	968 00	1,000 00	32 00 (LT)
FEDL HOME LOAN MTG CORP MULTICL REMIC 2876 CL EE CUSIP 31395GY89	10/11/04	01/06/09	48,000	100 0000	98 5000	48,003 18	47,275 00	-728 18 (LT)
FEDL HOME LOAN MTG COXXX PARTIAL CALL 31397E-WF-8 CUSIP 313970998	06/19/07	02/17/09	1,000	96 7500	REDEEMED	968 00	1,000.00	32 00 (LT)
FEDL HOME LN MTG CORPXXX PARTIAL CALL 31397E-WF-8 CUSIP 31397E9F4	06/19/07	11/16/09	1,000	96 7500	REDEEMED	968 00	1,000 00	32 00 (LT)
GOVT NATL MTG ASSN REMIC SER 2004-16 CL AE CUSIP 38374FGZ1	09/28/04	01/06/09	25,000	100 0000	100 0000	25,005.00	24,995 00	-10 00 (LT)
RESIDENTIAL ASSET MTG REMIC SER2004-SL4 CL AIV CUSIP 76112BGN4	01/06/09	03/20/09	215,000	77 0000	89 0000	45,508 23	52,962 19	7,453 96 (ST)
WASHINGTON MUT MTG SEC CMO 2005-1 CL 6A1 CUSIP 9393362Q5	01/07/09	03/19/09	85,000	76 0000	84 0000	24,609 17	27,210 52	2,601 35 (ST)
<b>Total Corporate/Government Bonds</b>						<b>\$168,284.59</b>	<b>\$178,687.74</b>	<b>\$10,403.13</b>

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

# STIFEL NICOLAUS

HOWARD T AND SARA B FLEMING  
CHARITABLE FOUNDATION  
MUTUAL FUNDS MANAGED ACCOUNT  
C/O ELIZABETH FLEMING KNIGHT

December 1 -  
December 31, 2009  
Account Number  
CU07 3004-2182

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## ACTIVITY DETAILS continued

### Income And Distributions continued

Date	Activity	Quantity	Description	Total	Cash	Money Market	Margin
12/31/2009	Dividend		FEDERATED EQUITY FDS KAUFMANN FD CL A 123009 2,690 06600 CUSIP 314172677	22.82	22.82		
12/31/2009	Dividend		KEELEY FUNDS INC SMALL CAP VALUE FUND CLASS A 122909 1,568 34700 CUSIP 487300501	58.63	58.63		
12/31/2009	Dividend		GENERAL MONEY MARKET 123109 5,595 CUSIP 09999211	0.24	0.24		
<b>Total Income And Distributions</b>				<b>\$2,767.94</b>			

### Money Market Activity

Date	Activity	Total	Cash	Money Market	Margin
12/31/2009	Purchase		-0.24	0.24	
<b>Total Money Market Activity</b>			<b>-\$0.24</b>	<b>\$0.24</b>	
		<b>This period</b>	<b>\$0.00</b>	<b>\$5,595.42</b>	<b>\$0.00</b>

## REALIZED GAINS/(-)LOSSES

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, or listed option premiums. To calculate gains or losses, the oldest position has been liquidated first, unless otherwise specified at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Mutual Funds	Date acquired	Date sold	Quantity	Purchase price	Sale price	Cost basis	Sale proceeds	Realized gain/(-)loss**
Open-End Funds								
AIMINTL MUT FDS INC ^ INTL GROWTH FD CL A CUSIP 008882102	02/13/07	06/22/09	62.923	30.3000	20.0400	1,906.57	1,260.98	-645.59 (L.T)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

# STIFEL NICOLAUS

HOWARD T AND SARA B FLEMING  
CHARITABLE FOUNDATION  
MUTUAL FUNDS MANAGED ACCOUNT  
C/O ELIZABETH FLEMING KNIGHT

December 1 -  
December 31, 2009  
Account Number

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CU07 3004-2182

## REALIZED GAINS/(LOSSES) continued

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, or listed option premiums. To calculate gains or losses, the oldest position has been liquidated first, unless otherwise specified at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Mutual Funds	Date acquired	Date sold	Quantity	Purchase price	Sale price	Cost basis	Sale proceeds	Realized gain/(-)loss**
Open-End Funds								
ARTISANFDS INC ^ MID CAP VALUE FD INV SHS CUSIP 04314H709	02/13/07	06/22/09	80 796	21 2300	13 9900	1,715 30	1,130 34	-584 96 (LT)
DWS VALUE SERIES INC ^ DREMAN SMALL CAP VALUE CUSIP 23338F820	02/13/07	06/22/09	72 259	38 3600	23 7100	2,771 86	1,713 26	-1,058 60 (LT)
DODGE & COX INTL STOCK^ FUND CUSIP 256206103	02/13/07	06/22/09	30 152	45 1400	24 4300	1,361 07	736 61	-624 46 (LT)
EAGLE SER ^ SMALL CAP GROWTH FUND CUSIP 269858106	02/13/07	06/22/09	13 242	37 4900	21 5100	496 45	284 84	-211 61 (LT)
FLEMING CAP MUT FD GRP^ JP MORGAN MID CAP VALUE CUSIP 339128308	02/13/07	06/22/09	18 827	26 7700	15 0100	504 00	282 59	-221 41 (LT)
HARBOR FUND ^ INTERNATIONAL FUND CUSIP 411511306	02/13/07	06/22/09	6 010	63 5400	41 4400	381 88	249 05	-132 83 (LT)
HARTFORD MUTUAL ^ FUNDS II GROWTH FUND CUSIP 416641108	02/13/07	06/22/09	104 689	17 7500	11 8900	1,858 23	1,244 75	-613.48 (LT)
HIGHMARK FUNDS GENEVA ^ GROWTH FUND CLASS A CUSIP 431113604	02/13/07	06/22/09	46 119	18 6400	13 6700	859.66	630 45	-229 21 (LT)
MFS SER TR X ^ INTL GROWTH FD CL A CUSIP 55273E103	02/13/07	06/22/09	34 469	26 0300	16 5100	897 23	569 08	-328 15 (LT)

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

# STIFEL NICOLAUS

HOWARD T AND SARA B FLEMING  
CHARITABLE FOUNDATION  
MUTUAL FUNDS MANAGED ACCOUNT  
C/O ELIZABETH FLEMING KNIGHT

December 1 -  
December 31, 2009  
Account Number

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CU07 3004-2182

## REALIZED GAINS/LOSSES continued

This section provides estimated realized gains or losses for informational purposes only, and should not be used for tax preparation without the assistance of your tax advisor. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, or listed option premiums. To calculate gains or losses, the oldest position has been liquidated first, unless otherwise specified at the time of the trade. We suggest you review this information for accuracy and contact your Financial Advisor with any questions.

Mutual Funds	Date acquired	Date sold	Quantity	Purchase price	Sale price	Cost basis	Sale proceeds	Realized gain/(-)loss**
Open-End Funds								
PIONEER SER TRI ^	02/13/07	06/22/09	123.310	26.2400	18.4700	3,235.66	2,277.54	-958.12 (LT)
OAK RIDGE SMALL CAP								
CUSIP 72387T108								
Total Mutual Funds								
Total Realized Gains/(-)Losses						\$15,987.91	\$10,379.49	-\$5,608.42
Total Realized Gains/(-)Losses								
Total Net Short-Term (ST)						\$0.00	\$0.00	\$0.00
Total Net Long-Term (LT)						\$15,987.91	\$10,379.49	-\$5,608.42
Total Net Other-Term (OT)						\$0.00	\$0.00	\$0.00

\*\* Please note "Realized Gain/(-)Loss" does not equal total sale proceeds minus total cost basis if any cost basis amounts are missing

# STIFEL NICOLAUS

One Financial Plaza  
501 North Broadway  
St. Louis, MO 63102

133502 66751 7370

HOWARD T FLEMING AND  
SARA B FLEMING  
CHARITABLE FOUNDATION  
C/O ELIZABETH FLEMING KNIGHT

## 2009 SUPPLEMENTAL INFORMATION

ORIGINAL 02/05/2010

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FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 43-1525101

### SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS FOR TAX YEAR 2009

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE  
INTERNAL REVENUE SERVICE.

STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH  
MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM. BECAUSE THERE ARE EVENTS  
WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS  
INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS AND/OR GAIN OR  
LOSS CALCULATIONS INCLUDE, BUT ARE NOT LIMITED TO: ACCRETION, AMORTIZATION, PRINCIPAL PAYMENTS,  
AND/OR CAPITAL CHANGES. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES  
ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

#### SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
RAMP04SL4AIV 7 0 072532 CUSIP: 76112BGN4	215,000.00	01/06/09	03/20/09	(A) \$46,909.61	\$45,508.23	\$52,962.19	\$7,453.96
MMALT05-1 6A1 6 5 032535 CUSIP: 9393362Q5	85,000.00	01/07/09	03/19/09	\$24,689.98	\$24,609.17	\$27,210.52	\$2,601.35
TOTAL SHORT TERM				\$71,599.59	\$70,117.40	\$80,172.71	\$10,055.31

#### LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)
3AFC 04-41A4 5.5 112534 CUSIP: 05946XKS1	25,000.00	12/28/07	09/16/09	\$22,255.00	\$22,255.00	\$23,245.00	\$990.00
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	1,994.42	05/26/06	12/22/09	(2) \$50,000.00		(1) \$55,763.86	\$5,763.86
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	26.63	12/08/06	12/22/09	\$695.31		\$744.57	\$49.26
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	30.16	12/07/07	12/22/09	\$915.34		\$843.27	(\$72.07)
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	44.74	12/07/07	12/22/09	\$1,357.96		\$1,251.01	(\$106.95)
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	165.32	12/12/08	12/22/09	\$3,399.01		\$4,622.38	\$1,223.37
3BLACKRCK LGCY HLTH SCI A CUSIP: 091937573	70.60	12/12/08	12/22/09	\$1,451.55		\$1,974.02	\$522.47
3BLACKROCK GLOBAL CUSIP: 092501105	0.88	03/27/07	07/28/09	\$32.10		\$16.29	(\$15.81)
3BLACKROCK ENHANCED DIVID CUSIP: 09251A104	1,000.00	08/25/05	12/15/09	\$15,000.00	\$14,143.76	\$8,850.39	(\$5,293.37)
3BLACKROCK ENHANCED DIVID CUSIP: 09251A104	1,000.00	12/23/05	12/15/09	\$13,031.87	\$12,175.61	\$8,850.39	(\$3,325.22)

(A) TRANSACTIONS ARE INCLUDED ON  
BOND STATEMENT

**STIFEL  
NICOLAUS**One Financial Plaza  
501 North Broadway  
St. Louis, MO 63102HOWARD T FLEMING AND  
SARA B FLEMING  
CHARITABLE FOUNDATION  
C/O ELIZABETH FLEMING KNIGHT**2009 SUPPLEMENTAL INFORMATION**

ORIGINAL 02/05/2010

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**LONG TERM CAPITAL GAIN/(LOSS)**

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>ORIGINAL COST BASIS</u>	<u>ADJUSTED COST BASIS</u>	<u>PROCEEDS</u>	<u>GAIN/(LOSS)</u>
FHLMC 2876EE 5 5 101534 CUSIP 31395GY89	48,000.00	10/11/04	01/06/09	(A) \$48,003.18	\$48,003.18	\$47,275.00	(\$728.18)
GNMA 04-16AE 5.5 022034 CUSIP 38374FGZ1	25,000.00	09/28/04	01/06/09	\$25,005.00	\$25,005.00	\$24,995.00	(\$10.00)
ROYCE VALUE TRUST INC CUSIP 780910105	1,500.00	10/26/07	07/15/09	(V) \$29,038.18	\$28,558.18	(V) \$12,109.70	(\$16,448.48)
<b>TOTAL LONG TERM</b>				<b>\$210,184.50</b>	<b>\$207,992.00</b>	<b>\$190,640.88</b>	<b>(\$17,451.12)</b>

EQ 95.026  
EQ 114.921

(A) INCLUDED ON BOND STMT.