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

2011

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

For calendar year 2011 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>FLEMING FOUNDATION</b>                                                                                                                                                                                                                                                                 |                                                                                                                                                  | A Employer identification number<br><b>23-2585510</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>7661 BERYL ROAD</b>                                                                                                                                                                                                     | Room/suite                                                                                                                                       | B Telephone number<br><b>(610) 966-2010</b>                                                                                                                                  |
| City or town, state, and ZIP code<br><b>ZIONSVILLE, PA 18092</b>                                                                                                                                                                                                                                                |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply.<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br>\$ <b>7,223,484.</b>                                                                                                                                                                                                      | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |            | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |            | 100,600.                           |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B                                                                 |            |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |            |                                    |                           |                         |                                                             |
| 4 Dividends and interest from securities                                                                                                            |            | 225,085.                           | 225,085.                  |                         | STATEMENT 1                                                 |
| 5a Gross rents                                                                                                                                      |            |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |            |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |            | 304,270.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                       | 3,779,310. |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |            |                                    | 304,270.                  |                         |                                                             |
| 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                                                                                                                                     |            | <319.>                             | <319.>                    |                         | STATEMENT 2                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |            | 629,636.                           | 529,036.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                              |            | 0.                                 | 0.                        |                         | 0.                                                          |
| 14 Other employee salaries and wages                                                                                                                |            |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                 |            |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                      |            |                                    |                           |                         |                                                             |
| b Accounting fees                                                                                                                                   | STMT 3     | 8,115.                             | 8,115.                    |                         | 0.                                                          |
| c Other professional fees                                                                                                                           | STMT 4     | 80,228.                            | 80,214.                   |                         | 0.                                                          |
| 17 Interest                                                                                                                                         |            |                                    |                           |                         |                                                             |
| 18 Taxes                                                                                                                                            | STMT 5     | 16,458.                            | 12,176.                   |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                       |            |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                        |            |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                                |            |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                                                                        |            |                                    |                           |                         |                                                             |
| 23 Other expenses                                                                                                                                   | STMT 6     | 648.                               | 648.                      |                         | 0.                                                          |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |            | 105,449.                           | 101,153.                  |                         | 0.                                                          |
| 25 Contributions, gifts, grants paid                                                                                                                |            | 357,825.                           |                           |                         | 357,825.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |            | 463,274.                           | 101,153.                  |                         | 357,825.                                                    |
| 27 Subtract line 26 from line 12:                                                                                                                   |            | 166,362.                           |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |            |                                    | 427,883.                  |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |            |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |            |                                    |                           | N/A                     |                                                             |

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**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                                                  | 255,459.          | 355,813.       | 355,813.              |
|                                                                     | 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                                       | 6,791,970.                                                                                | 7,857,530.        | 6,867,671.     |                       |
| 14 Land, buildings, and equipment basis ▶                           |                                                                                           |                   |                |                       |
| Less: accumulated depreciation ▶                                    |                                                                                           |                   |                |                       |
| 15 Other assets (describe ▶ STATEMENT 8)                            | 995,270.                                                                                  | <985,577.>        | 0.             |                       |
| 16 Total assets (to be completed by all filers)                     | 8,042,699.                                                                                | 7,223,484.        | 7,223,484.     |                       |
| <b>Liabilities</b>                                                  | 17 Accounts payable and accrued expenses                                                  |                   |                |                       |
|                                                                     | 18 Grants payable                                                                         |                   |                |                       |
|                                                                     | 19 Deferred revenue                                                                       |                   |                |                       |
|                                                                     | 20 Loans from officers, directors, trustees, and other disqualified persons               |                   |                |                       |
|                                                                     | 21 Mortgages and other notes payable                                                      |                   |                |                       |
|                                                                     | 22 Other liabilities (describe ▶)                                                         |                   |                |                       |
|                                                                     | 23 Total liabilities (add lines 17 through 22)                                            | 0.                | 0.             |                       |
| <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                                       | 0.                | 0.             |                       |
|                                                                     | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                          | 0.                | 0.             |                       |
| 29 Retained earnings, accumulated income, endowment, or other funds | 8,042,699.                                                                                | 7,223,484.        |                |                       |
| 30 Total net assets or fund balances                                | 8,042,699.                                                                                | 7,223,484.        |                |                       |
| 31 Total liabilities and net assets/fund balances                   | 8,042,699.                                                                                | 7,223,484.        |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 8,042,699. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 166,362.   |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 8,209,061. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES IN INVESTMENTS                                                                                 | 5 | 985,577.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 7,223,484. |

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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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|------------------------------------|--------------------------------|
| 1a                                                                                                                               |                                                  |                                    |                                |
| b SEE ATTACHED STATEMENTS                                                                                                        |                                                  |                                    |                                |
| c                                                                                                                                |                                                  |                                    |                                |
| d                                                                                                                                |                                                  |                                    |                                |
| e                                                                                                                                |                                                  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 3,779,310.          |                                            | 3,475,203.                                      | 304,270.                                     |

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<br>as of 12/31/69 | (k) Excess of col (i)<br>over col. (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
|------------------------|--------------------------------------|------------------------------------------------|----------------------------------------------------------------------------------------------|
| a                      |                                      |                                                |                                                                                              |
| b                      |                                      |                                                |                                                                                              |
| c                      |                                      |                                                |                                                                                              |
| d                      |                                      |                                                |                                                                                              |
| e                      |                                      |                                                | 304,270.                                                                                     |

|                                                                                                                                                                               |                                                                                     |   |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss)                                                                                                                               | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 304,270. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 | { }                                                                                 | 3 | N/A      |

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

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

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

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

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2010                                                              | 317,697.                              | 7,201,653.                                | .044114                                                |
| 2009                                                              | 411,470.                              | 6,377,308.                                | .064521                                                |
| 2008                                                              | 493,023.                              | 8,311,101.                                | .059321                                                |
| 2007                                                              | 430,519.                              | 10,087,572.                               | .042678                                                |
| 2006                                                              | 295,638.                              | 9,249,821.                                | .031961                                                |

|                                                                                                                                                                                                                        |   |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                          | 2 | .242595    |
| 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 | .048519    |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5                                                                                                                                         | 4 | 7,813,065. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                            | 5 | 379,082.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                           | 6 | 4,279.     |
| 7 Add lines 5 and 6                                                                                                                                                                                                    | 7 | 383,361.   |
| 8 Enter qualifying distributions from Part XII, line 4<br>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<br>See the Part VI instructions. | 8 | 357,825.   |

**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<br>Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions) |    |        |        |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                     |    | 1      | 8,558. |
| 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      | 8,558. |
| 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      | 8,558. |
| 6 Credits/Payments                                                                                                                                                                                                                    |    |        |        |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011                                                                                                                                                                   | 6a | 2,141. |        |
| 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  | 2,141. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                        | 8  | 2.     |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                       | 9  | 6,419. |        |
| 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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                       | 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 instructions for definition)?<br>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  |
| 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:<br>(1) On the foundation. \$ 0. (2) On foundation managers \$ 0.                                                                                                                                                                     |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.                                                                                                                                                                                              |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                           |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                              |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                        |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <u>PA</u>                                                                                                                                                                                                                           |     |    |
| 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 2011 or the taxable year beginning in 2011 (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   |    |

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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 instructions)                                                                                                                                          | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                         | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► N/A                                                                                                                                                                                     | 13 | X   |         |
| 14 | The books are in care of ► RICHARD FLEMING<br>Located at ► 7661 BERYL ROAD, ZIONSVILLE, PA<br>Telephone no ► (610) 966-2010<br>ZIP+4 ► 18092                                                                                                                                                                                     |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                           | 15 | N/A |         |
| 16 | At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

**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?<br><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?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                      |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?<br><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)<br><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 instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here<br>N/A<br>► <input type="checkbox"/>                                                                                                                                                        | 1b  |    |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                                                                | 1c  | 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?<br>If "Yes," list the years ►<br><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)<br>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<br>►                                                                                                                                                                                                                                                                                                                                                                                   |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                      |     |    |
| b   | If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)<br>N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                        | 4a  | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?                                                                                                                                                                                                                                                                      | 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

X

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

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

| (a) Name and address                                       | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| RICHARD FLEMING<br>7661 BERYL ROAD<br>ZIONSVILLE, PA 18092 | TRUSTEE<br>10.00                                          | 0.                                        | 0.                                                                    | 0.                                    |
| KATHLEEN ARNOLD<br>7953 CROW ROAD<br>ZIONSVILLE, PA 18092  | TRUSTEE<br>10.00                                          | 0.                                        | 0.                                                                    | 0.                                    |
| ROBERT L GORMAN<br>55 COVE ROAD<br>MOORESTOWN, NJ 08057    | TRUSTEE<br>0.00                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                                                            |                                                           |                                           |                                                                       |                                       |
|                                                            |                                                           |                                           |                                                                       |                                       |
|                                                            |                                                           |                                           |                                                                       |                                       |

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

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

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

0

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

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

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

|                                                        | Amount |
|--------------------------------------------------------|--------|
| 1 N/A                                                  |        |
| 2                                                      |        |
| All other program-related investments See instructions |        |
| 3                                                      |        |
| <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.)

|          |                                                                                                            |           |            |
|----------|------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                            | <b>1a</b> | 7,495,791. |
| <b>b</b> | Average of monthly cash balances                                                                           | <b>1b</b> | 436,255.   |
| <b>c</b> | Fair market value of all other assets                                                                      | <b>1c</b> |            |
| <b>d</b> | Total (add lines 1a, b, and c)                                                                             | <b>1d</b> | 7,932,046. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1e</b> | 0.         |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                       | <b>2</b>  | 0.         |
| <b>3</b> | Subtract line 2 from line 1d                                                                               | <b>3</b>  | 7,932,046. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>  | 118,981.   |
| <b>5</b> | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>  | 7,813,065. |
| <b>6</b> | Minimum investment return. Enter 5% of line 5                                                              | <b>6</b>  | 390,653.   |

**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.)

|           |                                                                                                    |           |          |
|-----------|----------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                      | <b>1</b>  | 390,653. |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5                                             | <b>2a</b> | 8,558.   |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI)                                   | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                | <b>2c</b> | 8,558.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>  | 382,095. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                          | <b>4</b>  | 0.       |
| <b>5</b>  | Add lines 3 and 4                                                                                  | <b>5</b>  | 382,095. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                             | <b>6</b>  | 0.       |
| <b>7</b>  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 382,095. |

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

|          |                                                                                                                                   |           |          |
|----------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.                                        |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | <b>1a</b> | 357,825. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                               |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                    | <b>3a</b> |          |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                             | <b>3b</b> |          |
| <b>4</b> | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | <b>4</b>  | 357,825. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 0.       |
| <b>6</b> | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | <b>6</b>  | 357,825. |

**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.

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

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7                                                                                                                       |               |                            |             | 382,095.    |
| 2 Undistributed income, if any, as of the end of 2011                                                                                                                      |               |                            |             |             |
| a Enter amount for 2010 only                                                                                                                                               |               |                            | 357,793.    |             |
| b Total for prior years.                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011                                                                                                                          |               |                            |             |             |
| a From 2006                                                                                                                                                                |               |                            |             |             |
| b From 2007                                                                                                                                                                |               |                            |             |             |
| c From 2008                                                                                                                                                                |               |                            |             |             |
| d From 2009                                                                                                                                                                |               |                            |             |             |
| e From 2010                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 357,825.                                                                                                    |               |                            |             |             |
| a Applied to 2010, but not more than line 2a                                                                                                                               |               |                            | 357,793.    |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2011 distributable amount                                                                                                                                     |               |                            |             | 32.         |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 0.            |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b                                                                                                          |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instr.                                                                                 |               |                            | 0.          |             |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012                                                                |               |                            |             | 382,063.    |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2007                                                                                                                                                         |               |                            |             |             |
| b Excess from 2008                                                                                                                                                         |               |                            |             |             |
| c Excess from 2009                                                                                                                                                         |               |                            |             |             |
| d Excess from 2010                                                                                                                                                         |               |                            |             |             |
| e Excess from 2011                                                                                                                                                         |               |                            |             |             |



**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                                                             |                                                                                                           |                                |                                  |          |
| ALLENTOWN AREA ECUMENICAL FOOD BANK<br>534 WEST CHEW STREET<br>ALLENTOWN, PA 18102 | N/A                                                                                                       | PUBLIC CHARITY                 | CONTRIBUTION TO GENERAL FUND     | 2,500.   |
| ALLENTOWN RESCUE MISSION<br>355 HAMILTON ST<br>ALLENTOWN, PA 18103                 | N/A                                                                                                       | PUBLIC CHARITY                 | CONTRIBUTION TO GENERAL FUND     | 2,500.   |
| ALZHEIMERS ASSOCIATION<br>399 MARKET ST - SUITE 102<br>PHILADELPHIA, PA 19106      | N/A                                                                                                       | PUBLIC CHARITY                 | CONTRIBUTION TO GENERAL FUND     | 1,000.   |
| ALZHEIMERS DISEASE RESEARCH<br>22512 GATEWAY CENTER DRIVE<br>CLARKSBURG, MD 20871  | N/A                                                                                                       | PUBLIC CHARITY                 | CONTRIBUTION TO GENERAL FUND     | 500.     |
| AMERICAN CANCER SOCIETY<br>PO BOX 1337<br>BETHLEHEM, PA 18017                      | N/A                                                                                                       | PUBLIC CHARITY                 | CONTRIBUTION TO GENERAL FUND     | 150.     |
| Total                                                                              | SEE CONTINUATION SHEET(S)                                                                                 |                                |                                  | 357,825. |
| b Approved for future payment                                                      |                                                                                                           |                                |                                  |          |
| NONE                                                                               |                                                                                                           |                                |                                  |          |
|                                                                                    |                                                                                                           |                                |                                  |          |
|                                                                                    |                                                                                                           |                                |                                  |          |
|                                                                                    |                                                                                                           |                                |                                  |          |
| Total                                                                              |                                                                                                           |                                |                                  | 0.       |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| AMERICAN HEART ASSOCIATION<br>PO BOX 2763<br>HARRISBURG, PA 17105                            | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 150.            |
| AMERICAN RED CROSS OF THE GLV<br>2200 AVENUE A<br>BETHLEHEM, PA 18017                        | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,500.          |
| ANIMAL RESCUE LEAGUE OF BERKS COUNTY<br>PO BOX 69<br>MOHNTON, PA 19540                       | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 250.            |
| BACH CHOIR OF BETHLEHEM<br>423 HECKEWELDER PLACE<br>BETHLEHEM, PA 18018                      | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 250.            |
| CANCER SUPPORT COMMUNITY OF GLV<br>210 E. BROAD STREET - SUITE 202<br>FALLS CHURCH, VA 22046 | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 300.            |
| CANINE PARTNERS FOR LIFE<br>PO BOX 170<br>COCHRANVILLE, PA 19330                             | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,000.          |
| CENTER FOR VISION LOSS<br>845 WEST WYOMING STREET<br>ALLENTOWN, PA 18103                     | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 300.            |
| CYSTIC FIBROSIS FOUNDATION<br>6931 ARLINGTON ROAD<br>BETHESDA, MD 20814                      | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 500.            |
| DAVINCI SCIENCE CENTER<br>3145 HAMILTON AVENUE BYPASS<br>ALLENTOWN, PA 18103                 | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>CAPITAL CAMPAIGN | 25,000.         |
| DISABLED AMERICAN VETERANS<br>PO BOX 14301<br>CINCINNATI, OH 45250                           | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 250.            |
| <b>Total from continuation sheets</b>                                                        |                                                                                                                    |                                      |                                     | <b>351,175.</b> |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                   | Amount   |
|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------|----------|
| DOGS FOR THE DEAF<br>10175 WHEELER ROAD<br>CENTRAL POINT, OR 97502                                          | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 250.     |
| EMMAUS PUBLIC LIBRARY EXPANSION FUND<br>11 E. MAIN STREET<br>EMMAUS, PA 18049                               | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>CAPITAL CAMPAIGN                   | 1,100.   |
| EQUI-LIBRIUM<br>PO BOX 305<br>SCIOTA, PA 18354                                                              | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 1,000.   |
| FEEDING AMERICA<br>35 E. WACKER DRIVE - SUITE 2000<br>CHICAGO, IL 60601                                     | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 500.     |
| FOUR SEASONS HOSPICE                                                                                        | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 250.     |
| GOOD SHEPHERD HOME<br>850 SOUTH 5TH STREET<br>ALLENTOWN, PA 18103                                           | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>FLEMING ENDOWMENT FUND             | 50,000.  |
| GUIDE DOG FOUNDATION FOR THE BLIND<br>371 EAST JERICHO TURNPIKE<br>SMITHTOWN, PA 11787                      | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 500.     |
| LAFAYETTE COLLEGE - HUGH GALLAGHER<br>SCHOLARSHIP FUND<br>107 MARKLE HALL<br>EASTON, PA 18042               | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>SCHOLARSHIP FUND                   | 500.     |
| LEHIGH COUNTY SENIOR CITIZENS CENTER<br>1633 ELM STREET<br>ALLENTOWN, PA 18102                              | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND                       | 250.     |
| LEHIGH VALLEY HOSPITAL AND HEALTH<br>NETWORK<br>1247 S. CEDAR CREST BLVD - SUITE 200<br>ALLENTOWN, PA 18103 | N/A                                                                                                                | PUBLIC CHARITY                       | INFECTION CONTROL /<br>CONTINUING EDUCATION<br>SERIES | 150,000. |
| Total from continuation sheets                                                                              |                                                                                                                    |                                      |                                                       |          |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| LV COMMUNITY FDN - DR RICHARD MARTIN<br>MEMORIAL FUND<br>961 MARCON BLVD<br>ALLENTOWN, PA 18109 | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>MEMORIAL FUND    | 400.    |
| MACUNGIE AMBULANCE CORPS<br>5550 NORTH WALNUT STREET<br>MACUNGIE, PA 18062                      | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 250.    |
| MEALS ON WHEELS OF LEHIGH COUNTY<br>4234 DORNEY PARK ROAD<br>ALLENTOWN, PA 18104                | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 400.    |
| MISCELLANEOUS ORGANIZED CHARITIES<br>VARIOUS<br>VARIOUS                                         | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 575.    |
| PARALYZED VETERANS OF AMERICA<br>PO BOX 96010<br>WASHINGTON, DC 20077                           | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 200.    |
| PBS39 AT STEELSTACKS<br>123 SESAME STREET<br>BETHLEHEM, PA 18015                                | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 25,000. |
| SECOND HARVEST FOOD BANK OF LV & NE<br>PA<br>2045 HARVEST WAY<br>ALLENTOWN, PA 18104            | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 500.    |
| SIXTH STREET SHELTER<br>219 NORTH 6TH STREET<br>ALLENTOWN, PA 18102                             | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 10,000. |
| SPECIAL OLYMPICS<br>4076 MARKET STREET<br>CAMP HILL, PA 17011                                   | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 100.    |
| ST THOMAS MORE CHURCH<br>1040 FLEXER AVENUE<br>ALLENTOWN, PA 18103                              | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>CAPITAL CAMPAIGN | 50,000. |
| Total from continuation sheets                                                                  |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information**

| <b>3 Grants and Contributions Paid During the Year (Continuation)</b>                     |                                                                                                                    |                                      |                                     |         |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Recipient<br>Name and address (home or business)                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
| THE CAT SHACK INC<br>PO BOX 950<br>TREXLERTOWN, PA 18187                                  | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,500.  |
| THE LEONARD POOL SOCIETY<br>1247 S. CEDAR CREST BLVD - SUITE 200<br>ALLENTOWN, PA 18103   | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,000.  |
| THE LEUKEMIA AND LYMPHOMA SOCIETY<br>#2 INTERNATIONAL PLAZA<br>PHILADELPHIA, PA 19113     | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 600.    |
| THE SALVATION ARMY<br>144 NORTH 8TH STREET<br>ALLENTOWN, PA 18102                         | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,000.  |
| THE USO<br>PO BOX 96860<br>WASHINGTON, DC 20077                                           | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 250.    |
| TREATMENT TRENDS INC<br>18 SOUTH 6TH STREET<br>ALLENTOWN, PA 18101                        | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 1,000.  |
| UNITED STATES OLYMPIC COMMITTEE<br>1 OLYMPIC PLAZA<br>COLORADO SPRINGS, CO 80909          | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 200.    |
| UNITED WAY OF GREATER LEHIGH VALLEY<br>2200 AVENUE A - THIRD FLOOR<br>BETHLEHEM, PA 18017 | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 15,000. |
| UPPER MILFORD WESTERN DISTRICT FIRE<br>CO<br>4093 MAIN ROAD WEST<br>EMMAUS, PA 18049      | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 350.    |
| VALLEY YOUTH HOUSE<br>829 W. LINDEN STREET<br>ALLENTOWN, PA 18101                         | N/A                                                                                                                | PUBLIC CHARITY                       | CONTRIBUTION TO<br>GENERAL FUND     | 7,000.  |
| Total from continuation sheets                                                            |                                                                                                                    |                                      |                                     |         |

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

**Part XVI-A**      **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated                    | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income |
|-------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|---------------------------------------------|
|                                                                   | (a)<br>Business<br>code   | (b)<br>Amount | (c)<br>Exclu-<br>sion<br>code        | (d)<br>Amount |                                             |
| <b>1</b> Program service revenue:                                 |                           |               |                                      |               |                                             |
| <b>a</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>f</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>g</b> Fees and contracts from government agencies              |                           |               |                                      |               |                                             |
| <b>2</b> Membership dues and assessments                          |                           |               |                                      |               |                                             |
| <b>3</b> Interest on savings and temporary cash investments       |                           |               |                                      |               |                                             |
| <b>4</b> Dividends and interest from securities                   |                           |               | 14                                   | 225,085.      | 0.                                          |
| <b>5</b> Net rental income or (loss) from real estate             |                           |               |                                      |               |                                             |
| <b>a</b> Debt-financed property                                   |                           |               |                                      |               |                                             |
| <b>b</b> Not debt-financed property                               |                           |               |                                      |               |                                             |
| <b>6</b> Net rental income or (loss) from personal property       |                           |               |                                      |               |                                             |
| <b>7</b> Other investment income                                  |                           |               | 14                                   | <319.>        | 0.                                          |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | 304,270.      | 0.                                          |
| <b>9</b> Net income or (loss) from special events                 |                           |               |                                      |               |                                             |
| <b>10</b> Gross profit or (loss) from sales of inventory          |                           |               |                                      |               |                                             |
| <b>11</b> Other revenue                                           |                           |               |                                      |               |                                             |
| <b>a</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>b</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>c</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>d</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>e</b> _____                                                    |                           |               |                                      |               |                                             |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                 |                           | 0.            |                                      | 529,036.      | 0.                                          |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)           |                           |               |                                      | 529,036.      | 0.                                          |

(See worksheet in line 13 instructions to verify calculations )

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]

## Part XVII

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

- |          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes   | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| <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>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                            |       |    |
|          | (1) Cash                                                                                                                                                                                                                                                                                                                                                                                     | 1a(1) | X  |
|          | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| <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                                         |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |

|                  |                                                                                                                                                                                                                                                                                                                        |                         |                                                                                               |                                                                                                                                                                       |
|------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sign Here</b> | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. |                         |                                                                                               | <div>May the IRS discuss this return with the preparer shown below (see instr.)?<br/><input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No</div> |
|                  | <br>Signature of officer or trustee                                                                                                                                                                                                 | <u>05/04/12</u><br>Date | <br>Title |                                                                                                                                                                       |

|                                       |                                                              |                      |        |                                                 |                         |
|---------------------------------------|--------------------------------------------------------------|----------------------|--------|-------------------------------------------------|-------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name                                   | Preparer's signature | Date   | Check <input type="checkbox"/> if self-employed | PTIN                    |
|                                       | Robert Gorman                                                | Robert Gorman        | 5/1/12 |                                                 | P00145960               |
|                                       | Firm's name ▶ GORMAN & GORMAN, PC                            |                      |        |                                                 | Firm's EIN ▶ 23-2219882 |
|                                       | Firm's address ▶ 901 SPRUCE STREET<br>PHILADELPHIA, PA 19107 |                      |        |                                                 | Phone no 215 627-4440   |

Form **990-PF** (2011)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

**2011**

Name of the organization

FLEMING FOUNDATION

Employer identification number

23-2585510

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 foundationCheck 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, total 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 total 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 Part I, 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).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

Employer identification number

FLEMING FOUNDATION

23-2585510

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                          | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                  |
|------------|------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | RICHARD FLEMING<br>7661 BERYL ROAD<br>ZIONSVILLE, PA 18092 | \$ 100,600.                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
|            |                                                            |                            | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |



Name of organization

Employer identification number

**FLEMING FOUNDATION****23-2585510**

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

FLEMING FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse; or common stock, 200 shs MLC Co |                              | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 | LIBERTY GLOBAL INC SER A     | P                                                | 03/24/97                             | 04/06/11                         |
| b                                                                                                                                  | LIBERTY GLOBAL INC SER C     | P                                                | 08/26/05                             | 04/06/11                         |
| c                                                                                                                                  | WELLS FARGO ADVISORS - #9677 | P                                                | VARIOUS                              | VARIOUS                          |
| d                                                                                                                                  | WELLS FARGO ADVISORS - #9677 | P                                                | VARIOUS                              | VARIOUS                          |
| e                                                                                                                                  | WELLS FARGO ADVISORS - #9677 | P                                                | VARIOUS                              | VARIOUS                          |
| f                                                                                                                                  | WELLS FARGO ADVISORS - #9683 | P                                                | VARIOUS                              | VARIOUS                          |
| g                                                                                                                                  | WELLS FARGO ADVISORS - #9683 | P                                                | VARIOUS                              | VARIOUS                          |
| h                                                                                                                                  | WELLS FARGO ADVISORS - #9683 | P                                                | VARIOUS                              | VARIOUS                          |
| i                                                                                                                                  | WELLS FARGO ADVISORS - #9685 | P                                                | VARIOUS                              | VARIOUS                          |
| j                                                                                                                                  | WELLS FARGO ADVISORS - #4114 | P                                                | VARIOUS                              | VARIOUS                          |
| k                                                                                                                                  | WELLS FARGO ADVISORS - #4114 | P                                                | VARIOUS                              | VARIOUS                          |
| l                                                                                                                                  | WELLS FARGO ADVISORS - #4116 | P                                                | VARIOUS                              | VARIOUS                          |
| m                                                                                                                                  | WELLS FARGO ADVISORS - #4116 | P                                                | VARIOUS                              | VARIOUS                          |
| n                                                                                                                                  | WELLS FARGO ADVISORS - #4116 | P                                                | VARIOUS                              | VARIOUS                          |
| o                                                                                                                                  | WELLS FARGO ADVISORS - #6049 | P                                                | VARIOUS                              | VARIOUS                          |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 11,664.             |                                            | 10,212.                                         | 1,452.                                       |
| b 11,172.             |                                            | 10,212.                                         | 960.                                         |
| c 101,292.            |                                            | 91,963.                                         | 9,329.                                       |
| d 145,446.            |                                            | 146,285.                                        | <839.>                                       |
| e 96,073.             |                                            | 83,062.                                         | 13,011.                                      |
| f 285,928.            |                                            | 327,034.                                        | <41,106.>                                    |
| g 298,706.            |                                            | 250,323.                                        | 48,383.                                      |
| h 688,884.            |                                            | 439,100.                                        | 249,784.                                     |
| i 243,582.            |                                            | 136,095.                                        | 107,487.                                     |
| j 48,861.             |                                            | 40,751.                                         | 8,110.                                       |
| k 428,496.            |                                            | 411,018.                                        | 17,478.                                      |
| l 129,814.            |                                            | 147,338.                                        | <17,524.>                                    |
| m 6,281.              |                                            | 4,599.                                          | 1,682.                                       |
| n 374,788.            |                                            | 398,422.                                        | <23,634.>                                    |
| o 17,566.             |                                            | 21,218.                                         | <3,652.>                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|-------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                       |                                      |                                                 | 1,452.                                                                                                  |
| b                       |                                      |                                                 | 960.                                                                                                    |
| c                       |                                      |                                                 | 9,329.                                                                                                  |
| d                       |                                      |                                                 | <839.>                                                                                                  |
| e                       |                                      |                                                 | 13,011.                                                                                                 |
| f                       |                                      |                                                 | <41,106.>                                                                                               |
| g                       |                                      |                                                 | 48,383.                                                                                                 |
| h                       |                                      |                                                 | 249,784.                                                                                                |
| i                       |                                      |                                                 | 107,487.                                                                                                |
| j                       |                                      |                                                 | 8,110.                                                                                                  |
| k                       |                                      |                                                 | 17,478.                                                                                                 |
| l                       |                                      |                                                 | <17,524.>                                                                                               |
| m                       |                                      |                                                 | 1,682.                                                                                                  |
| n                       |                                      |                                                 | <23,634.>                                                                                               |
| o                       |                                      |                                                 | <3,652.>                                                                                                |

|                                                                                                                                                                                   |   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse, or common stock, 200 shs MLC Co |                                         | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 | WELLS FARGO ADVISORS - #6049            | P                                                | VARIOUS                              | VARIOUS                          |
| b                                                                                                                                  | WELLS FARGO ADVISORS - #6049            | P                                                | VARIOUS                              | VARIOUS                          |
| c                                                                                                                                  | WELLS FARGO ADVISORS - #3435            | P                                                | VARIOUS                              | VARIOUS                          |
| d                                                                                                                                  | WELLS FARGO ADVISORS - #3435            | P                                                | VARIOUS                              | VARIOUS                          |
| e                                                                                                                                  | ICAHN ENTERPRISES LP - SHORT TERM GAINS |                                                  |                                      |                                  |
| f                                                                                                                                  | ICAHN ENTERPRISES LP - LONG TERM LOSSES |                                                  |                                      |                                  |
| g                                                                                                                                  | CAPITAL GAINS DIVIDENDS                 |                                                  |                                      |                                  |
| h                                                                                                                                  |                                         |                                                  |                                      |                                  |
| i                                                                                                                                  |                                         |                                                  |                                      |                                  |
| j                                                                                                                                  |                                         |                                                  |                                      |                                  |
| k                                                                                                                                  |                                         |                                                  |                                      |                                  |
| l                                                                                                                                  |                                         |                                                  |                                      |                                  |
| m                                                                                                                                  |                                         |                                                  |                                      |                                  |
| n                                                                                                                                  |                                         |                                                  |                                      |                                  |
| o                                                                                                                                  |                                         |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 34,207.             |                                            | 26,501.                                         | 7,706.                                       |
| b 459,464.            |                                            | 489,265.                                        | <29,801.>                                    |
| c 15,691.             |                                            | 12,655.                                         | 3,036.                                       |
| d 381,244.            |                                            | 429,150.                                        | <47,906.>                                    |
| e                     |                                            |                                                 | 218.                                         |
| f                     |                                            |                                                 | <55.>                                        |
| g 151.                |                                            |                                                 | 151.                                         |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (l) Losses (from col (h))<br>Gains (excess of col (h) gain over col (k),<br>but not less than "-0-") |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------|
| (i) FMV as of 12/31/69                                                                      | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                                      |
| a                                                                                           |                                      |                                               | 7,706.                                                                                               |
| b                                                                                           |                                      |                                               | <29,801.>                                                                                            |
| c                                                                                           |                                      |                                               | 3,036.                                                                                               |
| d                                                                                           |                                      |                                               | <47,906.>                                                                                            |
| e                                                                                           |                                      |                                               | 218.                                                                                                 |
| f                                                                                           |                                      |                                               | <55.>                                                                                                |
| g                                                                                           |                                      |                                               | 151.                                                                                                 |
| h                                                                                           |                                      |                                               |                                                                                                      |
| i                                                                                           |                                      |                                               |                                                                                                      |
| j                                                                                           |                                      |                                               |                                                                                                      |
| k                                                                                           |                                      |                                               |                                                                                                      |
| l                                                                                           |                                      |                                               |                                                                                                      |
| m                                                                                           |                                      |                                               |                                                                                                      |
| n                                                                                           |                                      |                                               |                                                                                                      |
| o                                                                                           |                                      |                                               |                                                                                                      |

|                                                                                                                                                                                    |   |          |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                              | 2 | 304,270. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).<br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A      |

| FORM 990-PF                      | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT                  | 1                    |
|----------------------------------|----------------------------------------|----------------------------|----------------------|
| SOURCE                           | GROSS AMOUNT                           | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
| ICAHN ENTERPRISES LP             | 89.                                    | 0.                         | 89.                  |
| WELLS FARGO ADVISORS - A/C #3435 | 123,257.                               | 0.                         | 123,257.             |
| WELLS FARGO ADVISORS - A/C #4114 | 18,225.                                | 0.                         | 18,225.              |
| WELLS FARGO ADVISORS - A/C #4116 | 4,974.                                 | 55.                        | 4,919.               |
| WELLS FARGO ADVISORS - A/C #6469 | 34,876.                                | 0.                         | 34,876.              |
| WELLS FARGO ADVISORS - A/C #7759 | 9.                                     | 0.                         | 9.                   |
| WELLS FARGO ADVISORS - A/C #9673 | 8,030.                                 | 96.                        | 7,934.               |
| WELLS FARGO ADVISORS - A/C #9675 | 1,196.                                 | 0.                         | 1,196.               |
| WELLS FARGO ADVISORS - A/C #9677 | 5,851.                                 | 0.                         | 5,851.               |
| WELLS FARGO ADVISORS - A/C #9683 | 7,615.                                 | 0.                         | 7,615.               |
| WELLS FARGO ADVISORS - A/C #9685 | 21,114.                                | 0.                         | 21,114.              |
| TOTAL TO FM 990-PF, PART I, LN 4 | 225,236.                               | 151.                       | 225,085.             |

| FORM 990-PF                           | OTHER INCOME                | STATEMENT                         | 2                             |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
| ICAHN ENTERPRISES                     | <319.>                      | <319.>                            |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <319.>                      | <319.>                            |                               |

| FORM 990-PF                  | ACCOUNTING FEES              |                                   |                               | STATEMENT                     | 3 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| ACCOUNTING FEES              | 8,115.                       | 8,115.                            |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16B | 8,115.                       | 8,115.                            |                               | 0.                            |   |

| FORM 990-PF                  | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4  |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |    |
| INVESTMENT FEES              | 80,228.                      | 80,214.                           |                               |                               | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 80,228.                      | 80,214.                           |                               |                               | 0. |

| FORM 990-PF                                   | TAXES                        |                                   |                               | STATEMENT                     | 5  |
|-----------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION                                   | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |    |
| FOREIGN TAXES WITTHELD ON<br>DIVIDENDS        | 12,176.                      | 12,176.                           |                               |                               | 0. |
| FEDERAL EXCISE TAXES PAID<br>IN 2011 FOR 2010 | 2,141.                       | 0.                                |                               |                               | 0. |
| FEDERAL EXCISE TAXES PAID<br>IN 2011 FOR 2011 | 2,141.                       | 0.                                |                               |                               | 0. |
| TO FORM 990-PF, PG 1, LN 18                   | 16,458.                      | 12,176.                           |                               |                               | 0. |

| FORM 990-PF                                       | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6  |
|---------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|----|
| DESCRIPTION                                       | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |    |
| PORTFOLIO DEDUCTIONS -<br>PASSED THRU PARTNERSHIP | 12.                          | 12.                               |                               |                               | 0. |
| OTHER LOSS - PASSED THRU<br>PARTNERSHIPS          | 338.                         | 338.                              |                               |                               | 0. |
| INTEREST EXPENSE - PASSED<br>THRU PARTNERSHIP     | 298.                         | 298.                              |                               |                               | 0. |
| TO FORM 990-PF, PG 1, LN 23                       | 648.                         | 648.                              |                               |                               | 0. |

# Annual Statement Information

Account Number: 3249-9677  
FLEMING FOUNDATION  
TRDW SMID

## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

- \* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different
- \* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security
- \* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- \* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

| REALIZED GAIN/LOSS SUMMARY |  |  |  | COVERED        |  | NONCOVERED  |  | TOTAL       |  |
|----------------------------|--|--|--|----------------|--|-------------|--|-------------|--|
| Short term                 |  |  |  | -\$644.26      |  | \$9,329.10  |  | \$8,684.84  |  |
| Long term                  |  |  |  | \$0.00         |  | \$13,010.81 |  | \$13,010.81 |  |
| Other term                 |  |  |  | Not applicable |  |             |  | \$0.00      |  |
| Index options              |  |  |  | Not applicable |  |             |  | \$0.00      |  |
| Total - Realized Gain/Loss |  |  |  | -\$644.26      |  | \$22,339.91 |  | \$21,695.65 |  |

## Realized Gain/Loss Detail

| Short Term | Description         | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds | Adjusted Cost/Original Cost | Gain or Loss Amount |
|------------|---------------------|------------|----------------|-------------------------------|---------------|------------|----------|-----------------------------|---------------------|
|            | ABBOTT LABORATORIES | X          | 110 00000      | 54 9333                       | 03/09/10      | 02/18/11   | 5,103 17 | 6,042 66                    | -939 49             |
|            |                     | X          | 55 00000       | 49 0867                       | 05/12/10      | 02/18/11   | 2,551 59 | 2,699.77                    | -148 18             |
|            | Subtotal            |            | 165.00000      |                               |               |            | 7,654.76 | 8,742.43                    | -1,087.67           |
|            | AETNA INC(NEW)      |            | 98 00000       | 38 3456                       | 02/18/11      | 05/31/11   | 4,262 36 | 3,757.88                    | 504 48              |
|            | AGCO CORP           |            | 75 00000       | 56 6000                       | 02/18/11      | 10/25/11   | 3,099 39 | 4,245 00                    | -1,145 61           |



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Account Number: 3249-9677  
FLEMING FOUNDATION  
TRDW SMID

## Realized Gain/Loss

| Short Term Description  | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date Acquired | Close Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------|-----------|------------|------------------|-----------------------------------|---------------|------------|-----------------|---------------------------------|---------------------|
| AMEREN CORP             |           |            | 150.00000        | 28 7928                           | 02/18/11      | 08/30/11   | 4,481 03        | 4,318.93                        | 162.10              |
|                         |           |            | 152.00000        | 28 7928                           | 02/18/11      | 12/15/11   | 4,875 07        | 4,376.51                        | 498.56              |
| <b>Subtotal</b>         |           |            | <b>302.00000</b> |                                   |               |            | <b>9,356.10</b> | <b>8,695.44</b>                 | <b>660.66</b>       |
| APPLE INC               |           | X          | 10.00000         | 265 2878                          | 04/22/10      | 02/18/11   | 3,576.93        | 2,652.88                        | 924.05              |
| ARCH CAP GROUP LTD      |           |            | 75.00000         | 29.8931                           | 02/18/11      | 09/09/11   | 2,436.31        | 2,241.99                        | 194.32              |
|                         |           |            | 9.00000          | 29.8931                           | 02/18/11      | 09/12/11   | 291.91          | 269.03                          | 22.88               |
| <b>Subtotal</b>         |           |            | <b>84.00000</b>  |                                   |               |            | <b>2,728.22</b> | <b>2,511.02</b>                 | <b>217.20</b>       |
| BEST BUY CO INC         |           | X          | 78.00000         | 33 8470                           | 09/10/10      | 02/18/11   | 2,602.08        | 2,640.07                        | -37.99              |
|                         |           |            | 6.00000          | 35 6591                           | 01/14/11      | 10/10/11   | 150.31          | 213.96                          | -63.65              |
|                         |           |            | 79.00000         | 35 6591                           | 01/14/11      | 10/28/11   | 2,132.72        | 2,817.06                        | -684.34             |
|                         |           |            | 19.00000         | 32 7254                           | 03/04/11      | 10/28/11   | 512.94          | 621.79                          | -108.85             |
|                         |           |            | 52.00000         | 32 7254                           | 03/04/11      | 11/14/11   | 1,441.99        | 1,701.72                        | -259.73             |
|                         |           |            | 25.00000         | 32 7254                           | 03/04/11      | 12/01/11   | 678.07          | 818.14                          | -140.07             |
|                         |           |            | 47.00000         | 32 7254                           | 03/04/11      | 12/02/11   | 1,283.89        | 1,538.09                        | -254.20             |
| <b>Subtotal</b>         |           |            | <b>306.00000</b> |                                   |               |            | <b>8,802.00</b> | <b>10,350.83</b>                | <b>-1,548.83</b>    |
| BLACKROCK INC           |           |            | 30.00000         | 190 9555                          | 01/20/11      | 02/18/11   | 6,126.20        | 5,728.67                        | 397.53              |
| BRISTOW GROUP INC       |           |            | 28.00000         | 48 4000                           | 02/18/11      | 07/07/11   | 1,411.11        | 1,355.20                        | 55.91               |
| BUNGE LTD               |           | X          | 90.00000         | 61 8627                           | 12/01/10      | 02/18/11   | 6,701.32        | 5,567.64                        | 1,133.68            |
| CBIZ INC                |           |            | 110.00000        | 7 0165                            | 02/18/11      | 10/17/11   | 756.57          | 771.82                          | -15.25              |
| CENTRAIS ELEC BRAZ RTS  |           |            |                  |                                   |               |            |                 |                                 |                     |
| ELBRAS PNB ADR SPON SHS |           |            |                  |                                   |               |            |                 |                                 |                     |
| CLASS B SALE OF RIGHTS  |           | X          | 145.00000        | 0.0000                            | 03/08/11      | 03/09/11   | 1 70            | 0 01                            | 1 69                |
| CEPHALON INC            |           |            | 44.00000         | 56 0200                           | 03/23/11      | 03/30/11   | 3,311.48        | 2,464.88                        | 846.60              |
| CHESAPEAKE ENERGY CORP  |           |            | 33.00000         | 30 4465                           | 02/18/11      | 09/27/11   | 932.78          | 1,004.74                        | -71.96              |
| DEAN FOODS CO           |           |            | 167.00000        | 10 3253                           | 02/18/11      | 05/10/11   | 2,063.95        | 1,724.33                        | 339.62              |

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## Annual Statement Information

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Account Number: 3249-9677  
FLEMING FOUNDATION  
TRDW SMID

## Realized Gain/Loss

| Short Term Description          | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|-----------------|---------------------------------|---------------------|
| ETFs GOLD TRUST ETF             |           |            | 100.00000        | 10.3253                           | 02/18/11         | 10/18/11      | 972.37          | 1,032.53                        | -60.16              |
|                                 |           |            | 138.00000        | 10.3253                           | 02/18/11         | 10/19/11      | 1,324.95        | 1,424.89                        | -99.94              |
| <b>Subtotal</b>                 |           |            | <b>405.00000</b> |                                   |                  |               | <b>4,361.27</b> | <b>4,181.75</b>                 | <b>179.52</b>       |
| EXXON MOBIL CORP                |           | X          | 35.00000         | 125.1491<br>125.2400              | 06/25/10         | 02/18/11      | 4,821.85        | 4,380.22<br>4,383.40            | 441.63              |
| GLATFELTER                      |           | X          | 92.00000         | 67.0628                           | 11/01/10         | 02/18/11      | 7,704.91        | 6,169.78                        | 1,535.13            |
| GOLD FIELDS LTD NEW<br>ADR RAND |           |            | 41.00000         | 13.0269                           | 04/19/11         | 12/16/11      | 572.95          | 534.11                          | 38.84               |
|                                 |           |            | 120.00000        | 17.2471                           | 02/18/11         | 08/23/11      | 2,007.49        | 2,069.66                        | -62.17              |
|                                 |           |            | 50.00000         | 17.2471                           | 02/18/11         | 09/08/11      | 835.19          | 862.36                          | -27.17              |
|                                 |           |            | 102.00000        | 17.2471                           | 02/18/11         | 09/09/11      | 1,687.50        | 1,759.21                        | -71.71              |
| <b>Subtotal</b>                 |           |            | <b>272.00000</b> |                                   |                  |               | <b>4,530.18</b> | <b>4,691.23</b>                 | <b>-161.05</b>      |
| GOLDMAN SACHS GROUP INC         |           | X          | 25.00000         | 178.3736                          | 04/13/10         | 02/18/11      | 4,200.41        | 4,459.34                        | -258.93             |
|                                 |           | X          | 20.00000         | 161.2684                          | 04/20/10         | 02/18/11      | 3,360.34        | 3,225.37                        | 134.97              |
| <b>Subtotal</b>                 |           |            | <b>45.00000</b>  |                                   |                  |               | <b>7,560.75</b> | <b>7,684.71</b>                 | <b>-123.96</b>      |
| GOOGLE INC CL A                 |           | X          | 12.00000         | 528.7520                          | 04/29/10         | 02/18/11      | 7,505.98        | 6,345.02                        | 1,160.96            |
| HUMANA INC                      |           |            | 40.00000         | 61.6400                           | 02/18/11         | 04/28/11      | 3,058.10        | 2,465.60                        | 592.50              |
| IDACORP INC                     |           |            | 30.00000         | 38.0270                           | 02/18/11         | 08/03/11      | 1,137.85        | 1,140.82                        | -2.97               |
|                                 |           |            | 44.00000         | 38.0270                           | 02/18/11         | 08/22/11      | 1,565.91        | 1,673.19                        | -107.28             |
| <b>Subtotal</b>                 |           |            | <b>74.00000</b>  |                                   |                  |               | <b>2,703.76</b> | <b>2,814.01</b>                 | <b>-110.25</b>      |
| IVANHOE MINES LTD               |           |            | 71.00000         | 16.2464                           | 09/22/11         | 12/01/11      | 1,508.17        | 1,153.50                        | 354.67              |
| JSC RUSHYDRO<br>EXP 10/19/11    |           |            | 952.00000        | 0.0000                            | 10/05/11         | 10/25/11      | 0.00            | 0.00                            | 0.00                |
| KROGER COMPANY COMMON           |           | X          | 73.00000         | 22.9353                           | 02/18/11         | 10/18/11      | 1,655.50        | 1,674.28                        | -18.78              |
|                                 |           |            | 131.00000        | 22.9353                           | 02/18/11         | 12/22/11      | 3,184.25        | 3,004.53                        | 179.72              |
| <b>Subtotal</b>                 |           |            | <b>204.00000</b> |                                   |                  |               | <b>4,839.75</b> | <b>4,678.81</b>                 | <b>160.94</b>       |

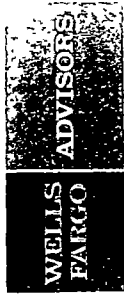


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# Annual Statement Information

Account Number: 3249-9677  
FLEMING FOUNDATION  
TRDW SMID



## Realized Gain/Loss

| Short Term Description            | Continued | Noncovered | Share Quantity     | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds        | Adjusted Cost/Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------|------------|--------------------|-------------------------------|---------------|------------|-----------------|-----------------------------|---------------------|
| MARKET VECTOR GOLD MINERS         |           | X          | 105.00000          | 56.8549                       | 10/07/10      | 02/18/11   | 6,172.84        | 5,969.76                    | 203.08              |
| MARKET VECTORS ETF                |           |            |                    |                               |               |            |                 |                             |                     |
| JUNIOR GOLD MINERS                |           | X          | 85.00000           | 42.6610                       | 12/07/10      | 02/18/11   | 3,298.78        | 3,626.19                    | -327.41             |
| MARSH AND MC LENNAN COMPANIES INC |           |            |                    |                               |               |            |                 |                             |                     |
|                                   |           |            | 78.00000           | 30.5328                       | 02/18/11      | 08/03/11   | 2,277.12        | 2,381.56                    | -104.44             |
|                                   |           |            | 166.00000          | 30.5328                       | 02/18/11      | 08/24/11   | 4,682.17        | 5,068.44                    | -386.27             |
| <b>Subtotal</b>                   |           |            | <b>244.00000</b>   |                               |               |            | <b>6,959.29</b> | <b>7,450.00</b>             | <b>-490.71</b>      |
| MICROSOFT CORP                    |           | X          | 160.00000          | 26.0000                       | 08/03/10      | 02/18/11   | 4,336.49        | 4,160.00                    | 176.49              |
| NOBLE CORP BAAR                   |           |            |                    |                               |               |            |                 |                             |                     |
| NAMEN-AKT                         |           | X          | 130.00000          | 37.6563                       | 11/09/10      | 02/18/11   | 5,343.15        | 4,895.31                    | 447.84              |
| NOVAGOLD RES INC                  |           |            |                    |                               |               |            |                 |                             |                     |
| NEW                               |           |            | 136.00000          | 14.6471                       | 02/18/11      | 11/11/11   | 1,262.02        | 1,992.01                    | -729.99             |
| OLD REPUBLIC INTL CORP            |           |            |                    |                               |               |            |                 |                             |                     |
| CONV SENIOR NOTES                 |           |            |                    |                               |               |            |                 |                             |                     |
| CPN 8.000% DUE 05/15/12           |           |            |                    |                               |               |            |                 |                             |                     |
| DTD 04/29/09 FC 11/15/09          |           |            |                    |                               |               |            |                 |                             |                     |
|                                   |           | X          | 1,000.00000        | 119.3750                      | 02/23/11      | 09/30/11   | 1,020.63        | 1,193.75                    | -173.12             |
|                                   |           | X          | 3,000.00000        | 119.3750                      | 02/23/11      | 10/12/11   | 3,063.75        | 3,581.25                    | -517.50             |
|                                   |           | X          | 2,000.00000        | 119.3750                      | 02/23/11      | 10/19/11   | 2,042.50        | 2,387.50                    | -345.00             |
| <b>Subtotal</b>                   |           |            | <b>6,000.00000</b> |                               |               |            | <b>6,126.88</b> | <b>7,162.50</b>             | <b>-1,035.62</b>    |
| OMNICARE INC                      |           |            |                    |                               |               |            |                 |                             |                     |
|                                   |           |            | 30.00000           | 29.7354                       | 03/03/11      | 05/16/11   | 933.15          | 892.07                      | 41.08               |
|                                   |           |            | 139.00000          | 29.7354                       | 03/03/11      | 05/18/11   | 4,323.03        | 4,133.21                    | 189.82              |
| <b>Subtotal</b>                   |           |            | <b>169.00000</b>   |                               |               |            | <b>5,256.18</b> | <b>5,025.28</b>             | <b>230.90</b>       |
| POLYUS GOLD ADR XXX               |           |            |                    |                               |               |            |                 |                             |                     |
|                                   |           |            | 715.00000          | 29.0500                       | 02/18/11      | 07/26/11   | N/A             | 20,770.75                   | N/A                 |
| POLYUS GOLD INTL LTD              |           |            |                    |                               |               |            |                 |                             |                     |
| GDR LEVEL 1                       |           |            | 1,950.00000        | 0.0000                        | 07/26/11      | 08/11/11   | 6,415.37        | NOT PROVIDED                | 6610                |
| QUALCOMM INC                      |           | X          | 35.00000           | 35.8520                       | 07/13/10      | 02/18/11   | 2,064.77        | 1,254.82                    | 809.95              |

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TRDW SMID

## Realized Gain/Loss

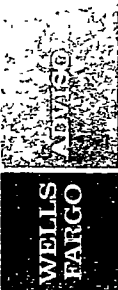
| Short Term Description                         | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                |           |            |                  |                                   |                  |               |                  |                                 |                     |
| RANGE RESOURCES CORP                           |           | X          | 105.00000        | 38.4166                           | 08/03/10         | 02/18/11      | 6,194.33         | 4,033.74                        | 2,160.59            |
| <b>Subtotal</b>                                |           |            | <b>140.00000</b> |                                   |                  |               | <b>8,259.10</b>  | <b>5,288.56</b>                 | <b>2,970.54</b>     |
| SHAW GROUP INC                                 |           |            | 103.00000        | 48.1831                           | 02/18/11         | 07/26/11      | 6,655.18         | 4,962.86                        | 1,692.32            |
|                                                |           |            | 34.00000         | 40.6570                           | 02/18/11         | 12/08/11      | 814.40           | 1,382.34                        | -567.94             |
|                                                |           |            | 89.00000         | 40.6570                           | 02/18/11         | 12/23/11      | 2,320.95         | 3,618.47                        | -1,297.52           |
|                                                |           |            | 17.00000         | 35.4656                           | 03/31/11         | 12/23/11      | 443.33           | 602.92                          | -159.59             |
|                                                |           |            | 16.00000         | 25.6290                           | 07/20/11         | 12/23/11      | 417.26           | 410.07                          | 7.19                |
| <b>Subtotal</b>                                |           |            | <b>156.00000</b> |                                   |                  |               | <b>3,995.94</b>  | <b>6,013.80</b>                 | <b>-2,017.86</b>    |
| SMITHFIELD FOODS INC                           |           |            | 90.00000         | 22.5842                           | 02/18/11         | 03/21/11      | 2,030.26         | 2,032.58                        | -2.32               |
|                                                |           |            | 132.00000        | 22.5842                           | 02/18/11         | 03/22/11      | 2,977.70         | 2,981.11                        | -3.41               |
| <b>Subtotal</b>                                |           |            | <b>222.00000</b> |                                   |                  |               | <b>5,007.96</b>  | <b>5,013.69</b>                 | <b>-5.73</b>        |
| SUMITOMO MITSUI TRUST<br>HOLDINGS INC SPON ADR |           |            | 0.67000          | 3.5000                            | 04/04/11         | 04/04/11      | 2.31             | 2.34                            | -0.03               |
|                                                |           |            | 488.00000        | 3.5000                            | 04/04/11         | 08/04/11      | 1,754.42         | 1,708.00                        | 46.42               |
| <b>Subtotal</b>                                |           |            | <b>488.67000</b> |                                   |                  |               | <b>1,756.73</b>  | <b>1,710.34</b>                 | <b>46.39</b>        |
| SUMITOMO TRUST&BANK CHG<br>SP ADR              |           |            | 1,183.00000      | 6.4500                            | 02/18/11         | 04/04/11      | 6,169.34         | 7,630.35                        | -1,461.01           |
| SUNCOR ENERGY INC NEW                          |           | X          | 190.00000        | 34.4917                           | 11/22/10         | 02/18/11      | 8,578.88         | 6,553.42                        | 2,025.46            |
|                                                |           | X          | 40.00000         | 37.6604                           | 12/22/10         | 02/18/11      | 1,806.09         | 1,506.42                        | 299.67              |
| <b>Subtotal</b>                                |           |            | <b>230.00000</b> |                                   |                  |               | <b>10,384.97</b> | <b>8,059.84</b>                 | <b>2,325.13</b>     |
| TECH DATA CORP                                 |           |            | 32.00000         | 51.0008                           | 02/18/11         | 10/05/11      | 1,449.97         | 1,632.03                        | -182.06             |
|                                                |           |            | 44.00000         | 51.0008                           | 02/18/11         | 10/12/11      | 2,049.52         | 2,244.04                        | -194.52             |
| <b>Subtotal</b>                                |           |            | <b>76.00000</b>  |                                   |                  |               | <b>3,499.49</b>  | <b>3,876.07</b>                 | <b>-376.58</b>      |
| TELUS CORP<br>COMMON STOCK NO PAR              |           |            | 37.00000         | 47.3954                           | 02/18/11         | 04/13/11      | 1,806.81         | 1,753.63                        | 53.18               |
|                                                |           |            | 23.00000         | 47.3954                           | 02/18/11         | 08/12/11      | 1,156.01         | 1,090.10                        | 65.91               |



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## Annual Statement Information



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Account Number: 3249-9677  
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## Realized Gain/Loss

| Short Term Description                           | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                                  |           |            | 20.00000         | 47.3954                           | 02/18/11         | 09/08/11      | 1,014.23         | 947.91                          | 66.32               |
|                                                  |           |            | 43.00000         | 47.3954                           | 02/18/11         | 09/14/11      | 2,168.69         | 2,038.00                        | 130.69              |
|                                                  |           |            | 46.00000         | 47.3954                           | 02/18/11         | 10/18/11      | 2,344.29         | 2,180.19                        | 164.10              |
| <b>Subtotal</b>                                  |           |            | <b>169.00000</b> |                                   |                  |               | <b>8,490.03</b>  | <b>8,009.83</b>                 | <b>480.20</b>       |
| TESORO CORPORATION                               |           |            | 198.00000        | 25.3365                           | 02/18/11         | 03/21/11      | 5,071.35         | 5,016.63                        | 54.72               |
|                                                  |           |            | 97.00000         | 25.3365                           | 02/18/11         | 09/07/11      | 2,342.38         | 2,457.65                        | -115.27             |
|                                                  |           |            | 50.00000         | 25.3365                           | 02/18/11         | 10/11/11      | 1,215.34         | 1,266.83                        | -51.49              |
|                                                  |           |            | 42.00000         | 25.3365                           | 02/18/11         | 10/12/11      | 1,023.56         | 1,064.12                        | -40.56              |
| <b>Subtotal</b>                                  |           |            | <b>387.00000</b> |                                   |                  |               | <b>9,652.63</b>  | <b>9,805.23</b>                 | <b>-152.60</b>      |
| TIM PARTICIPACOE'S A<br>SPONSORED ADR REPSTG PFD |           |            | 30.00000         | 36.9920                           | 02/18/11         | 03/21/11      | 1,186.96         | 1,109.77                        | 77.19               |
|                                                  |           |            | 43.00000         | 36.9920                           | 02/18/11         | 03/22/11      | 1,720.18         | 1,590.66                        | 129.52              |
|                                                  |           |            | 35.00000         | 36.9920                           | 02/18/11         | 04/06/11      | 1,600.40         | 1,294.72                        | 305.68              |
|                                                  |           |            | 26.00000         | 36.9920                           | 02/18/11         | 04/07/11      | 1,187.12         | 961.78                          | 225.34              |
| <b>Subtotal</b>                                  |           |            | <b>134.00000</b> |                                   |                  |               | <b>5,694.66</b>  | <b>4,956.93</b>                 | <b>737.73</b>       |
| TOTAL S A SPONS ADR                              |           | X          | 30.00000         | 53.2144                           | 12/22/10         | 02/18/11      | 1,783.61         | 1,596.43                        | 187.18              |
| TYSON FOODS INC CL A                             |           |            | 148.00000        | 18.7665                           | 02/18/11         | 07/08/11      | 2,760.27         | 2,777.45                        | -17.18              |
|                                                  |           |            | 145.00000        | 18.7665                           | 02/18/11         | 10/12/11      | 2,642.07         | 2,721.14                        | -79.07              |
|                                                  |           |            | 125.00000        | 18.7665                           | 02/18/11         | 10/27/11      | 2,439.44         | 2,345.81                        | 93.63               |
|                                                  |           |            | 115.00000        | 18.7665                           | 02/18/11         | 12/06/11      | 2,329.30         | 2,158.14                        | 171.16              |
| <b>Subtotal</b>                                  |           |            | <b>533.00000</b> |                                   |                  |               | <b>10,171.08</b> | <b>10,002.54</b>                | <b>168.54</b>       |
| VISA INC CLASS A                                 |           | X          | 40.00000         | 73.7121                           | 05/20/10         | 02/18/11      | 3,071.94         | 2,948.48                        | 123.46              |
| WAL-MART STORES INC                              |           | X          | 80.00000         | 50.9164                           | 08/18/10         | 02/18/11      | 4,384.20         | 4,073.31                        | 310.89              |
| WEST JAPAN RAILWAY CO-<br>ADR                    |           |            | 39.00000         | 39.6488                           | 02/22/11         | 09/09/11      | 1,671.26         | 1,546.31                        | 124.95              |

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## Realized Gain/Loss

| Short Term                                                                                                                                                                                                                                                                                                                                                                                                      | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds     | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|--------------|---------------------------------|---------------------|
| ZIMMER HOLDINGS INC                                                                                                                                                                                                                                                                                                                                                                                             |           |            | 46.00000          | 63.3722                           | 02/18/11         | 04/28/11      | 3,030.43     | 2,915.13                        | 115.30              |
| TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                      |           |            |                   |                                   |                  |               |              |                                 |                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           |            |                   |                                   |                  |               | \$101,292.24 | \$91,963.14                     | \$9,329.10          |
| TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                         |           |            |                   |                                   |                  |               |              |                                 |                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           |            |                   |                                   |                  |               | \$145,445.90 | \$91,966.32                     | \$53,479.58         |
| For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A. |           |            |                   |                                   |                  |               |              |                                 |                     |
| Long Term                                                                                                                                                                                                                                                                                                                                                                                                       |           |            |                   |                                   |                  |               |              |                                 |                     |
| Description                                                                                                                                                                                                                                                                                                                                                                                                     |           | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds     | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
| ACTIVISION BLIZZARD INC                                                                                                                                                                                                                                                                                                                                                                                         |           | X          | 290.00000         | 12.8438                           | 08/06/09         | 02/18/11      | 3,199.65     | 3,724.70                        | -525.05             |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 40.00000          | 12.1980                           | 10/23/09         | 02/18/11      | 441.33       | 487.92                          | -46.59              |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 225.00000         | 11.3980                           | 11/24/09         | 02/18/11      | 2,482.49     | 2,564.55                        | -82.06              |
| Subtotal                                                                                                                                                                                                                                                                                                                                                                                                        |           |            | 555.00000         |                                   |                  |               | 6,123.47     | 6,777.17                        | -653.70             |
| APPLE INC                                                                                                                                                                                                                                                                                                                                                                                                       |           | X          | 10.00000          | 193.9241                          | 02/02/10         | 02/18/11      | 3,576.93     | 1,939.24                        | 1,637.69            |
| AT & T INC                                                                                                                                                                                                                                                                                                                                                                                                      |           | X          | 85.00000          | 36.9104                           | 02/05/08         | 02/18/11      | 2,415.05     | 3,137.38                        | -722.33             |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 90.00000          | 35.3482                           | 06/19/08         | 02/18/11      | 2,557.12     | 3,181.34                        | -624.22             |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 70.00000          | 25.6688                           | 10/23/09         | 02/18/11      | 1,988.88     | 1,796.82                        | 192.06              |
| Subtotal                                                                                                                                                                                                                                                                                                                                                                                                        |           |            | 245.00000         |                                   |                  |               | 6,961.05     | 8,115.54                        | -1,154.49           |
| BEST BUY CO INC                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 67.00000          | 33.8470                           | 09/10/10         | 10/10/11      | 1,678.37     | 2,267.74                        | -589.37             |
| CHEVRON CORPORATION                                                                                                                                                                                                                                                                                                                                                                                             |           | X          | 45.00000          | 79.4435                           | 01/07/10         | 02/18/11      | 4,376.19     | 3,574.95                        | 801.24              |
| DANAHER CORP                                                                                                                                                                                                                                                                                                                                                                                                    |           | X          | 125.00000         | 33.9396                           | 09/15/09         | 02/18/11      | 6,424.13     | 4,242.45                        | 2,181.68            |
| GILEAD SCIENCES INC                                                                                                                                                                                                                                                                                                                                                                                             |           | X          | 15.00000          | 45.8249                           | 10/30/08         | 02/18/11      | 587.53       | 687.37                          | -99.84              |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 55.00000          | 41.7907                           | 05/28/09         | 02/18/11      | 2,154.28     | 2,298.49                        | -144.21             |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 20.00000          | 43.9575                           | 10/23/09         | 02/18/11      | 783.37       | 879.15                          | -95.78              |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 45.00000          | 47.3117                           | 11/17/09         | 02/18/11      | 1,762.61     | 2,129.03                        | -366.42             |



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Account Number: 3249-9677  
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TRDW SMID

## Realized Gain/Loss

| Long Term Description               | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|-----------------|---------------------------------|---------------------|
| <b>Subtotal</b>                     |           |            | <b>135.00000</b> |                                   |                  |               | <b>5,287.79</b> | <b>5,994.04</b>                 | <b>-706.25</b>      |
| GOOGLE INC CL A                     |           | X          | 5.00000          | 307.5654                          | 03/10/09         | 02/18/11      | 3,127.48        | 1,537.82                        | 1,589.66            |
| HEWLETT-PACKARD COMPANY             |           | X          | 80.00000         | 52.2281                           | 10/09/07         | 02/18/11      | 3,880.20        | 4,178.24                        | -298.04             |
|                                     |           | X          | 80.00000         | 43.4819                           | 01/17/08         | 02/18/11      | 3,880.21        | 3,478.55                        | 401.66              |
| <b>Subtotal</b>                     |           |            | <b>160.00000</b> |                                   |                  |               | <b>7,760.41</b> | <b>7,656.79</b>                 | <b>103.62</b>       |
| JPMORGAN CHASE & CO                 |           | X          | 145.00000        | 39.0742                           | 01/27/10         | 02/18/11      | 6,972.19        | 5,665.76                        | 1,306.43            |
| LIFE TECHNOLOGIES CORP              |           | X          | 30.00000         | 25.3070                           | 01/15/09         | 01/14/11      | 1,663.82        | 759.21                          | 904.61              |
|                                     |           | X          | 80.00000         | 25.3070                           | 01/15/09         | 01/20/11      | 4,354.10        | 2,024.56                        | 2,329.54            |
| <b>Subtotal</b>                     |           |            | <b>110.00000</b> |                                   |                  |               | <b>6,017.92</b> | <b>2,783.77</b>                 | <b>3,234.15</b>     |
| MASTERCARD INC CL A                 |           | X          | 25.00000         | 201.8067                          | 08/04/09         | 02/18/11      | 6,289.14        | 5,045.16                        | 1,243.98            |
| MICROSOFT CORP                      |           | X          | 30.00000         | 24.2700                           | 04/28/06         | 02/18/11      | 813.08          | 728.10                          | 84.98               |
|                                     |           | X          | 75.00000         | 27.5600                           | 10/10/06         | 02/18/11      | 2,032.72        | 2,067.00                        | -34.28              |
|                                     |           | X          | 135.00000        | 27.1793                           | 03/04/08         | 02/18/11      | 3,658.90        | 3,669.21                        | -10.31              |
| <b>Subtotal</b>                     |           |            | <b>240.00000</b> |                                   |                  |               | <b>6,504.70</b> | <b>6,464.31</b>                 | <b>40.39</b>        |
| ORACLE CORPORATION                  |           | X          | 45.00000         | 21.7684                           | 09/21/09         | 01/20/11      | 1,434.12        | 979.58                          | 454.54              |
|                                     |           | X          | 155.00000        | 21.7684                           | 09/21/09         | 01/26/11      | 5,044.20        | 3,374.09                        | 1,670.11            |
| <b>Subtotal</b>                     |           |            | <b>200.00000</b> |                                   |                  |               | <b>6,478.32</b> | <b>4,353.67</b>                 | <b>2,124.65</b>     |
| TEVA PHARMACEUTICAL<br>ADR INDS LTD |           | X          | 30.00000         | 34.2363                           | 01/25/07         | 02/18/11      | 1,554.07        | 1,027.08                        | 526.99              |
|                                     |           | X          | 115.00000        | 36.2602                           | 03/06/07         | 02/18/11      | 5,957.29        | 4,169.92                        | 1,787.37            |
| <b>Subtotal</b>                     |           |            | <b>145.00000</b> |                                   |                  |               | <b>7,511.36</b> | <b>5,197.00</b>                 | <b>2,314.36</b>     |
| TOTAL S A SPONS ADR                 |           | X          | 20.00000         | 83.3314                           | 07/01/08         | 02/18/11      | 1,189.06        | 1,666.62                        | -477.56             |
|                                     |           | X          | 55.00000         | 64.0076                           | 09/26/08         | 02/18/11      | 3,269.94        | 3,520.42                        | -250.48             |

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Account Number: 3249-9677  
 FLEMING FOUNDATION  
 TRDW SMID

## Realized Gain/Loss

| Long Term<br>Description                                  | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|----------|---------------------------------|---------------------|
|                                                           | Subtotal  |            | 75.00000          |                                   |                  |               | 4,459.00 | 5,187.04                        | -728.04             |
| VISA INC CLASS A                                          |           | X          | 35.00000          | 68.9488                           | 08/04/09         | 02/18/11      | 2,687.94 | 2,413.20                        | 274.74              |
| WAL-MART STORES INC                                       |           | X          | 70.00000          | 54.9443                           | 01/13/10         | 02/18/11      | 3,836.17 | 3,846.10                        | -9.93               |
| TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES    |           |            |                   |                                   |                  |               |          |                                 | \$0.00              |
| TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES |           |            |                   |                                   |                  |               |          |                                 | \$83,061.75         |
|                                                           |           |            |                   |                                   |                  |               |          |                                 | \$13,010.81         |



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## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

\* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

\* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

\* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

\* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

| REALIZED GAIN/LOSS SUMMARY |  | COVERED        |  | NONCOVERED   |  | TOTAL        |
|----------------------------|--|----------------|--|--------------|--|--------------|
| Short term                 |  | -\$41,106.47   |  | -\$48,383.33 |  | \$7,276.86   |
| Long term                  |  | \$0.00         |  | \$249,784.00 |  | \$249,784.00 |
| Other term                 |  | Not applicable |  | \$0.00       |  | \$0.00       |
| Index options              |  | Not applicable |  | \$0.00       |  | \$0.00       |
| Total - Realized Gain/Loss |  | -\$41,106.47   |  | \$298,167.33 |  | \$257,060.86 |

## Realized Gain/Loss Detail

| Short Term | Description        | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------|--------------------|------------|----------------|-----------------------------------|------------------|---------------|----------|---------------------------------|---------------------|
|            | ABB LTD -SPONS ADR | X          | 100 00000      | 20 1461<br>20 1460                | 01/07/10         | 01/06/11      | 2,174.25 | 2,014 61<br>2,014 60            | 159.64              |
|            |                    | X          | 235 00000      | 20 6233<br>20 6234                | 01/08/10         | 01/06/11      | 5,109.49 | 4,846 49<br>4,846 50            | 263 00              |
|            |                    | X          | 100 00000      | 20 5722<br>20 5722                | 01/11/10         | 01/06/11      | 2,174 26 | 2,057 22<br>2,057 23            | 117.04              |

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(CAL GR)

## Realized Gain/Loss

| Short Term Description | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost      | Gain or Loss Amount |
|------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|--------------------------------------|---------------------|
|                        |           | X          | 212.00000        | 20.5722<br>20.5722                | 01/11/10         | 01/07/11      | 4,659.79         | 4,361.31<br>4,361.30                 | 298.48              |
|                        |           |            | 146.00000        | 16.9421                           | 10/05/11         | 11/28/11      | 2,564.25         | 2,473.55                             | 90.70               |
|                        |           |            | <b>793.00000</b> |                                   |                  |               | <b>16,682.04</b> | <b>15,753.18</b><br><b>15,753.18</b> | <b>928.86</b>       |
|                        |           |            |                  |                                   |                  |               |                  |                                      |                     |
|                        |           |            | 123.00000        | 59.3056                           | 03/03/11         | 11/08/11      | 6,994.94         | 7,294.59                             | -299.65             |
|                        |           |            | 71.00000         | 56.1546                           | 05/17/11         | 11/28/11      | 3,897.11         | 3,986.98                             | -89.87              |
|                        |           |            | 111.00000        | 73.2995                           | 07/06/11         | 11/01/11      | 4,112.98         | 8,136.24                             | -4,023.26           |
|                        |           |            | 161.00000        | 49.6848                           | 05/05/11         | 09/27/11      | 5,457.03         | 7,999.25                             | -2,542.22           |
|                        |           |            | 38.00000         | 51.7573                           | 10/31/11         | 11/28/11      | 1,732.38         | 1,966.78                             | -234.40             |
|                        |           |            | 41.00000         | 58.5905                           | 11/18/11         | 11/28/11      | 2,384.10         | 2,402.22                             | -18.12              |
|                        |           |            |                  |                                   |                  |               |                  |                                      |                     |
|                        |           | X          | 125.00000        | 15.9309                           | 08/27/10         | 02/02/11      | 3,562.78         | 1,991.37                             | 1,571.41            |
|                        |           |            |                  |                                   |                  |               |                  |                                      |                     |
|                        |           | X          | 110.00000        | 30.9909                           | 07/19/10         | 02/02/11      | 4,799.60         | 3,409.00                             | 1,390.60            |
|                        |           | X          | 126.00000        | 30.9909                           | 07/19/10         | 06/14/11      | 4,751.86         | 3,904.85                             | 847.01              |
|                        |           | X          | 75.00000         | 29.0605                           | 08/19/10         | 06/14/11      | 2,828.50         | 2,179.54                             | 648.96              |
|                        |           | X          | 50.00000         | 29.0605                           | 08/19/10         | 07/15/11      | 1,699.05         | 1,453.02                             | 246.03              |
|                        |           | X          | 139.00000        | 28.1586                           | 08/20/10         | 07/15/11      | 4,723.38         | 3,914.05                             | 809.33              |
|                        |           |            | 47.00000         | 39.5912                           | 10/17/11         | 11/28/11      | 1,750.71         | 1,860.79                             | -110.08             |
|                        |           |            | <b>547.00000</b> |                                   |                  |               | <b>20,553.10</b> | <b>16,721.25</b>                     | <b>3,831.85</b>     |
|                        |           | X          | 119.00000        | 38.7125                           | 12/15/10         | 02/02/11      | 5,147.36         | 4,606.79                             | 540.57              |
|                        |           | X          | 125.00000        | 38.7125                           | 12/15/10         | 07/05/11      | 4,847.52         | 4,839.06                             | 8.46                |
|                        |           |            | 58.00000         | 39.8932                           | 01/28/11         | 07/05/11      | 2,249.26         | 2,313.81                             | -64.55              |
|                        |           |            | 127.00000        | 39.8932                           | 01/28/11         | 11/28/11      | 3,962.70         | 5,066.44                             | -1,103.74           |

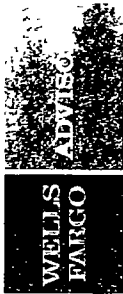


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## Annual Statement Information

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

## Realized Gain/Loss

| Short Term Description           | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|----------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                  |           |            | <b>429.00000</b> |                                   |                  |               | <b>16,206.84</b> | <b>16,826.10</b>                | <b>-619.26</b>      |
| BAKER HUGHES INC                 |           |            | 65.00000         | 70.9475                           | 05/05/11         | 11/28/11      | 3,307.78         | 4,611.59                        | -1,303.81           |
| BARD C R INC                     |           |            | 35.00000         | 113.1320                          | 07/06/11         | 10/18/11      | 2,951.30         | 3,959.62                        | -1,008.32           |
|                                  |           |            | 38.00000         | 113.5255                          | 07/07/11         | 10/18/11      | 3,204.28         | 4,313.97                        | -1,109.69           |
| <b>Subtotal</b>                  |           |            | <b>73.00000</b>  |                                   |                  |               | <b>6,155.58</b>  | <b>8,273.59</b>                 | <b>-2,118.01</b>    |
| BRUKER CORPORATION               |           | X          | 140.00000        | 11.8289                           | 06/08/10         | 01/05/11      | 2,249.35         | 1,656.05                        | 593.30              |
|                                  |           | X          | 135.00000        | 11.8289                           | 06/08/10         | 01/06/11      | 2,197.69         | 1,596.90                        | 600.79              |
|                                  |           | X          | 40.00000         | 12.1624                           | 06/09/10         | 01/06/11      | 651.17           | 486.50                          | 164.67              |
|                                  |           | X          | 180.00000        | 12.1624                           | 06/09/10         | 01/07/11      | 2,898.98         | 2,189.23                        | 709.75              |
|                                  |           | X          | 42.00000         | 12.1624                           | 06/09/10         | 01/10/11      | 714.94           | 510.82                          | 204.12              |
|                                  |           | X          | 55.00000         | 12.1624                           | 06/09/10         | 02/02/11      | 985.29           | 668.93                          | 316.36              |
|                                  |           | X          | 49.00000         | 13.1651                           | 07/30/10         | 02/02/11      | 877.82           | 645.10                          | 232.72              |
| <b>Subtotal</b>                  |           |            | <b>641.00000</b> |                                   |                  |               | <b>10,575.24</b> | <b>7,753.53</b>                 | <b>2,821.71</b>     |
| CARMAX INC                       |           | X          | 347.00000        | 21.6335                           | 06/25/10         | 01/27/11      | 11,461.32        | 7,506.82                        | 3,954.50            |
| CELGENE CORP                     |           |            | 58.00000         | 60.2072                           | 09/12/11         | 11/28/11      | 3,570.41         | 3,492.02                        | 78.39               |
| CERNER CORP                      |           |            | 134.00000        | 60.0009                           | 05/09/11         | 10/19/11      | 8,839.29         | 8,040.13                        | 799.16              |
| CHECK POINT SOFTWARE<br>TECH LTD |           | X          | 94.00000         | 42.7969                           | 11/03/10         | 02/02/11      | 4,361.51         | 4,022.91                        | 338.60              |
| CHESAPEAKE ENERGY CORP           |           |            | 70.00000         | 30.8497                           | 05/11/11         | 11/28/11      | 1,617.66         | 2,159.48                        | -541.82             |
| CIRRUS LOGIC INC                 |           | X          | 115.00000        | 16.8352                           | 08/20/10         | 02/02/11      | 2,579.45         | 1,936.05                        | 643.40              |
|                                  |           | X          | 95.00000         | 16.8352                           | 08/20/10         | 04/18/11      | 1,476.53         | 1,599.35                        | -122.82             |
|                                  |           | X          | 221.00000        | 16.8352                           | 08/20/10         | 04/19/11      | 3,365.38         | 3,720.57                        | -355.19             |
| <b>Subtotal</b>                  |           |            | <b>431.00000</b> |                                   |                  |               | <b>7,421.36</b>  | <b>7,255.97</b>                 | <b>165.39</b>       |
| CLIFFS NATURAL RESOURCES         |           | X          | 31.00000         | 60.8710                           | 08/31/10         | 02/02/11      | 2,819.08         | 1,887.00                        | 932.08              |
| CNOOC LTD-ADR                    |           | X          | 27.00000         | 172.4888                          | 08/27/10         | 02/02/11      | 6,132.93         | 4,657.20                        | 1,475.73            |

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Account Number: 3249-9883  
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## Realized Gain/Loss

| Short Term Description                                             | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                                                    |           | X          | 15 00000         | 172 4888                          | 08/27/10         | 06/06/11      | 3,576.18         | 2,587 34                        | 988.84              |
|                                                                    |           | X          | 2 00000          | 172.4888                          | 08/27/10         | 06/07/11      | 483 59           | 344 97                          | 138 62              |
|                                                                    |           | X          | 26 00000         | 202 9367                          | 10/04/10         | 06/07/11      | 6,286.67         | 5,276 36                        | 1,010.31            |
|                                                                    |           | X          | 16 00000         | 202 9367                          | 10/04/10         | 07/01/11      | 3,787.36         | 3,246 98                        | 540 38              |
|                                                                    |           | X          | 34 00000         | 233 1734                          | 11/08/10         | 07/01/11      | 8,048.14         | 7,927 90                        | 120.24              |
|                                                                    |           | X          | 2 00000          | 233 1734                          | 11/08/10         | 07/05/11      | 472 37           | 466 34                          | 6.03                |
| <b>Subtotal</b>                                                    |           |            | <b>122.00000</b> |                                   |                  |               | <b>28,787.24</b> | <b>24,507.09</b>                | <b>4,280.15</b>     |
| COGNIZANT TECHNOLOGY<br>SOLUTIONS CORP CL A                        |           |            | 26 00000         | 71 2505                           | 10/17/11         | 11/28/11      | 1,669 68         | 1,852 52                        | -182 84             |
| COMMUNIVULT SYSTEMS INC                                            |           |            | 31.00000         | 48 5122                           | 11/14/11         | 11/28/11      | 1,448.91         | 1,503.88                        | -54 97              |
| COMPANHIA DE BEBIDAS<br>DAS AMERSAMBEV SPONS<br>ADR REPSTG PFD SHS |           |            | 164 00000        | 29 4993                           | 01/12/11         | 02/02/11      | 4,464 50         | 4,837 89                        | -373.39             |
|                                                                    |           |            | 162.00000        | 29 4993                           | 01/12/11         | 03/28/11      | 4,327.72         | 4,778 88                        | -451.16             |
|                                                                    |           |            | 95 00000         | 28.2276                           | 01/27/11         | 03/28/11      | 2,537.87         | 2,681.63                        | -143 76             |
|                                                                    |           |            | 74.00000         | 28.2276                           | 01/27/11         | 11/28/11      | 2,386.45         | 2,088.84                        | 297 61              |
| <b>Subtotal</b>                                                    |           |            | <b>495.00000</b> |                                   |                  |               | <b>13,716.54</b> | <b>14,387.24</b>                | <b>-670.70</b>      |
| COMPANHIA DE BEBIDAS RTS<br>DAS AMERSAMBEV                         |           | X          | 270 00000        | 0 0000                            | 06/15/11         | 06/15/11      | 2.91             | 0 01                            | 2 90                |
| COMPLETE PRODUCTION SVCS                                           |           | X          | 78 00000         | 27 8047                           | 11/22/10         | 02/02/11      | 2,255 71         | 2,168 77                        | 86 94               |
|                                                                    |           |            | 44 00000         | 39 8926                           | 07/27/11         | 12/21/11      | 1,464 88         | 1,755.28                        | -290 40             |
| <b>Subtotal</b>                                                    |           |            | <b>122.00000</b> |                                   |                  |               | <b>3,720.59</b>  | <b>3,924.05</b>                 | <b>-203.46</b>      |
| COVIDIEN PLC                                                       |           |            | 142 00000        | 53 4027                           | 06/13/11         | 10/17/11      | 6,403 80         | 7,583 18                        | -1,179 38           |
| CUBIST PHARMACEUTICALS<br>INC                                      |           |            | 50 00000         | 39 5863                           | 10/28/11         | 11/28/11      | 1,781 96         | 1,979 32                        | -197.36             |
| DECKERS OUTDOOR CORP                                               |           |            | 27 00000         | 80.3923                           | 03/22/11         | 11/28/11      | 2,767.44         | 2,170.60                        | 596.84              |

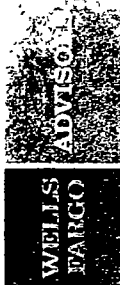


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Account Number: 3249-9683  
FLEMING FOUNDATION  
(CAL GR)

## Realized Gain/Loss

| Short Term Description | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| <b>Subtotal</b>        |           |            | 68.00000       | 80.3923                           | 03/22/11         | 12/30/11      | 5,235.55  | 5,466.67                        | -231.12             |
| <b>Subtotal</b>        |           |            | 95.00000       |                                   |                  |               | 8,002.99  | 7,637.27                        | 365.72              |
| DIRECTV                |           |            |                |                                   |                  |               |           |                                 |                     |
| CLASS A COMMON         |           |            | 40.00000       | 53.2274                           | 07/13/11         | 11/28/11      | 1,822.36  | 2,129.10                        | -306.74             |
| DOVER CORP COMMON      |           | X          | 34.00000       | 53.2121                           | 05/03/10         | 02/02/11      | 2,209.95  | 1,809.22                        | 400.73              |
| E M C CORP MASS        |           | X          | 117.00000      | 18.0646                           | 07/01/10         | 02/02/11      | 2,980.26  | 2,113.56                        | 866.70              |
| EATON CORPORATION      |           | X          | 58.00000       | 79.1464                           | 04/13/10         | 02/02/11      | 6,307.37  | 4,590.50                        | 1,716.87            |
|                        |           | X          | 29.00000       | 45.3598                           | 11/03/10         | 06/14/11      | 1,374.74  | 1,315.44                        | 59.30               |
| <b>Subtotal</b>        |           |            | 87.00000       |                                   |                  |               | 7,682.11  | 5,905.94                        | 1,776.17            |
| EQT CORP               |           |            | 163.00000      | 46.6694                           | 03/18/11         | 11/04/11      | 10,337.99 | 7,607.11                        | 2,730.88            |
| EXPEDIA INC            |           | X          | 351.00000      | 24.4824                           | 08/06/10         | 02/18/11      | 7,368.12  | 8,593.32                        | -1,225.20           |
| FLUOR CORP (NEW)       |           | X          | 74.00000       | 43.1810                           | 06/30/10         | 02/02/11      | 5,094.06  | 3,195.40                        | 1,898.66            |
| FORTINET INC           |           |            | 110.00000      | 20.1597                           | 02/08/11         | 07/25/11      | 2,272.89  | 2,217.58                        | 55.31               |
|                        |           |            | 140.00000      | 20.1597                           | 02/08/11         | 07/26/11      | 2,835.46  | 2,822.36                        | 13.10               |
|                        |           |            | 138.00000      | 20.3161                           | 02/09/11         | 07/26/11      | 2,794.96  | 2,803.63                        | -8.67               |
| <b>Subtotal</b>        |           |            | 388.00000      |                                   |                  |               | 7,903.31  | 7,843.57                        | 59.74               |
| FOSSIL INC             |           |            | 70.00000       | 106.8206                          | 06/13/11         | 08/22/11      | 5,221.20  | 7,477.44                        | -2,256.24           |
| F5 NETWORKS INC        |           |            | 20.00000       | 107.7097                          | 11/07/11         | 11/28/11      | 2,065.36  | 2,154.20                        | -88.84              |
| GOLD CORP INC          |           |            | 54.00000       | 54.6415                           | 07/20/11         | 11/28/11      | 2,644.86  | 2,950.65                        | -305.79             |
| HANSEN NATURAL CORP    |           | X          | 38.00000       | 47.3987                           | 09/07/10         | 02/02/11      | 2,186.47  | 1,801.16                        | 385.31              |
| HELMERICH & PAYNE INC  |           | X          | 49.00000       | 42.6338                           | 10/28/10         | 02/02/11      | 2,889.47  | 2,089.06                        | 800.41              |
|                        |           | X          | 158.00000      | 42.6338                           | 10/28/10         | 05/05/11      | 9,252.57  | 6,736.14                        | 2,516.43            |
|                        |           |            | 3.00000        | 61.3880                           | 02/22/11         | 05/05/11      | 175.69    | 184.17                          | -8.48               |
|                        |           |            | 81.00000       | 61.3880                           | 02/22/11         | 11/28/11      | 4,328.55  | 4,972.43                        | -643.88             |
| <b>Subtotal</b>        |           |            | 291.00000      |                                   |                  |               | 16,646.28 | 13,981.80                       | 2,664.48            |

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Account Number: 3249-9683  
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## Realized Gain/Loss

| Short Term                        | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| HERBALIFE LTD                     |           | X          | 31 00000          | 59 4785                           | 09/13/10         | 02/02/11      | 2,102.08         | 1,843.84                        | 258.24              |
|                                   |           | X          | 158 00000         | 29 7392                           | 09/13/10         | 08/11/11      | 8,521.15         | 4,698.80                        | 3,822.35            |
|                                   |           | X          | 12 00000          | 29 7514                           | 09/14/10         | 08/11/11      | 647.18           | 357.02                          | 290.16              |
|                                   |           |            | 16 00000          | 54 6747                           | 06/14/11         | 11/28/11      | 857.59           | 874.80                          | -17.21              |
| <b>Subtotal</b>                   |           |            | <b>217.00000</b>  |                                   |                  |               | <b>12,128.00</b> | <b>7,774.46</b>                 | <b>4,353.54</b>     |
| HOLLYFRONTIER CORP                |           |            | 0 54555           | 59 8572                           | 02/17/11         | 07/01/11      | 38.96            | 32.66                           | 6.30                |
|                                   |           |            | 234 64788         | 29 9286                           | 02/17/11         | 10/26/11      | 6,944.68         | 7,022.68                        | -78.00              |
|                                   |           |            | 0 08685           | 58 4379                           | 02/18/11         | 07/01/11      | 6.21             | 5.07                            | 1.14                |
|                                   |           |            | 37 35212          | 29 2189                           | 02/18/11         | 10/26/11      | 1,105.49         | 1,091.40                        | 14.09               |
| <b>Subtotal</b>                   |           |            | <b>272.63240</b>  |                                   |                  |               | <b>8,095.34</b>  | <b>8,151.81</b>                 | <b>-56.47</b>       |
| ILLUMINA INC                      |           | X          | 45 00000          | 40 4813                           | 03/12/10         | 02/02/11      | 3,209.33         | 1,821.66                        | 1,387.67            |
| IMAX CORP                         |           | X          | 84 00000          | 19 5030                           | 05/17/10         | 02/02/11      | 2,251.99         | 1,638.26                        | 613.73              |
| INFORMATICA CORP                  |           |            | 40 00000          | 54 9000                           | 05/18/11         | 11/28/11      | 1,723.16         | 2,196.00                        | -472.84             |
| INFOSYS TECHNOLOGIES<br>SP ADR    |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                   |           | X          | 100 00000         | 61 8332                           | 04/20/10         | 01/31/11      | 6,761.79         | 6,183.32                        | 578.47              |
|                                   |           | X          | 32 00000          | 61 8332                           | 04/20/10         | 02/03/11      | 2,177.35         | 1,978.66                        | 198.69              |
| <b>Subtotal</b>                   |           |            | <b>132.00000</b>  |                                   |                  |               | <b>8,939.14</b>  | <b>8,161.98</b>                 | <b>777.16</b>       |
| INTEL CORP                        |           | X          | 118 00000         | 19 7193                           | 08/18/10         | 02/02/11      | 2,549.08         | 2,326.88                        | 222.20              |
| INTUIT INC                        |           | X          | 41 00000          | 48 1628                           | 11/01/10         | 02/02/11      | 1,960.58         | 1,974.68                        | -14.10              |
| INTUITIVE SURGICAL INC<br>COM NEW |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                   |           |            | 7 00000           | 327 7526                          | 01/28/11         | 02/02/11      | 2,294.55         | 2,294.27                        | 0.28                |
|                                   |           |            | 15 00000          | 327 7526                          | 01/28/11         | 11/28/11      | 6,312.62         | 4,916.29                        | 1,396.33            |
| <b>Subtotal</b>                   |           |            | <b>22.00000</b>   |                                   |                  |               | <b>8,607.17</b>  | <b>7,210.56</b>                 | <b>1,396.61</b>     |
| KLA-TENCOR CORP                   |           |            | 164 00000         | 49 6316                           | 02/17/11         | 06/17/11      | 6,261.98         | 8,139.58                        | -1,877.60           |
| KOMATSU LTD<br>SPON ADR NEW       |           | X          | 78 00000          | 28 0790                           | 11/09/10         | 02/02/11      | 2,430.43         | 2,190.17                        | 240.26              |



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Account Number: 3249-9683  
FLEMING FOUNDATION  
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## Realized Gain/Loss

| Short Term                                | Continued | Noncovered | Share<br>Quantity  | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------|-----------|------------|--------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                               |           |            |                    |                                   |                  |               |                  |                                 |                     |
| LABORATORY CORP OF<br>AMER HLDGS          |           |            | 87.00000           | 93.5398                           | 04/04/11         | 09/13/11      | 7,089.61         | 8,137.96                        | -1,048.35           |
| LONGTOP FINANCIAL<br>TECHNOLOGIES LTD ADR |           | X          | 105.00000          | 36.6776                           | 03/10/10         | 01/26/11      | 3,332.01         | 3,851.15                        | -519.14             |
|                                           |           | X          | 105.00000          | 36.6536                           | 03/11/10         | 01/26/11      | 3,332.01         | 3,848.63                        | -516.62             |
|                                           |           | X          | 7.00000            | 36.9541                           | 03/12/10         | 01/26/11      | 222.14           | 258.68                          | -36.54              |
| <b>Subtotal</b>                           |           |            | <b>217.00000</b>   |                                   |                  |               | <b>6,886.16</b>  | <b>7,958.46</b>                 | <b>-1,072.30</b>    |
| MASTERCARD INC CL A                       |           |            | 8.00000            | 324.8230                          | 08/11/11         | 11/28/11      | 2,850.90         | 2,598.59                        | 252.31              |
| MEAD JOHNSON<br>NUTRITION CO              |           |            | 31.00000           | 66.8113                           | 06/02/11         | 11/28/11      | 2,240.32         | 2,071.15                        | 169.17              |
| MELCO PBL ENTERTAINMENT<br>ADR            |           | X          | 340.00000          | 6.0227                            | 11/23/10         | 02/02/11      | 2,625.96         | 2,047.72                        | 578.24              |
|                                           |           | X          | 425.00000          | 6.0227                            | 11/23/10         | 03/31/11      | 3,229.29         | 2,559.65                        | 669.64              |
|                                           |           | X          | 310.00000          | 6.0227                            | 11/23/10         | 04/01/11      | 2,396.19         | 1,867.03                        | 529.16              |
|                                           |           | X          | 406.00000          | 6.2424                            | 11/24/10         | 04/01/11      | 3,138.24         | 2,534.41                        | 603.83              |
| <b>Subtotal</b>                           |           |            | <b>1,481.00000</b> |                                   |                  |               | <b>11,389.68</b> | <b>9,008.81</b>                 | <b>2,380.87</b>     |
| MOODY'S CORP                              |           |            | 185.00000          | 41.3259                           | 06/10/11         | 09/06/11      | 5,328.41         | 7,645.29                        | -2,316.88           |
| NETFLIX COM INC                           |           | X          | 13.00000           | 126.7477                          | 08/27/10         | 02/02/11      | 2,736.83         | 1,647.73                        | 1,089.10            |
| NETLOGIC MICROSYSTEMS<br>INC              |           |            | 196.00000          | 39.0758                           | 03/22/11         | 09/15/11      | 9,428.76         | 7,658.86                        | 1,769.90            |
| NEW ORIENTAL EDUCATIO<br>SP ADR           |           |            | 240.00000          | 29.8348                           | 09/02/11         | 10/05/11      | 5,770.80         | 7,160.35                        | -1,389.55           |
| NOBLE CORP BAAR<br>NAMEN-AKT              |           |            | 176.00000          | 45.3287                           | 03/07/11         | 07/12/11      | 6,405.27         | 7,977.85                        | -1,572.58           |
| NOVO NORDISK A S ADR                      |           | X          | 41.00000           | 69.3818                           | 02/08/10         | 02/02/11      | 4,611.59         | 2,844.66                        | 1,766.93            |
| NUANCE COMMUNICATIONS<br>INC              |           |            | 80.00000           | 25.9734                           | 10/24/11         | 11/28/11      | 1,864.76         | 2,077.88                        | -213.12             |

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## Annual Statement Information

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Account Number: 3249-9683  
FLEMING FOUNDATION  
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## Realized Gain/Loss

| Short Term Description         | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|-----------------|---------------------------------|---------------------|
| NVIDIA CORP                    |           |            | 88 00000         | 24 1009                           | 02/22/11         | 11/28/11      | 1,291.81        | 2,120.88                        | -829.07             |
|                                |           |            | 224 00000        | 24 1009                           | 02/22/11         | 12/07/11      | 3,365.01        | 5,398.60                        | -2,033.59           |
| <b>Subtotal</b>                |           |            | <b>312.00000</b> |                                   |                  |               | <b>4,656.82</b> | <b>7,519.48</b>                 | <b>-2,862.66</b>    |
| OMNIVISION TECHNOLOGIES<br>INC |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           | X          | 80 00000         | 23 4030                           | 10/01/10         | 02/02/11      | 2,135.15        | 1,872.24                        | 262.91              |
|                                |           | X          | 170.00000        | 23 4030                           | 10/01/10         | 08/30/11      | 3,102.82        | 3,978.51                        | -875.69             |
|                                |           | X          | 117 00000        | 22,7740                           | 10/04/10         | 08/30/11      | 2,135.48        | 2,664.56                        | -529.08             |
| <b>Subtotal</b>                |           |            | <b>367.00000</b> |                                   |                  |               | <b>7,373.45</b> | <b>8,515.31</b>                 | <b>-1,141.86</b>    |
| OPEN TEXT CORP                 |           |            | 36 00000         | 62 0042                           | 03/31/11         | 11/28/11      | 1,943.96        | 2,232.16                        | -288.20             |
| PAN AMERICAN SILVER<br>CORP    |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           | X          | 60 00000         | 30 2977                           | 10/22/10         | 02/02/11      | 2,030.36        | 1,817.87                        | 212.49              |
| PATTERSON-UTI ENERGY<br>INC    |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           |            | 161.00000        | 25 5600                           | 02/09/11         | 11/28/11      | 3,168.52        | 4,115.16                        | -946.64             |
| PLANTRONICS INC                |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           | X          | 41 00000         | 30 8796                           | 03/03/10         | 02/02/11      | 1,465.31        | 1,266.07                        | 199.24              |
|                                |           | X          | 24.00000         | 30,8796                           | 03/03/10         | 02/07/11      | 850.10          | 741.10                          | 109.00              |
|                                |           | X          | 50.00000         | 31,1211                           | 03/04/10         | 02/07/11      | 1,771.06        | 1,556.06                        | 215.00              |
|                                |           | X          | 31.00000         | 31,5496                           | 03/05/10         | 02/07/11      | 1,098.06        | 978.04                          | 120.02              |
|                                |           | X          | 34.00000         | 31 5496                           | 03/05/10         | 02/08/11      | 1,197.96        | 1,072.68                        | 125.28              |
|                                |           | X          | 34 00000         | 31 9999                           | 03/10/10         | 02/08/11      | 1,197.97        | 1,088.00                        | 109.97              |
| <b>Subtotal</b>                |           |            | <b>214.00000</b> |                                   |                  |               | <b>7,580.46</b> | <b>6,701.95</b>                 | <b>878.51</b>       |
| POLYCOM INC                    |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           | X          | 63 00000         | 35 2550                           | 11/10/10         | 02/02/11      | 2,814.15        | 2,221.07                        | 593.08              |
|                                |           | X          | 335 00000        | 17 6275                           | 11/10/10         | 10/21/11      | 5,524.58        | 5,905.21                        | -380.63             |
|                                |           | X          | 63 00000         | 17 6275                           | 11/10/10         | 10/24/11      | 1,033.94        | 1,110.53                        | -76.59              |
| <b>Subtotal</b>                |           |            | <b>461.00000</b> |                                   |                  |               | <b>9,372.67</b> | <b>9,236.81</b>                 | <b>135.86</b>       |
| QUALCOMM INC                   |           |            |                  |                                   |                  |               |                 |                                 |                     |
|                                |           | X          | 158 00000        | 42 6633                           | 04/20/10         | 02/02/11      | 8,571.80        | 6,740.81                        | 1,830.99            |
| QUALITY SYSTEMS INC            |           |            | 100 00000        | 45 5250                           | 07/07/11         | 10/28/11      | 3,893.71        | 4,552.51                        | -658.80             |



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## Annual Statement Information



Account Number: 3249-9683  
FLEMING FOUNDATION  
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## Realized Gain/Loss

| Short Term Description          | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| <b>Subtotal</b>                 |           |            | 82.00000       | 45.8087                           | 07/08/11         | 10/28/11      | 3,192.85  | 3,756.32                        | -563.47             |
| RIVERBED TECHNOLOGY INC         |           | X          | 182.00000      |                                   |                  |               | 7,086.56  | 8,308.83                        | -1,222.27           |
| ROVI CORP                       |           |            | 128.00000      | 14.3742                           | 03/30/10         | 02/02/11      | 4,588.15  | 1,839.90                        | 2,748.25            |
|                                 |           |            | 34.00000       | 64.5195                           | 01/06/11         | 02/02/11      | 2,172.57  | 2,193.67                        | -21.10              |
|                                 |           |            | 115.00000      | 64.5195                           | 01/06/11         | 03/10/11      | 6,228.88  | 7,419.74                        | -1,190.86           |
| <b>Subtotal</b>                 |           |            | 149.00000      |                                   |                  |               | 8,401.45  | 9,613.41                        | -1,211.96           |
| SALESFORCE COM                  |           |            | 31.00000       | 129.2841                          | 09/01/11         | 11/28/11      | 3,396.29  | 4,007.81                        | -611.52             |
| SCHLUMBERGER LTD                |           | X          | 28.00000       | 74.1885                           | 11/10/10         | 02/02/11      | 2,500.63  | 2,077.28                        | 423.35              |
| SCRIPPS NETWORKS<br>INTERACTIVE |           |            | 44.00000       | 52.7131                           | 12/23/10         | 02/02/11      | 2,061.36  | 2,319.38                        | -258.02             |
|                                 |           | X          | 120.00000      | 52.7131                           | 12/23/10         | 05/20/11      | 6,012.30  | 6,325.58                        | -313.28             |
|                                 |           | X          | 19.00000       | 52.7131                           | 12/23/10         | 05/23/11      | 936.14    | 1,001.54                        | -65.40              |
| <b>Subtotal</b>                 |           |            | 183.00000      |                                   |                  |               | 9,009.80  | 9,646.50                        | -636.70             |
| SINA CORP                       |           |            | 55.00000       | 90.9559                           | 02/04/11         | 06/09/11      | 5,081.70  | 5,002.57                        | 79.13               |
|                                 |           |            | 31.00000       | 91.8146                           | 02/07/11         | 06/09/11      | 2,864.24  | 2,846.25                        | 17.99               |
| <b>Subtotal</b>                 |           |            | 86.00000       |                                   |                  |               | 7,945.94  | 7,848.82                        | 97.12               |
| SOLARWINDS INC                  |           |            | 93.00000       | 23.2901                           | 05/03/11         | 11/28/11      | 2,836.44  | 2,165.99                        | 670.45              |
| ST JUDE MEDICAL INC             |           |            | 153.00000      | 51.3842                           | 03/29/11         | 08/18/11      | 6,269.92  | 7,861.78                        | -1,591.86           |
| STARBUCKS CORP                  |           | X          | 102.00000      | 30.4687                           | 11/09/10         | 08/10/11      | 3,638.74  | 3,107.81                        | 530.93              |
| TALEO CORP CL A                 |           | X          | 62.00000       | 26.0149                           | 03/10/10         | 02/02/11      | 1,907.70  | 1,612.93                        | 294.77              |
| TECK RESOURCES LTD<br>CLASS B   |           |            | 65.00000       | 41.4608                           | 10/04/10         | 02/02/11      | 4,169.70  | 2,694.96                        | 1,474.74            |
|                                 |           | X          | 199.00000      | 41.4608                           | 10/04/10         | 03/02/11      | 10,866.30 | 8,250.69                        | 2,615.61            |
| <b>Subtotal</b>                 |           |            | 264.00000      |                                   |                  |               | 15,036.00 | 10,945.65                       | 4,090.35            |
| TERADATA CORP                   |           |            | 37.00000       | 56.7912                           | 06/20/11         | 11/28/11      | 1,873.64  | 2,101.28                        | -227.64             |

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Account Number: 3249-9683  
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## Realized Gain/Loss

| Short Term               | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|-----------------|---------------------------------|---------------------|
| Description              |           |            |                   |                                   |                  |               |                 |                                 |                     |
| TIM PARTICIPACOE S A     |           |            | 0.61690           | 28.1840                           | 06/16/11         | 08/09/11      | 15.38           | 17.39                           | -2.01               |
| SPONSORED ADR            |           |            | 68.00000          | 28.1840                           | 06/16/11         | 11/28/11      | 1,529.97        | 1,916.52                        | -386.55             |
|                          |           |            | 0.28790           | 28.0749                           | 06/17/11         | 08/09/11      | 7.18            | 8.08                            | -0.90               |
| <b>Subtotal</b>          |           |            | <b>68.90480</b>   |                                   |                  |               | <b>1,552.53</b> | <b>1,941.99</b>                 | <b>-389.46</b>      |
| TUPPERWARE CORP          |           |            | 21.00000          | 66.6942                           | 06/21/11         | 11/28/11      | 1,153.29        | 1,400.58                        | -247.29             |
|                          |           |            | 60.00000          | 66.6942                           | 06/21/11         | 12/06/11      | 3,373.76        | 4,001.65                        | -627.89             |
|                          |           |            | 24.00000          | 66.6942                           | 06/21/11         | 12/07/11      | 1,334.47        | 1,600.66                        | -266.19             |
| <b>Subtotal</b>          |           |            | <b>105.00000</b>  |                                   |                  |               | <b>5,861.52</b> | <b>7,002.89</b>                 | <b>-1,141.37</b>    |
| UNITED TECHNOLOGIES CORP |           |            | 89.00000          | 87.0570                           | 05/18/11         | 10/06/11      | 6,253.90        | 7,748.07                        | -1,494.17           |
| UNITED THERAPEUTICS CORP |           | X          | 32.00000          | 56.5033                           | 09/30/10         | 02/02/11      | 2,160.29        | 1,808.11                        | 352.18              |
|                          |           | X          | 119.00000         | 56.5033                           | 09/30/10         | 06/13/11      | 6,631.03        | 6,723.89                        | -92.86              |
| <b>Subtotal</b>          |           |            | <b>151.00000</b>  |                                   |                  |               | <b>8,791.32</b> | <b>8,532.00</b>                 | <b>259.32</b>       |
| VALEANT PHARMACEUTICALS  |           |            |                   |                                   |                  |               |                 |                                 |                     |
| INTL INC CDA             |           |            | 95.00000          | 53.7623                           | 06/09/11         | 08/12/11      | 3,847.50        | 5,107.42                        | -1,259.92           |
|                          |           |            | 52.00000          | 52.5480                           | 06/10/11         | 08/12/11      | 2,106.01        | 2,732.50                        | -626.49             |
| <b>Subtotal</b>          |           |            | <b>147.00000</b>  |                                   |                  |               | <b>5,953.51</b> | <b>7,839.92</b>                 | <b>-1,886.41</b>    |
| VEECO INSTRUMENTS INC    |           |            |                   |                                   |                  |               |                 |                                 |                     |
| DEL                      |           | X          | 40.00000          | 43.9598                           | 05/06/10         | 02/02/11      | 1,771.16        | 1,758.40                        | 12.76               |
| VERIFONE SYSTEMS INC     |           | X          | 58.00000          | 41.1018                           | 12/14/10         | 02/02/11      | 2,433.05        | 2,383.91                        | 49.14               |
|                          |           | X          | 2.00000           | 41.1018                           | 12/14/10         | 11/28/11      | 83.29           | 82.20                           | 1.09                |
|                          |           | X          | 47.00000          | 41.0153                           | 12/15/10         | 11/28/11      | 1,957.52        | 1,927.72                        | 29.80               |
| <b>Subtotal</b>          |           |            | <b>107.00000</b>  |                                   |                  |               | <b>4,473.86</b> | <b>4,393.83</b>                 | <b>80.03</b>        |
| VERTEX PHARMACEUTICALS   |           |            |                   |                                   |                  |               |                 |                                 |                     |
| INC                      |           |            | 105.00000         | 56.2576                           | 05/24/11         | 11/09/11      | 3,257.42        | 5,907.05                        | -2,649.63           |
|                          |           |            | 35.00000          | 56.2472                           | 05/25/11         | 11/09/11      | 1,085.82        | 1,968.65                        | -882.83             |

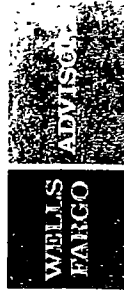


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## Annual Statement Information

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

## Realized Gain/Loss

| Short Term                                                        | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|---------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                                   |           |            | <b>140.00000</b>  |                                   |                  |               | <b>4,343.24</b>     | <b>7,875.70</b>                 | <b>-3,532.46</b>    |
| VMWARE INC CLASS A                                                |           |            | 44.00000          | 92.2862                           | 09/01/11         | 11/28/11      | 4,091.04            | 4,060.60                        | 30.44               |
| WADDELL & REED FINL INC<br>CL A                                   |           |            | 55.00000          | 40.3866                           | 04/20/11         | 11/28/11      | 1,340.87            | 2,221.27                        | -880.40             |
|                                                                   |           |            | 20.00000          | 40.3866                           | 04/20/11         | 12/13/11      | 511.17              | 807.73                          | -296.56             |
|                                                                   |           |            | 60.00000          | 40.8578                           | 04/21/11         | 12/13/11      | 1,533.51            | 2,451.47                        | -917.96             |
|                                                                   |           |            | 35.00000          | 40.8578                           | 04/21/11         | 12/14/11      | 853.81              | 1,430.02                        | -576.21             |
|                                                                   |           |            | 33.00000          | 40.4991                           | 04/25/11         | 12/14/11      | 805.03              | 1,336.47                        | -531.44             |
| <b>Subtotal</b>                                                   |           |            | <b>203.00000</b>  |                                   |                  |               | <b>5,044.39</b>     | <b>8,246.96</b>                 | <b>-3,202.57</b>    |
| WATERS CORPORATION                                                |           |            | 91.00000          | 89.8663                           | 04/05/11         | 08/03/11      | 7,409.94            | 8,177.83                        | -767.89             |
| WATSON PHARMACEUTICALS<br>INC                                     |           |            | 31.00000          | 69.6233                           | 07/07/11         | 11/28/11      | 2,026.43            | 2,158.33                        | -131.90             |
| WYNN RESORTS LTD                                                  |           |            | 15.00000          | 147.4555                          | 09/15/11         | 11/28/11      | 1,703.51            | 2,211.84                        | -508.33             |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                   |                                   |                  |               | <b>\$285,927.88</b> | <b>\$327,034.35</b>             | <b>-\$41,106.47</b> |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                   |                                   |                  |               | <b>\$298,706.54</b> | <b>\$250,323.21</b>             | <b>\$48,383.33</b>  |
| <b>Long Term</b>                                                  |           |            |                   |                                   |                  |               |                     |                                 |                     |
| Description                                                       |           | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
| ABERCROMBIE & FITCH CO                                            |           | X          | 38.00000          | 41.5733                           | 11/17/09         | 02/02/11      | 1,876.02            | 1,579.79                        | 296.23              |
|                                                                   |           | X          | 123.00000         | 41.5733                           | 11/17/09         | 05/17/11      | 8,868.14            | 5,113.52                        | 3,754.62            |
|                                                                   |           | X          | 20.00000          | 41.5733                           | 11/17/09         | 11/08/11      | 1,137.38            | 831.46                          | 305.92              |
| <b>Subtotal</b>                                                   |           |            | <b>181.00000</b>  |                                   |                  |               | <b>11,881.54</b>    | <b>7,524.77</b>                 | <b>4,356.77</b>     |
| AGRIUM INC                                                        |           | X          | 24.00000          | 47.7363                           | 06/16/09         | 02/02/11      | 2,228.12            | 1,145.68                        | 1,082.44            |
|                                                                   |           | X          | 41.00000          | 47.7363                           | 06/16/09         | 11/28/11      | 2,765.39            | 1,957.19                        | 808.20              |
| <b>Subtotal</b>                                                   |           |            | <b>65.00000</b>   |                                   |                  |               | <b>4,993.51</b>     | <b>3,102.87</b>                 | <b>1,890.64</b>     |
| ALTERA CORPORATION                                                |           | X          | 52.00000          | 22.6492                           | 05/07/08         | 02/02/11      | 2,059.68            | 1,177.76                        | 881.92              |

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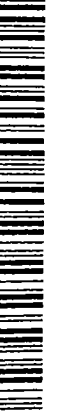
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Account Number: 3249-9683  
FLEMING FOUNDATION  
(CAL GR)

## Realized Gain/Loss

| Long Term<br>Description  | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                           |           | X          | 47.00000          | 22.6492                           | 05/07/08         | 11/28/11      | 1,636.97         | 1,064.52                        | 572.45              |
|                           |           | X          | 132.00000         | 22.6492                           | 05/07/08         | 12/13/11      | 4,616.83         | 2,989.68                        | 1,627.15            |
|                           |           |            | <b>231.00000</b>  |                                   |                  |               | <b>8,313.48</b>  | <b>5,231.96</b>                 | <b>3,081.52</b>     |
| AMAZON COM INC            |           | X          | 65.00000          | 61.9451                           | 04/27/07         | 02/02/11      | 11,304.58        | 4,026.43                        | 7,278.15            |
|                           |           | X          | 35.00000          | 61.9451                           | 04/27/07         | 05/26/11      | 6,768.83         | 2,168.08                        | 4,600.75            |
|                           |           | X          | 13.00000          | 61.9451                           | 04/27/07         | 08/11/11      | 2,560.38         | 805.28                          | 1,755.10            |
|                           |           | X          | 22.00000          | 69.1057                           | 05/29/07         | 08/11/11      | 4,332.97         | 1,520.33                        | 2,812.64            |
|                           |           | X          | 24.00000          | 69.1057                           | 05/29/07         | 11/28/11      | 4,616.30         | 1,658.53                        | 2,957.77            |
|                           |           | X          | 21.00000          | 74.4113                           | 02/11/08         | 11/28/11      | 4,039.28         | 1,562.64                        | 2,476.64            |
|                           |           |            | <b>180.00000</b>  |                                   |                  |               | <b>33,622.34</b> | <b>11,741.29</b>                | <b>21,881.05</b>    |
| AMPHENOL CORP NEW<br>CL A |           | X          | 158.00000         | 47.5412                           | 06/10/08         | 02/03/11      | 8,978.45         | 7,511.50                        | 1,466.95            |
| ANGLO AMERICAN PLC ADR    |           | X          | 99.00000          | 14.2611                           | 07/14/09         | 02/02/11      | 2,603.65         | 1,411.85                        | 1,191.80            |
|                           |           | X          | 125.00000         | 14.2611                           | 07/14/09         | 03/04/11      | 3,344.77         | 1,782.64                        | 1,562.13            |
|                           |           | X          | 86.00000          | 14.2611                           | 07/14/09         | 03/07/11      | 2,278.27         | 1,226.45                        | 1,051.82            |
|                           |           | X          | 214.00000         | 14.7759                           | 07/15/09         | 03/07/11      | 5,669.20         | 3,162.05                        | 2,507.15            |
|                           |           | X          | 39.00000          | 14.7759                           | 07/15/09         | 03/08/11      | 1,011.55         | 576.25                          | 435.30              |
|                           |           |            | <b>563.00000</b>  |                                   |                  |               | <b>14,907.44</b> | <b>8,159.24</b>                 | <b>6,748.20</b>     |
| APACHE CORP COMMON        |           | X          | 50.00000          | 105.7385                          | 11/06/07         | 02/02/11      | 6,044.91         | 5,286.93                        | 757.98              |
|                           |           | X          | 1.00000           | 106.9009                          | 11/07/07         | 02/02/11      | 120.90           | 106.91                          | 13.99               |
|                           |           | X          | 14.00000          | 106.9009                          | 11/07/07         | 11/28/11      | 1,259.27         | 1,496.60                        | -237.33             |
|                           |           | X          | 24.00000          | 97.0400                           | 11/28/07         | 11/28/11      | 2,158.76         | 2,328.96                        | -170.20             |
|                           |           |            | <b>89.00000</b>   |                                   |                  |               | <b>9,583.84</b>  | <b>9,219.40</b>                 | <b>364.44</b>       |
| APPLE INC                 |           | X          | 32.00000          | 25.1835                           | 10/28/04         | 02/02/11      | 11,019.30        | 805.85                          | 10,213.45           |
|                           |           | X          | 11.00000          | 179.6000                          | 11/28/07         | 02/02/11      | 3,787.89         | 1,975.60                        | 1,812.29            |

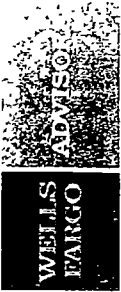


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FLEMING FOUNDATION

## Annual Statement Information

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

## Realized Gain/Loss

| Long Term Description             | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| ARM HOLDINGS PLC<br>SPONSORED ADR |           | X          | 16.00000       | 179.6000                          | 11/28/07         | 08/19/11      | 5,737.88  | 2,873.60                        | 2,864.28            |
|                                   |           | X          | 7.00000        | 179.6000                          | 11/28/07         | 09/21/11      | 2,926.01  | 1,257.20                        | 1,668.81            |
|                                   |           | X          | 34.00000       | 179.6000                          | 11/28/07         | 11/28/11      | 12,723.23 | 6,106.40                        | 6,616.83            |
|                                   | Subtotal  |            | 100.00000      |                                   |                  |               | 36,194.31 | 13,018.65                       | 23,175.66           |
| BABCOCK & WILCOX CO               |           | X          | 82.00000       | 15.9309                           | 08/27/10         | 11/28/11      | 2,172.13  | 1,306.33                        | 865.80              |
|                                   |           | X          | 73.00000       | 15.9309                           | 08/27/10         | 12/09/11      | 1,960.74  | 1,162.95                        | 797.79              |
|                                   |           | X          | 191.00000      | 15.9498                           | 08/30/10         | 12/09/11      | 5,130.19  | 3,046.41                        | 2,083.78            |
|                                   | Subtotal  |            | 346.00000      |                                   |                  |               | 9,263.06  | 5,515.69                        | 3,747.37            |
| BAIDU INC ADR                     |           | X          | 35.00000       | 23.0046                           | 01/20/10         | 02/02/11      | 1,030.03  | 805.17                          | 224.86              |
|                                   |           | X          | 123.00000      | 23.0046                           | 01/20/10         | 03/17/11      | 3,700.62  | 2,829.56                        | 871.06              |
|                                   |           |            | 158.00000      |                                   |                  |               | 4,730.65  | 3,634.73                        | 1,095.92            |
|                                   | Subtotal  |            | 50.00000       | 13.6490                           | 02/24/09         | 02/02/11      | 5,955.89  | 682.45                          | 5,273.44            |
| BARRICK GOLD CORP                 |           | X          | 180.00000      | 13.6490                           | 02/24/09         | 10/03/11      | 19,230.25 | 2,456.82                        | 16,773.43           |
|                                   |           |            | 230.00000      |                                   |                  |               | 25,186.14 | 3,139.27                        | 22,046.87           |
|                                   |           | X          | 70.00000       | 29.6572                           | 03/16/09         | 02/02/11      | 3,318.63  | 2,076.01                        | 1,242.62            |
|                                   | Subtotal  |            | 121.00000      | 29.6572                           | 03/16/09         | 11/28/11      | 5,978.18  | 3,588.52                        | 2,389.66            |
| BRUKER CORPORATION                |           |            | 191.00000      |                                   |                  |               | 9,296.81  | 5,664.53                        | 3,632.28            |
|                                   |           | X          | 141.00000      | 13.1651                           | 07/30/10         | 08/22/11      | 1,798.53  | 1,856.27                        | -57.74              |
|                                   |           | X          | 119.00000      | 13.4817                           | 08/02/10         | 08/22/11      | 1,517.91  | 1,604.33                        | -86.42              |
|                                   |           | X          | 76.00000       | 13.4817                           | 08/02/10         | 08/23/11      | 989.01    | 1,024.60                        | -35.59              |
| CHECK POINT SOFTWARE<br>TECH LTD  |           | X          | 98.00000       | 13.8514                           | 08/03/10         | 08/23/11      | 1,275.32  | 1,357.44                        | -82.12              |
|                                   |           |            | 434.00000      |                                   |                  |               | 5,580.77  | 5,842.64                        | -261.87             |
|                                   |           | X          | 110.00000      | 42.7969                           | 11/03/10         | 11/28/11      | 5,978.89  | 4,707.66                        | 1,271.23            |
|                                   | Subtotal  |            | 78.00000       | 28.9085                           | 01/12/07         | 02/02/11      | 1,687.87  | 2,254.86                        | -566.99             |

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Account Number: 3249-9683  
FLEMING FOUNDATION  
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## Realized Gain/Loss

| Long Term<br>Description | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                          |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                          |           | X          | 19.00000          | 28 3171                           | 11/28/07         | 02/02/11      | 411.16           | 538.03                          | -126.87             |
|                          |           | X          | 322.00000         | 28 3171                           | 11/28/07         | 05/20/11      | 5,331.31         | 9,118.10                        | -3,786.79           |
|                          |           |            | <b>419.00000</b>  |                                   |                  |               | <b>7,430.34</b>  | <b>11,910.99</b>                | <b>-4,480.65</b>    |
|                          |           | X          | 25.00000          | 60 8710                           | 08/31/10         | 11/28/11      | 1,553.22         | 1,521.78                        | 31.44               |
|                          |           | X          | 8.00000           | 221.4070                          | 11/13/08         | 02/02/11      | 2,526.35         | 1,771.26                        | 755.09              |
|                          |           | X          | 27.00000          | 221 4070                          | 11/13/08         | 06/08/11      | 7,115.56         | 5,977.98                        | 1,137.58            |
|                          |           |            | <b>35.00000</b>   |                                   |                  |               | <b>9,641.91</b>  | <b>7,749.24</b>                 | <b>1,892.67</b>     |
|                          |           | X          | 77.00000          | 35 3865                           | 04/25/08         | 02/02/11      | 4,097.09         | 2,724.76                        | 1,372.33            |
|                          |           | X          | 73.00000          | 35 3865                           | 04/25/08         | 03/30/11      | 3,819.98         | 2,583.21                        | 1,236.77            |
|                          |           | X          | 105.00000         | 19 3600                           | 10/30/08         | 03/30/11      | 5,494.50         | 2,032.80                        | 3,461.70            |
|                          |           | X          | 5.00000           | 19 7672                           | 10/31/08         | 03/30/11      | 261.65           | 98.84                           | 162.81              |
|                          |           | X          | 47.00000          | 19 7672                           | 10/31/08         | 11/28/11      | 2,886.68         | 929.06                          | 1,957.62            |
|                          |           |            | <b>307.00000</b>  |                                   |                  |               | <b>16,559.90</b> | <b>8,368.67</b>                 | <b>8,191.23</b>     |
|                          |           | X          | 53.00000          | 41 4437                           | 10/21/09         | 02/02/11      | 4,016.26         | 2,196.52                        | 1,819.74            |
|                          |           | X          | 91.00000          | 41 4437                           | 10/21/09         | 05/06/11      | 6,987.89         | 3,771.38                        | 3,216.51            |
|                          |           | X          | 97.00000          | 41 4437                           | 10/21/09         | 06/20/11      | 6,572.25         | 4,020.03                        | 2,552.22            |
|                          |           |            | <b>241.00000</b>  |                                   |                  |               | <b>17,576.40</b> | <b>9,987.93</b>                 | <b>7,588.47</b>     |
|                          |           | X          | 131.00000         | 27.8047                           | 11/22/10         | 11/28/11      | 4,252.50         | 3,642.42                        | 610.08              |
|                          |           | X          | 6.00000           | 27 8047                           | 11/22/10         | 12/21/11      | 199.75           | 166.82                          | 32.93               |
|                          |           | X          | 111.00000         | 27 4537                           | 11/23/10         | 12/21/11      | 3,695.48         | 3,047.36                        | 648.12              |
|                          |           |            | <b>248.00000</b>  |                                   |                  |               | <b>8,147.73</b>  | <b>6,856.60</b>                 | <b>1,291.13</b>     |
|                          |           | X          | 56.00000          | 53 2121                           | 05/03/10         | 11/28/11      | 2,886.74         | 2,979.87                        | -93.13              |
|                          |           | X          | 43.00000          | 52 1031                           | 05/04/10         | 11/28/11      | 2,216.61         | 2,240.44                        | -23.83              |
|                          |           |            | <b>99.00000</b>   |                                   |                  |               | <b>5,103.35</b>  | <b>5,220.31</b>                 | <b>-116.96</b>      |



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Account Number: 3249-9683  
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## Realized Gain/Loss

| Long Term Description                            | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| E M C CORP MASS                                  |           | X          | 210.00000        | 18.0646                           | 07/01/10         | 11/28/11      | 4,687.11         | 3,793.57                        | 893.54              |
| EATON CORPORATION                                |           | X          | 158.00000        | 39.5732                           | 04/13/10         | 06/14/11      | 7,489.93         | 6,252.56                        | 1,237.37            |
|                                                  |           | X          | 176.00000        | 45.3598                           | 11/03/10         | 11/28/11      | 7,371.43         | 7,983.33                        | -611.90             |
| <b>Subtotal</b>                                  |           |            | <b>334.00000</b> |                                   |                  |               | <b>14,861.36</b> | <b>14,235.89</b>                | <b>625.47</b>       |
| EXPEDIA INC                                      |           | X          | 148.00000        | 24.0415                           | 10/07/09         | 02/02/11      | 3,737.48         | 3,558.15                        | 179.33              |
|                                                  |           | X          | 154.00000        | 24.0415                           | 10/07/09         | 02/18/11      | 3,232.73         | 3,702.38                        | -469.65             |
| <b>Subtotal</b>                                  |           |            | <b>302.00000</b> |                                   |                  |               | <b>6,970.21</b>  | <b>7,260.53</b>                 | <b>-290.32</b>      |
| FIRST SOLAR INC                                  |           | X          | 13.00000         | 216.2261                          | 11/19/07         | 02/02/11      | 2,131.95         | 2,810.94                        | -678.99             |
|                                                  |           | X          | 17.00000         | 216.2261                          | 11/19/07         | 05/13/11      | 2,134.31         | 3,675.84                        | -1,541.53           |
|                                                  |           | X          | 22.00000         | 217.4994                          | 11/28/07         | 05/13/11      | 2,762.05         | 4,784.99                        | -2,022.94           |
| <b>Subtotal</b>                                  |           |            | <b>52.00000</b>  |                                   |                  |               | <b>7,028.31</b>  | <b>11,271.77</b>                | <b>-4,243.46</b>    |
| FLUOR CORP (NEW)                                 |           | X          | 75.00000         | 43.1810                           | 06/30/10         | 11/28/11      | 3,884.92         | 3,238.58                        | 646.34              |
| FRANKLIN RESOURCES INC                           |           | X          | 29.00000         | 92.9861                           | 08/20/09         | 02/02/11      | 3,555.62         | 2,696.60                        | 859.02              |
|                                                  |           | X          | 30.00000         | 92.9861                           | 08/20/09         | 11/28/11      | 2,802.24         | 2,789.59                        | 12.65               |
| <b>Subtotal</b>                                  |           |            | <b>59.00000</b>  |                                   |                  |               | <b>6,357.86</b>  | <b>5,486.19</b>                 | <b>871.67</b>       |
| FREEPORT-MCMORAN COPPER<br>& GOLD INC<br>CLASS B |           | X          | 108.00000        | 46.3196                           | 10/07/10         | 11/28/11      | 3,847.44         | 5,002.52                        | -1,155.08           |
| F5 NETWORKS INC                                  |           | X          | 69.00000         | 51.7134                           | 01/27/10         | 01/28/11      | 7,648.07         | 3,568.23                        | 4,079.84            |
|                                                  |           | X          | 19.00000         | 51.7134                           | 01/27/10         | 02/02/11      | 2,149.24         | 982.56                          | 1,166.68            |
|                                                  |           | X          | 52.00000         | 51.7134                           | 01/27/10         | 03/18/11      | 5,151.63         | 2,689.09                        | 2,462.54            |
| <b>Subtotal</b>                                  |           |            | <b>140.00000</b> |                                   |                  |               | <b>14,948.94</b> | <b>7,239.88</b>                 | <b>7,709.06</b>     |
| GEN-PROBE INC                                    |           | X          | 16.00000         | 69.9652                           | 10/09/07         | 02/02/11      | 1,018.54         | 1,119.44                        | -100.90             |
|                                                  |           | X          | 16.00000         | 69.6081                           | 10/10/07         | 02/02/11      | 1,018.54         | 1,113.74                        | -95.20              |
|                                                  |           | X          | 22.00000         | 69.6081                           | 10/10/07         | 07/20/11      | 1,379.97         | 1,531.37                        | -151.40             |

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Account Number: 3249-9683  
FLEMING FOUNDATION  
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## Realized Gain/Loss

| Long Term<br>Description   | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|----------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                            |           | X          | 34.00000          | 70.0211                           | 10/11/07         | 07/20/11      | 2,132.68         | 2,380.72                        | -248.04             |
|                            |           | X          | 65.00000          | 63.7300                           | 11/28/07         | 07/20/11      | 4,077.19         | 4,142.45                        | -65.26              |
|                            |           |            | <b>153.00000</b>  |                                   |                  |               | <b>9,626.92</b>  | <b>10,287.72</b>                | <b>-660.80</b>      |
| GOOGLE INC CL A            |           | X          | 18.00000          | 197.9337                          | 04/20/05         | 02/02/11      | 11,025.86        | 3,562.79                        | 7,463.07            |
|                            |           | X          | 4.00000           | 372.1792                          | 10/31/05         | 02/02/11      | 2,450.20         | 1,488.72                        | 961.48              |
|                            |           | X          | 14.00000          | 372.1792                          | 10/31/05         | 11/28/11      | 8,189.84         | 5,210.51                        | 2,979.33            |
|                            |           | X          | 1.00000           | 384.1942                          | 06/08/06         | 11/28/11      | 584.99           | 384.20                          | 200.79              |
|                            |           | X          | 5.00000           | 384.1942                          | 06/08/06         | 12/16/11      | 3,121.06         | 1,920.98                        | 1,200.08            |
|                            |           |            | <b>42.00000</b>   |                                   |                  |               | <b>25,371.95</b> | <b>12,567.20</b>                | <b>12,804.75</b>    |
| GRAFTECH INTERNATIONAL LTD |           | X          | 128.00000         | 15.0547                           | 08/14/09         | 02/02/11      | 2,798.38         | 1,927.01                        | 871.37              |
|                            |           | X          | 250.00000         | 15.0547                           | 08/14/09         | 03/02/11      | 4,857.50         | 3,763.68                        | 1,093.82            |
|                            |           | X          | 192.00000         | 15.0547                           | 08/14/09         | 03/03/11      | 3,841.07         | 2,890.49                        | 950.58              |
|                            |           |            | <b>570.00000</b>  |                                   |                  |               | <b>11,496.95</b> | <b>8,581.18</b>                 | <b>2,915.77</b>     |
| HANSEN NATURAL CORP        |           | X          | 36.00000          | 47.3987                           | 09/07/10         | 11/28/11      | 3,198.17         | 1,706.36                        | 1,491.81            |
| HERBALIFE LTD              |           | X          | 36.00000          | 29.7514                           | 09/14/10         | 11/28/11      | 1,929.55         | 1,071.05                        | 858.50              |
| ILLUMINA INC               |           | X          | 35.00000          | 40.4813                           | 03/12/10         | 11/28/11      | 941.83           | 1,416.85                        | -475.02             |
|                            |           | X          | 20.00000          | 40.4813                           | 03/12/10         | 12/13/11      | 526.04           | 809.63                          | -283.59             |
|                            |           | X          | 97.00000          | 40.4813                           | 03/12/10         | 12/14/11      | 2,562.64         | 3,926.68                        | -1,364.04           |
|                            |           |            | <b>152.00000</b>  |                                   |                  |               | <b>4,030.51</b>  | <b>6,153.16</b>                 | <b>-2,122.65</b>    |
| IMAX CORP                  |           | X          | 75.00000          | 19.5030                           | 05/17/10         | 07/13/11      | 2,096.20         | 1,462.72                        | 633.48              |
|                            |           | X          | 21.00000          | 19.5030                           | 05/17/10         | 07/14/11      | 591.03           | 409.56                          | 181.47              |
|                            |           | X          | 220.00000         | 19.8494                           | 05/18/10         | 07/14/11      | 6,191.80         | 4,366.87                        | 1,824.93            |
|                            |           |            | <b>316.00000</b>  |                                   |                  |               | <b>8,879.03</b>  | <b>6,239.15</b>                 | <b>2,639.88</b>     |
| INTEL CORP                 |           | X          | 103.00000         | 19.7193                           | 08/18/10         | 11/28/11      | 2,398.26         | 2,031.09                        | 367.17              |

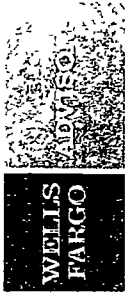


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Account Number: 3249-9683  
FLEMING FOUNDATION  
(CAL GR)

## Realized Gain/Loss

| Long Term                       | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                     |           |            |                   |                                   |                  |               |                  |                                 |                     |
| INTERCONTINENTALEXCHANGE<br>INC |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                 |           | X          | 19.00000          | 58.2237                           | 02/25/09         | 02/02/11      | 2,286.98         | 1,106.26                        | 1,180.72            |
|                                 |           | X          | 18.00000          | 58.2237                           | 02/25/09         | 11/28/11      | 2,107.75         | 1,048.03                        | 1,059.72            |
| <b>Subtotal</b>                 |           |            | <b>37.00000</b>   |                                   |                  |               | <b>4,394.73</b>  | <b>2,154.29</b>                 | <b>2,240.44</b>     |
| INTUIT INC                      |           | X          | 38.00000          | 48.1628                           | 11/01/10         | 11/28/11      | 1,923.52         | 1,830.19                        | 93.33               |
| JABIL CIRCUIT INC               |           | X          | 111.00000         | 14.7257<br>15.0057                | 10/14/09         | 02/02/11      | 2,293.52         | 1,634.56<br>1,665.64            | 658.96              |
|                                 |           | X          | 388.00000         | 14.5856<br>15.0057                | 10/14/09         | 07/05/11      | 7,954.50         | 5,659.24<br>5,822.20            | 2,295.26            |
| <b>Subtotal</b>                 |           |            | <b>499.00000</b>  |                                   |                  |               | <b>10,248.02</b> | <b>7,293.80<br/>7,487.84</b>    | <b>2,954.22</b>     |
| KOMATSU LTD<br>SPON ADR NEW     |           | X          | 236.00000         | 28.0790                           | 11/09/10         | 11/28/11      | 5,722.89         | 6,626.64                        | -903.75             |
| LULULEMON ATHLETICA INC         |           | X          | 35.00000          | 31.5170                           | 01/19/10         | 02/02/11      | 2,510.49         | 1,103.10                        | 1,407.39            |
|                                 |           | X          | 18.00000          | 31.1204                           | 01/20/10         | 02/02/11      | 1,291.12         | 560.17                          | 730.95              |
|                                 |           | X          | 65.00000          | 31.1204                           | 01/20/10         | 02/14/11      | 5,446.61         | 2,022.82                        | 3,423.79            |
|                                 |           | X          | 2.00000           | 31.1204                           | 01/20/10         | 02/15/11      | 163.43           | 62.24                           | 101.19              |
|                                 |           | X          | 88.00000          | 31.4747                           | 01/21/10         | 02/15/11      | 7,191.25         | 2,769.78                        | 4,421.47            |
|                                 |           | X          | 43.00000          | 31.4747                           | 01/21/10         | 02/16/11      | 3,544.76         | 1,353.41                        | 2,191.35            |
| <b>Subtotal</b>                 |           |            | <b>251.00000</b>  |                                   |                  |               | <b>20,147.66</b> | <b>7,871.52</b>                 | <b>12,276.14</b>    |
| MARVELL TECHNOLOGY<br>GROUP LTD |           | X          | 152.00000         | 11.0198                           | 05/07/09         | 02/02/11      | 2,965.89         | 1,675.01                        | 1,290.88            |
|                                 |           | X          | 115.00000         | 11.0198                           | 05/07/09         | 03/04/11      | 1,875.76         | 1,267.28                        | 608.48              |
|                                 |           | X          | 429.00000         | 11.0198                           | 05/07/09         | 03/07/11      | 6,770.73         | 4,727.49                        | 2,043.24            |
| <b>Subtotal</b>                 |           |            | <b>696.00000</b>  |                                   |                  |               | <b>11,612.38</b> | <b>7,669.78</b>                 | <b>3,942.60</b>     |
| MCDERMOTT INTL INC              |           | X          | 68.00000          | 12.5560                           | 01/20/10         | 02/02/11      | 1,485.81         | 853.82                          | 631.99              |
|                                 |           | X          | 248.00000         | 12.5560                           | 01/20/10         | 06/13/11      | 4,444.54         | 3,113.90                        | 1,330.64            |

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## Annual Statement Information

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

## Realized Gain/Loss

| Long Term Description      | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|----------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>            |           |            | <b>316.00000</b> |                                   |                  |               | <b>5,930.35</b>  | <b>3,967.72</b>                 | <b>1,962.63</b>     |
| MERCADOLIBRE INC           |           | X          | 42.00000         | 40.4017                           | 10/06/09         | 02/02/11      | 2,906.37         | 1,696.88                        | 1,209.49            |
|                            |           | X          | 58.00000         | 40.4017                           | 10/06/09         | 10/28/11      | 3,984.59         | 2,343.29                        | 1,641.30            |
|                            |           | X          | 12.00000         | 40.4787                           | 10/07/09         | 10/28/11      | 824.40           | 485.75                          | 338.65              |
|                            |           | X          | 73.00000         | 40.4787                           | 10/07/09         | 10/31/11      | 4,805.69         | 2,954.94                        | 1,850.75            |
| <b>Subtotal</b>            |           |            | <b>185.00000</b> |                                   |                  |               | <b>12,521.05</b> | <b>7,480.86</b>                 | <b>5,040.19</b>     |
| NATIONAL OILWELL VARCO INC |           | X          | 60.00000         | 29.8667                           | 11/03/08         | 02/02/11      | 4,504.75         | 1,792.00                        | 2,712.75            |
|                            |           | X          | 44.00000         | 29.8667                           | 11/03/08         | 11/28/11      | 2,868.73         | 1,314.13                        | 1,554.60            |
|                            |           | X          | 4.00000          | 26.2585                           | 02/27/09         | 11/28/11      | 260.80           | 105.04                          | 155.76              |
| <b>Subtotal</b>            |           |            | <b>108.00000</b> |                                   |                  |               | <b>7,634.28</b>  | <b>3,211.17</b>                 | <b>4,423.11</b>     |
| NETAPP INC                 |           | X          | 100.00000        | 24.0472                           | 06/17/08         | 02/02/11      | 5,716.19         | 2,404.73                        | 3,311.46            |
|                            |           | X          | 160.00000        | 24.0472                           | 06/17/08         | 02/18/11      | 8,480.73         | 3,847.55                        | 4,633.18            |
|                            |           | X          | 156.00000        | 24.0472                           | 06/17/08         | 03/15/11      | 7,267.70         | 3,751.36                        | 3,516.34            |
| <b>Subtotal</b>            |           |            | <b>416.00000</b> |                                   |                  |               | <b>21,464.62</b> | <b>10,003.64</b>                | <b>11,460.98</b>    |
| NETFLIX COM INC            |           | X          | 45.00000         | 126.7477                          | 08/27/10         | 09/19/11      | 7,275.37         | 5,703.64                        | 1,571.73            |
| NII HLDGS INC CL B<br>NEW  |           | X          | 48.00000         | 33.9577                           | 01/27/10         | 02/02/11      | 2,012.12         | 1,629.97                        | 382.15              |
|                            |           | X          | 85.00000         | 33.9577                           | 01/27/10         | 03/18/11      | 3,244.74         | 2,886.41                        | 358.33              |
|                            |           | X          | 78.00000         | 33.9577                           | 01/27/10         | 03/21/11      | 3,018.49         | 2,648.69                        | 369.80              |
| <b>Subtotal</b>            |           |            | <b>211.00000</b> |                                   |                  |               | <b>8,275.35</b>  | <b>7,165.07</b>                 | <b>1,110.28</b>     |
| NOVO NORDISK A S ADR       |           | X          | 41.00000         | 69.3818                           | 02/08/10         | 11/28/11      | 4,461.53         | 2,844.65                        | 1,616.88            |
| ORACLE CORPORATION         |           | X          | 196.00000        | 17.8658                           | 02/11/09         | 02/02/11      | 6,500.15         | 3,501.70                        | 2,998.45            |
|                            |           | X          | 279.00000        | 17.8658                           | 02/11/09         | 11/28/11      | 8,259.47         | 4,984.56                        | 3,274.91            |
| <b>Subtotal</b>            |           |            | <b>475.00000</b> |                                   |                  |               | <b>14,759.62</b> | <b>8,486.26</b>                 | <b>6,273.36</b>     |



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

## Realized Gain/Loss

| Long Term Description        | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| PAN AMERICAN SILVER<br>CORP  |           | X          | 65.00000         | 30.2977                           | 10/22/10         | 11/28/11      | 1,566.46         | 1,969.35                        | -402.89             |
| PARKER-HANNIFIN CORP         |           | X          | 62.00000         | 62.4959                           | 03/11/08         | 02/02/11      | 5,587.99         | 3,874.75                        | 1,713.24            |
|                              |           | X          | 80.00000         | 62.4959                           | 03/11/08         | 05/02/11      | 7,501.51         | 4,999.67                        | 2,501.84            |
|                              |           | X          | 29.00000         | 69.4621                           | 04/13/10         | 05/02/11      | 2,719.31         | 2,014.41                        | 704.90              |
|                              |           | X          | 28.00000         | 69.4621                           | 04/13/10         | 11/28/11      | 2,196.27         | 1,944.94                        | 251.33              |
| <b>Subtotal</b>              |           |            | <b>199.00000</b> |                                   |                  |               | <b>18,005.08</b> | <b>12,833.77</b>                | <b>5,171.31</b>     |
| PRICELINE COM INC<br>COM NEW |           | X          | 27.00000         | 206.6194                          | 11/16/09         | 02/02/11      | 11,841.97        | 5,578.73                        | 6,263.24            |
|                              |           | X          | 10.00000         | 206.6194                          | 11/16/09         | 04/05/11      | 5,157.74         | 2,066.19                        | 3,091.55            |
|                              |           | X          | 13.00000         | 243.2735                          | 03/02/10         | 05/10/11      | 6,849.40         | 3,162.56                        | 3,686.84            |
|                              |           | X          | 16.00000         | 243.2735                          | 03/02/10         | 08/10/11      | 8,073.74         | 3,892.37                        | 4,181.37            |
|                              |           | X          | 4.00000          | 239.4462                          | 03/11/10         | 08/10/11      | 2,018.44         | 957.79                          | 1,060.65            |
|                              |           | X          | 16.00000         | 239.4462                          | 03/11/10         | 11/28/11      | 7,516.01         | 3,831.14                        | 3,684.87            |
| <b>Subtotal</b>              |           |            | <b>86.00000</b>  |                                   |                  |               | <b>41,457.30</b> | <b>19,488.78</b>                | <b>21,968.52</b>    |
| QUALCOMM INC                 |           | X          | 33.00000         | 42.6633                           | 04/20/10         | 11/28/11      | 1,764.29         | 1,407.88                        | 356.41              |
|                              |           | X          | 125.00000        | 35.2588                           | 06/11/10         | 11/28/11      | 6,682.95         | 4,407.35                        | 2,275.60            |
| <b>Subtotal</b>              |           |            | <b>158.00000</b> |                                   |                  |               | <b>8,447.24</b>  | <b>5,815.23</b>                 | <b>2,632.01</b>     |
| RIVERBED TECHNOLOGY INC      |           | X          | 210.00000        | 14.3742                           | 03/30/10         | 04/04/11      | 7,150.32         | 3,018.59                        | 4,131.73            |
|                              |           | X          | 202.00000        | 14.3742                           | 03/30/10         | 07/25/11      | 6,408.54         | 2,903.58                        | 3,504.96            |
|                              |           | X          | 16.00000         | 14.3373                           | 03/31/10         | 07/25/11      | 507.61           | 229.40                          | 278.21              |
| <b>Subtotal</b>              |           |            | <b>428.00000</b> |                                   |                  |               | <b>14,066.47</b> | <b>6,151.57</b>                 | <b>7,914.90</b>     |
| SCHLUMBERGER LTD             |           | X          | 26.00000         | 74.1885                           | 11/10/10         | 11/28/11      | 1,782.26         | 1,928.91                        | -146.65             |
| STARBUCKS CORP               |           | X          | 202.00000        | 14.3227                           | 06/17/09         | 02/02/11      | 6,495.12         | 2,893.19                        | 3,601.93            |
|                              |           | X          | 218.00000        | 14.3227                           | 06/17/09         | 05/17/11      | 7,657.21         | 3,122.35                        | 4,534.86            |

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

## Realized Gain/Loss

| Long Term Description      | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|----------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                            |           | X          | 166 00000        | 14 3227                           | 06/17/09         | 08/10/11      | 5,921.86         | 2,377.56                        | 3,544.30            |
|                            |           | X          | 55 00000         | 30 4687                           | 11/09/10         | 11/28/11      | 2,284.10         | 1,675.78                        | 608.32              |
| <b>Subtotal</b>            |           |            | <b>641.00000</b> |                                   |                  |               | <b>22,358.29</b> | <b>10,068.88</b>                | <b>12,289.41</b>    |
| T ROWE PRICE GROUP INC     |           | X          | 55 00000         | 60 7800                           | 11/28/07         | 02/02/11      | 3,669.00         | 3,342.90                        | 326.10              |
|                            |           | X          | 30 00000         | 60.7800                           | 11/28/07         | 11/28/11      | 1,568.36         | 1,823.40                        | -255.04             |
|                            |           | X          | 29 00000         | 61 4785                           | 05/01/08         | 11/28/11      | 1,516.10         | 1,782.88                        | -266.78             |
| <b>Subtotal</b>            |           |            | <b>114.00000</b> |                                   |                  |               | <b>6,753.46</b>  | <b>6,949.18</b>                 | <b>-195.72</b>      |
| TALEO CORP CL A            |           | X          | 73 00000         | 26.0149                           | 03/10/10         | 08/17/11      | 1,780.57         | 1,899.08                        | -118.51             |
|                            |           | X          | 45 00000         | 26 1432                           | 03/11/10         | 08/17/11      | 1,097.61         | 1,176.44                        | -78.83              |
|                            |           | X          | 22.00000         | 26 5421                           | 03/12/10         | 08/17/11      | 536.62           | 583.93                          | -47.31              |
|                            |           | X          | 53 00000         | 26 5421                           | 03/12/10         | 08/18/11      | 1,192.14         | 1,406.73                        | -214.59             |
|                            |           | X          | 11 00000         | 26 8093                           | 03/15/10         | 08/18/11      | 247.43           | 294.90                          | -47.47              |
| <b>Subtotal</b>            |           |            | <b>204.00000</b> |                                   |                  |               | <b>4,854.37</b>  | <b>5,361.08</b>                 | <b>-506.71</b>      |
| TRIMBLE NAVIGATION LTD     |           | X          | 69 00000         | 34 6311                           | 05/21/08         | 02/02/11      | 3,199.46         | 2,389.55                        | 809.91              |
|                            |           | X          | 29 00000         | 34 6311                           | 05/21/08         | 05/04/11      | 1,202.62         | 1,004.29                        | 198.33              |
|                            |           | X          | 20 00000         | 20 4013                           | 12/30/08         | 05/04/11      | 829.39           | 408.03                          | 421.36              |
|                            |           | X          | 105 00000        | 21.4707                           | 12/31/08         | 05/04/11      | 4,354.33         | 2,254.42                        | 2,099.91            |
|                            |           | X          | 46.00000         | 22.0918                           | 01/02/09         | 05/04/11      | 1,907.62         | 1,016.23                        | 891.39              |
|                            |           | X          | 35 00000         | 22 0918                           | 01/02/09         | 05/05/11      | 1,514.29         | 773.21                          | 741.08              |
| <b>Subtotal</b>            |           |            | <b>304.00000</b> |                                   |                  |               | <b>13,007.71</b> | <b>7,845.73</b>                 | <b>5,161.98</b>     |
| VARIAN MEDICAL SYSTEMS INC |           | X          | 33 00000         | 29 3085                           | 03/03/09         | 02/02/11      | 2,217.55         | 967.19                          | 1,250.36            |
|                            |           | X          | 116 00000        | 29 3085                           | 03/03/09         | 02/07/11      | 7,860.34         | 3,399.78                        | 4,460.56            |
| <b>Subtotal</b>            |           |            | <b>149.00000</b> |                                   |                  |               | <b>10,077.89</b> | <b>4,366.97</b>                 | <b>5,710.92</b>     |

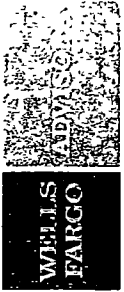


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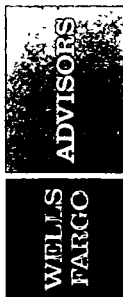
Account Number: 3249-9683  
FLEMING FOUNDATION  
(CAL GR)

## Realized Gain/Loss

| Long Term Description                                     | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds     | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|--------------|---------------------------------|---------------------|
| VEECO INSTRUMENTS INC<br>DEL                              |           | X          | 131 00000      | 43 9598                           | 05/06/10         | 07/07/11      | 5,907.76     | 5,758.73                        | 149.03              |
| VERIFONE SYSTEMS INC                                      |           | X          | 132.00000      | 41.0153                           | 12/15/10         | 12/19/11      | 4,659.14     | 5,414.02                        | -754.88             |
| WATERS CORPORATION                                        |           | X          | 120 00000      | 57.9821                           | 09/30/08         | 01/27/11      | 9,316.32     | 6,957.85                        | 2,358.47            |
|                                                           |           | X          | 80 00000       | 51 0591                           | 06/30/09         | 01/27/11      | 6,210.88     | 4,084.73                        | 2,126.15            |
| Subtotal                                                  |           |            | 200.00000      |                                   |                  |               | 15,527.20    | 11,042.58                       | 4,484.62            |
| TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES |           |            |                |                                   |                  |               | \$688,883.57 | \$439,099.57                    | \$249,784.00        |
| TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES    |           |            |                |                                   |                  |               | \$0.00       | \$0.00                          | \$0.00              |

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

## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

\* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different

\* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

\* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

\* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

| REALIZED GAIN/LOSS SUMMARY |                | COVERED |  | NONCOVERED   |  | TOTAL        |
|----------------------------|----------------|---------|--|--------------|--|--------------|
| Short term                 | \$0.00         |         |  | \$0.00       |  | \$0.00       |
| Long term                  | \$0.00         |         |  | \$107,486.51 |  | \$107,486.51 |
| Other term                 | Not applicable |         |  | \$0.00       |  | \$0.00       |
| Index options              | Not applicable |         |  | \$0.00       |  | \$0.00       |
| Total - Realized Gain/Loss | \$0.00         |         |  | \$107,486.51 |  | \$107,486.51 |

## Realized Gain/Loss Detail

| Long Term | Description           | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------|-----------------------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
|           | AGRIUM INC            | X          | 160.00000      | 33.5013                           | 12/31/08         | 11/29/11      | 10,857.20 | 5,360.20                        | 5,497.00            |
|           | AXA-ADR               | X          | 85.00000       | 27.7062                           | 03/16/05         | 11/29/11      | 1,144.92  | 2,355.03                        | -1,210.11           |
|           | BASF SE SPONSORED ADR | X          | 35.00000       | 28.5500                           | 01/22/04         | 11/29/11      | 2,359.30  | 999.25                          | 1,360.05            |
|           |                       | X          | 10.00000       | 33.1900                           | 05/03/05         | 11/29/11      | 674.08    | 331.90                          | 342.18              |
|           |                       | X          | 160.00000      | 38.7200                           | 03/22/06         | 11/29/11      | 10,785.40 | 6,195.20                        | 4,590.20            |

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

## Realized Gain/Loss

| Long Term<br>Description            | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                     |           |            | <b>205.00000</b>  |                                   |                  |               | <b>13,818.78</b> | <b>7,526.35</b>                 | <b>6,292.43</b>     |
| BHP BILLITON LTD<br>SPON ADR        |           | X          | 240.00000         | 36.3000                           | 03/22/06         | 11/29/11      | 16,824.51        | 8,712.00                        | 8,112.51            |
| BRITISH AMERN TOB PLC<br>SPON ADR   |           | X          | 90.00000          | 50.3000                           | 03/22/06         | 11/29/11      | 8,158.69         | 4,527.00                        | 3,631.69            |
|                                     |           | X          | 90.00000          | 70.0657                           | 09/25/07         | 11/29/11      | 8,158.71         | 6,305.92                        | 1,852.79            |
| <b>Subtotal</b>                     |           |            | <b>180.00000</b>  |                                   |                  |               | <b>16,317.40</b> | <b>10,832.92</b>                | <b>5,484.48</b>     |
| BROOKFIELD ASSET MANGMNT<br>CLASS A |           | X          | 117.00000         | 9.5170                            | 01/22/04         | 11/29/11      | 3,101.98         | 1,119.24                        | 1,982.74            |
| CANADIAN NATL RY CO                 |           | X          | 90.00000          | 38.6255                           | 11/17/05         | 11/29/11      | 6,750.06         | 3,476.29                        | 3,273.77            |
|                                     |           | X          | 85.00000          | 38.8552                           | 11/22/05         | 11/29/11      | 6,375.07         | 3,302.69                        | 3,072.38            |
| <b>Subtotal</b>                     |           |            | <b>175.00000</b>  |                                   |                  |               | <b>13,125.13</b> | <b>6,778.98</b>                 | <b>6,346.15</b>     |
| CANADIAN NATURAL<br>RESOURCES LTD   |           | X          | 165.00000         | 55.4900                           | 03/22/06         | 11/29/11      | 5,787.02         | 4,577.93                        | 1,209.09            |
| CANADIAN PACIFIC RAILWAY<br>LTD     |           | X          | 30.00000          | 49.5100                           | 03/22/06         | 11/29/11      | 1,756.94         | 1,485.30                        | 271.64              |
|                                     |           | X          | 135.00000         | 66.7085                           | 06/23/08         | 11/29/11      | 7,906.26         | 9,005.65                        | -1,099.39           |
| <b>Subtotal</b>                     |           |            | <b>165.00000</b>  |                                   |                  |               | <b>9,663.20</b>  | <b>10,490.95</b>                | <b>-827.75</b>      |
| COOPER INDUSTRIES PLC<br>CLASS A    |           | X          | 80.00000          | 28.5200                           | 01/22/04         | 11/29/11      | 4,275.50         | 2,281.60                        | 1,993.90            |
|                                     |           | X          | 30.00000          | 32.5300                           | 05/03/05         | 11/29/11      | 1,603.32         | 975.90                          | 627.42              |
|                                     |           | X          | 30.00000          | 42.3555                           | 03/22/06         | 11/29/11      | 1,603.32         | 1,270.67                        | 332.65              |
| <b>Subtotal</b>                     |           |            | <b>140.00000</b>  |                                   |                  |               | <b>7,482.14</b>  | <b>4,528.17</b>                 | <b>2,953.97</b>     |
| CORE LABORATORIES INC<br>DIAGEO PLC |           | X          | 30.00000          | 22.0250                           | 03/22/06         | 11/29/11      | 3,348.60         | 660.75                          | 2,687.85            |
| SPONSORED ORD NEW                   |           | X          | 125.00000         | 79.3127                           | 12/27/06         | 11/29/11      | 10,399.10        | 9,914.09                        | 485.01              |



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

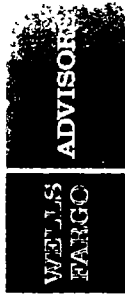
## Realized Gain/Loss

| Long Term Description                                            | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|---------------------|---------------------------------|---------------------|
| ENSGN ENERGY SERVICE INC                                         |           | X          | 200.00000        | 17.9500                           | 01/22/04         | 11/29/11      | 3,097.94            | 1,795.00                        | 1,302.94            |
| NESTLE S A REG ADR                                               |           | X          | 315.00000        | 29.5800                           | 03/22/06         | 11/29/11      | 17,387.66           | 9,317.70                        | 8,069.96            |
| NOBLE CORP BAAR                                                  |           |            |                  |                                   |                  |               |                     |                                 |                     |
| NAMEN-AKT                                                        |           | X          | 370.00000        | 18.2600                           | 01/22/04         | 11/29/11      | 12,884.52           | 6,756.20                        | 6,128.32            |
| NOVARTIS AG                                                      |           |            |                  |                                   |                  |               |                     |                                 |                     |
| SPON ADR                                                         |           | X          | 105.00000        | 54.3884                           | 11/21/05         | 11/29/11      | 5,573.61            | 5,710.79                        | -137.18             |
| PARTNERRE LTD                                                    |           | X          | 45.00000         | 65.3851                           | 03/22/05         | 11/29/11      | 2,896.34            | 2,942.33                        | -45.99              |
| POTASH CORP OF                                                   |           |            |                  |                                   |                  |               |                     |                                 |                     |
| SASKATCHEWAN INC                                                 |           | X          | 30.00000         | 4.5700                            | 05/05/04         | 11/29/11      | 1,274.49            | 137.10                          | 1,137.39            |
|                                                                  |           | X          | 600.00000        | 9.5633                            | 03/22/06         | 11/29/11      | 25,489.91           | 5,738.01                        | 19,751.90           |
| <b>Subtotal</b>                                                  |           |            | <b>630.00000</b> |                                   |                  |               | <b>26,764.40</b>    | <b>5,875.11</b>                 | <b>20,889.29</b>    |
| RIO TINTO PLC                                                    |           |            |                  |                                   |                  |               |                     |                                 |                     |
| SPONSORED ADR                                                    |           | X          | 330.00000        | 107.7700                          | 01/22/04         | 11/29/11      | 16,160.38           | 8,891.03                        | 7,269.35            |
| SCHLUMBERGER LTD                                                 |           | X          | 265.00000        | 27.8000                           | 01/22/04         | 11/29/11      | 18,856.42           | 7,367.00                        | 11,489.42           |
| TENARIS S A                                                      |           |            |                  |                                   |                  |               |                     |                                 |                     |
| SPONSORED ADR                                                    |           | X          | 325.00000        | 6.3559                            | 03/30/04         | 11/29/11      | 11,376.60           | 2,065.68                        | 9,310.92            |
| TRANSOCEAN LTD                                                   |           |            |                  |                                   |                  |               |                     |                                 |                     |
| ORDINARY SHARES                                                  |           | X          | 85.00000         | 25.7812                           | 01/22/04         | 11/29/11      | 3,591.49            | 2,191.41                        | 1,400.08            |
| UNILEVER N V ADR                                                 |           | X          | 135.00000        | 35.5675                           | 12/21/07         | 11/29/11      | 4,462.31            | 4,801.62                        | -339.31             |
| VALE S A ADR                                                     |           |            |                  |                                   |                  |               |                     |                                 |                     |
|                                                                  |           | X          | 150.00000        | 2.5887                            | 05/05/04         | 11/29/11      | 3,372.48            | 388.30                          | 2,984.18            |
|                                                                  |           | X          | 225.00000        | 22.1200                           | 03/22/06         | 11/29/11      | 5,058.74            | 4,976.99                        | 81.75               |
| <b>Subtotal</b>                                                  |           |            | <b>375.00000</b> |                                   |                  |               | <b>8,431.22</b>     | <b>5,365.29</b>                 | <b>3,065.93</b>     |
| WEATHRFORD INTERNATIONAL LTD REG                                 |           | X          | 16.00000         | 4.9925                            | 01/22/04         | 11/29/11      | 228.71              | 159.30                          | 69.41               |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                  |                                   |                  |               | <b>\$0.00</b>       | <b>\$0.00</b>                   | <b>\$0.00</b>       |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                  |                                   |                  |               | <b>\$243,581.58</b> | <b>\$136,095.07</b>             | <b>\$107,486.51</b> |

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

\* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

\* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

\* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

\* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

| REALIZED GAIN/LOSS SUMMARY |  | COVERED        |  | NONCOVERED  |  | TOTAL       |  |
|----------------------------|--|----------------|--|-------------|--|-------------|--|
| Short term                 |  | \$8,110.18     |  | \$0.19      |  | \$8,110.37  |  |
| Long term                  |  | \$0.00         |  | \$19,057.92 |  | \$19,057.92 |  |
| Other term                 |  | Not applicable |  | \$0.00      |  | \$0.00      |  |
| Index options              |  | Not applicable |  | \$0.00      |  | \$0.00      |  |
| Total - Realized Gain/Loss |  | \$8,110.18     |  | \$19,058.11 |  | \$27,168.29 |  |

## Realized Gain/Loss Detail

| Short Term | Description       | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds | Adjusted Cost/Original Cost | Gain or Loss Amount |
|------------|-------------------|------------|----------------|-------------------------------|---------------|------------|----------|-----------------------------|---------------------|
|            | AMGEN INC         | XXX        | 45.00000       | 52.8759                       | 03/18/11      | 12/14/11   | 2,700.00 | 2,379.42                    | 320.58              |
|            |                   |            | 76.00000       | 52.8099                       | 03/22/11      | 12/14/11   | 4,560.00 | 4,013.55                    | 546.45              |
|            | Subtotal          |            | 121.00000      |                               |               |            | 7,260.00 | 6,392.97                    | 867.03              |
|            | CISCO SYSTEMS INC |            | 435.00000      | 16.8622                       | 05/12/11      | 11/29/11   | 7,757.90 | 7,335.06                    | 422.84              |
|            | CITIGROUP INC NEW |            | 0.70000        | 0.0000                        | 05/06/11      | 05/06/11   | 31.42    | 0.01                        | 31.41               |

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Short Term Description                                            | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds           | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|--------------------|---------------------------------|---------------------|
| MOTOROLA MOBILITY HOLDINGS INC                                    |           | X          | 0.00955          | 20.8944                           | 01/29/10         | 01/04/11      | 0.31               | 0.20                            | 0.11                |
|                                                                   |           | X          | 0.00320          | 21.3690                           | 02/01/10         | 01/04/11      | 0.15               | 0.07                            | 0.08                |
|                                                                   |           |            | 60.00000         | 26.7908                           | 03/08/11         | 08/15/11      | 2,298.17           | 1,607.45                        | 690.72              |
|                                                                   |           |            | 105.00000        | 26.7330                           | 03/09/11         | 08/15/11      | 4,021.80           | 2,806.97                        | 1,214.83            |
|                                                                   |           |            | 105.00000        | 24.3329                           | 03/11/11         | 08/15/11      | 4,021.80           | 2,554.95                        | 1,466.85            |
|                                                                   |           |            | 205.00000        | 24.7344                           | 03/14/11         | 08/15/11      | 7,852.10           | 5,070.55                        | 2,781.55            |
|                                                                   |           |            | 133.00000        | 23.8726                           | 03/15/11         | 08/15/11      | 5,094.30           | 3,175.06                        | 1,919.24            |
| <b>Subtotal</b>                                                   |           |            | <b>608.01275</b> |                                   |                  |               | <b>23,288.63</b>   | <b>15,215.25</b>                | <b>8,073.38</b>     |
| MOTOROLA SOLUTIONS INC COM NEW                                    |           |            | 0.14290          | 0.0000                            | 01/07/11         | 01/07/11      | 5.39               | 0.01                            | 5.38                |
| PACCAR INC                                                        |           |            | 55.00000         | 36.5768                           | 09/08/11         | 11/29/11      | 2,121.01           | 2,011.72                        | 109.29              |
|                                                                   |           |            | 73.00000         | 35.4907                           | 09/09/11         | 11/29/11      | 2,815.16           | 2,590.83                        | 224.33              |
| <b>Subtotal</b>                                                   |           |            | <b>128.00000</b> |                                   |                  |               | <b>4,936.17</b>    | <b>4,602.55</b>                 | <b>333.62</b>       |
| TEVA PHARMACEUTICAL ADR INDS LTD                                  |           |            | 80.00000         | 49.6674                           | 06/07/11         | 11/29/11      | 3,079.94           | 3,973.39                        | -893.45             |
|                                                                   |           |            | 65.00000         | 49.7277                           | 06/08/11         | 11/29/11      | 2,502.46           | 3,232.30                        | -729.84             |
| <b>Subtotal</b>                                                   |           |            | <b>145.00000</b> |                                   |                  |               | <b>5,582.40</b>    | <b>7,205.69</b>                 | <b>-1,623.29</b>    |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                  |                                   |                  |               | <b>\$48,861.45</b> | <b>\$40,751.27</b>              | <b>\$8,110.18</b>   |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                  |                                   |                  |               | <b>\$0.46</b>      | <b>\$0.27</b>                   | <b>\$0.19</b>       |



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Account Number: 3289-4114  
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(NWQ)

## Realized Gain/Loss

| Long Term<br>Description          | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| AMGEN INC                         | X          | 98.00000          | 54.4177                           | 07/10/07         | 03/02/11      | 5,054.29         | 5,332.94                        | -278.65             |
|                                   | X          | 70.00000          | 54.4177                           | 07/10/07         | 10/12/11      | 3,994.58         | 3,809.24                        | 185.34              |
|                                   | X          | 41.00000          | 54.4177                           | 07/10/07         | 10/13/11      | 2,339.42         | 2,231.12                        | 108.30              |
|                                   | X          | 118.00000         | 54.6903                           | 11/15/07         | 10/13/11      | 6,733.00         | 6,453.46                        | 279.54              |
|                                   | X          | 121.00000         | 54.6903                           | 11/15/07         | 11/07/11      | 7,051.81         | 6,617.53                        | 434.28              |
|                                   | X          | 10.00000          | 54.6903                           | 11/15/07         | 12/19/11      | 602.06           | 546.90                          | 55.16               |
|                                   | X          | 2.00000           | 54.6903                           | 11/15/07         | 12/20/11      | 121.74           | 109.38                          | 12.36               |
|                                   | X          | 46.00000          | 47.6524                           | 04/14/09         | 12/20/11      | 2,800.07         | 2,192.01                        | 608.06              |
| <b>Subtotal</b>                   |            | <b>506.00000</b>  |                                   |                  |               | <b>28,696.97</b> | <b>27,292.58</b>                | <b>1,404.39</b>     |
| AMGEN INC                         | X          | 39.00000          | 47.6524                           | 04/14/09         | 12/14/11      | 2,340.00         | 1,858.44                        | 481.56              |
|                                   | X          | 128.00000         | 59.8784                           | 09/17/09         | 12/14/11      | 7,680.00         | 7,664.44                        | 15.56               |
|                                   | X          | 128.00000         | 52.1917                           | 05/25/10         | 12/14/11      | 7,680.00         | 6,680.54                        | 999.46              |
| <b>Subtotal</b>                   |            | <b>295.00000</b>  |                                   |                  |               | <b>17,700.00</b> | <b>16,203.42</b>                | <b>1,496.58</b>     |
| ANGLOGOLD ASHANTI LTD<br>SPON ADR | X          | 44.00000          | 35.9955                           | 04/07/08         | 11/29/11      | 1,944.01         | 1,583.79                        | 360.22              |
|                                   | X          | 107.00000         | 35.9955                           | 04/07/08         | 11/29/11      | 4,727.49         | 3,851.52                        | 875.97              |
|                                   | X          | 114.00000         | 34.6330                           | 06/03/08         | 11/29/11      | 5,036.77         | 3,948.17                        | 1,088.60            |
| <b>Subtotal</b>                   |            | <b>265.00000</b>  |                                   |                  |               | <b>11,708.27</b> | <b>9,383.48</b>                 | <b>2,324.79</b>     |
| AON CORP                          | X          | 31.00000          | 26.8600                           | 07/20/04         | 06/09/11      | 1,584.59         | 832.66                          | 751.93              |
|                                   | X          | 39.00000          | 26.0807                           | 07/28/04         | 06/09/11      | 1,993.53         | 1,017.15                        | 976.38              |
|                                   | X          | 42.00000          | 26.0807                           | 07/28/04         | 06/14/11      | 2,145.70         | 1,095.39                        | 1,050.31            |
|                                   | X          | 145.00000         | 26.0807                           | 07/28/04         | 11/29/11      | 6,461.04         | 3,781.70                        | 2,679.34            |
| <b>Subtotal</b>                   |            | <b>257.00000</b>  |                                   |                  |               | <b>12,184.86</b> | <b>6,726.90</b>                 | <b>5,457.96</b>     |
| APACHE CORP COMMON                | X          | 90.00000          | 62.8453                           | 09/11/06         | 11/29/11      | 8,403.13         | 5,656.07                        | 2,747.06            |
| BARRICK GOLD CORP                 | X          | 75.00000          | 20.1800                           | 07/20/04         | 04/28/11      | 3,867.06         | 1,513.50                        | 2,353.56            |

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Account Number: 3289-4114  
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## Realized Gain/Loss

| Long Term<br>Description          | Continued       | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                   |                 | X          | 50.00000          | 20.1800                           | 07/20/04         | 04/29/11      | 2,552.00         | 1,009.00                        | 1,543.00            |
|                                   |                 | X          | 321.00000         | 20.1800                           | 07/20/04         | 11/29/11      | 16,018.87        | 6,477.78                        | 9,541.09            |
|                                   |                 |            | <b>446.00000</b>  |                                   |                  |               | <b>22,437.93</b> | <b>9,000.28</b>                 | <b>13,437.65</b>    |
|                                   | <b>Subtotal</b> |            |                   |                                   |                  |               |                  |                                 |                     |
| CA INC                            |                 | X          | 567.00000         | 24.9923                           | 07/20/04         | 11/29/11      | 11,557.84        | 14,170.69                       | -2,612.85           |
| CANADIAN NATURAL<br>RESOURCES LTD |                 | X          | 138.00000         | 69.2773                           | 11/16/09         | 11/29/11      | 4,834.59         | 4,780.14                        | 54.45               |
| CVS CAREMARK CORP                 |                 | X          | 190.00000         | 28.7887                           | 11/05/09         | 11/29/11      | 7,175.25         | 5,469.85                        | 1,705.40            |
| GOLDMAN SACHS GROUP INC           |                 | X          | 2.00000           | 144.3047                          | 08/25/10         | 11/29/11      | 179.41           | 288.61                          | -109.20             |
| HALLIBURTON COMPANY               |                 | X          | 48.00000          | 17.5894                           | 11/12/08         | 11/29/11      | 1,617.56         | 844.29                          | 773.27              |
| HARTFORD FINL SVCS GROUP<br>INC   |                 | X          | 258.00000         | 53.9400                           | 07/16/02         | 11/29/11      | 4,257.09         | 13,916.12                       | -9,659.03           |
|                                   |                 | X          | 130.00000         | 35.3000                           | 03/14/03         | 11/29/11      | 2,145.05         | 4,589.00                        | -2,443.95           |
|                                   |                 | X          | 12.00000          | 83.7420                           | 08/02/06         | 11/29/11      | 198.01           | 1,004.91                        | -806.90             |
|                                   |                 |            | <b>400.00000</b>  |                                   |                  |               | <b>6,600.15</b>  | <b>19,510.03</b>                | <b>-12,909.88</b>   |
|                                   | <b>Subtotal</b> |            |                   |                                   |                  |               |                  |                                 |                     |
| HESS CORPORATION                  |                 | X          | 38.00000          | 56.7591                           | 04/17/07         | 11/29/11      | 2,194.83         | 2,156.85                        | 37.98               |
| INGERSOLL-RAND PLC<br>SHARES      |                 | X          | 160.00000         | 19.6300                           | 07/16/02         | 11/29/11      | 4,992.38         | 3,140.77                        | 1,851.61            |
| KIMBERLY-CLARK CORP               |                 | X          | 51.00000          | 50.2910                           | 10/31/02         | 01/21/11      | 3,269.94         | 2,564.79                        | 705.15              |
|                                   |                 | X          | 31.00000          | 50.2910                           | 10/31/02         | 02/03/11      | 2,014.18         | 1,558.99                        | 455.19              |
|                                   |                 | X          | 4.00000           | 43.3048                           | 03/14/03         | 02/03/11      | 259.90           | 173.19                          | 86.71               |
|                                   |                 | X          | 21.00000          | 43.3048                           | 03/14/03         | 02/04/11      | 1,361.64         | 909.19                          | 452.45              |
|                                   |                 | X          | 42.00000          | 64.6767                           | 07/20/04         | 02/04/11      | 2,723.28         | 2,716.43                        | 6.85                |
|                                   |                 | X          | 2.00000           | 63.5944                           | 07/28/04         | 02/04/11      | 129.69           | 127.19                          | 2.50                |
|                                   |                 | X          | 40.00000          | 63.5944                           | 07/28/04         | 02/07/11      | 2,597.75         | 2,543.78                        | 53.97               |
|                                   |                 | X          | 44.00000          | 63.5944                           | 07/28/04         | 02/08/11      | 2,860.49         | 2,798.15                        | 62.34               |
|                                   | <b>Subtotal</b> |            | <b>235.00000</b>  |                                   |                  |               | <b>15,216.87</b> | <b>13,391.71</b>                | <b>1,825.16</b>     |



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## Annual Statement Information

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Long Term             | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| KROGER COMPANY COMMON |           | X          | 120.00000         | 20.4265                           | 09/22/09         | 02/22/11      | 2,788.88  | 2,451.18                        | 337.70              |
|                       |           | X          | 65.00000          | 20.5624                           | 09/23/09         | 02/23/11      | 1,501.53  | 1,336.56                        | 164.97              |
|                       |           | X          | 45.00000          | 20.5624                           | 09/23/09         | 02/24/11      | 1,043.72  | 925.31                          | 118.41              |
|                       |           | X          | 10.00000          | 20.5624                           | 09/23/09         | 02/25/11      | 229.40    | 205.62                          | 23.78               |
|                       |           | X          | 40.00000          | 20.5480                           | 09/24/09         | 02/25/11      | 917.62    | 821.92                          | 95.70               |
|                       |           | X          | 34.00000          | 20.5480                           | 09/24/09         | 02/28/11      | 777.84    | 698.64                          | 79.20               |
|                       |           | X          | 126.00000         | 20.5480                           | 09/24/09         | 06/21/11      | 3,091.52  | 2,589.04                        | 502.48              |
|                       |           | X          | 54.00000          | 20.5790                           | 09/25/09         | 06/21/11      | 1,324.94  | 1,111.27                        | 213.67              |
|                       |           | X          | 71.00000          | 20.5790                           | 09/25/09         | 06/22/11      | 1,745.43  | 1,461.11                        | 284.32              |
|                       |           | X          | 146.00000         | 20.5647                           | 09/28/09         | 06/22/11      | 3,589.21  | 3,002.45                        | 586.76              |
| Subtotal              |           |            | 711.00000         |                                   |                  |               | 17,010.09 | 14,603.10                       | 2,406.99            |
| LOCKHEED MARTIN CORP  |           | X          | 25.00000          | 54.6500                           | 07/20/04         | 04/21/11      | 1,942.66  | 1,366.25                        | 576.41              |
|                       |           | X          | 55.00000          | 54.6500                           | 07/20/04         | 04/25/11      | 4,276.43  | 3,005.75                        | 1,270.68            |
|                       |           | X          | 36.00000          | 54.6500                           | 07/20/04         | 04/26/11      | 2,834.59  | 1,967.40                        | 867.19              |
|                       |           | X          | 52.00000          | 54.6500                           | 07/20/04         | 06/08/11      | 4,012.64  | 2,841.80                        | 1,170.84            |
|                       |           | X          | 12.00000          | 54.6500                           | 07/20/04         | 07/07/11      | 978.26    | 655.80                          | 322.46              |
|                       |           | X          | 8.00000           | 52.8100                           | 07/28/04         | 07/07/11      | 652.18    | 422.48                          | 229.70              |
|                       |           | X          | 15.00000          | 52.8100                           | 07/28/04         | 07/08/11      | 1,212.87  | 792.15                          | 420.72              |
|                       |           | X          | 15.00000          | 52.8100                           | 07/28/04         | 07/13/11      | 1,204.68  | 792.15                          | 412.53              |
|                       |           | X          | 68.00000          | 52.8100                           | 07/28/04         | 08/16/11      | 4,819.31  | 3,591.08                        | 1,228.23            |
|                       |           | X          | 7.00000           | 75.4024                           | 08/04/09         | 08/16/11      | 496.11    | 527.82                          | -31.71              |
|                       |           | X          | 24.00000          | 75.4024                           | 08/04/09         | 08/17/11      | 1,709.21  | 1,809.65                        | -100.44             |
|                       |           | X          | 11.00000          | 75.5074                           | 09/01/09         | 08/17/11      | 783.40    | 830.59                          | -47.19              |
|                       |           | X          | 14.00000          | 75.5074                           | 09/01/09         | 08/18/11      | 967.03    | 1,057.10                        | -90.07              |
|                       |           | X          | 6.00000           | 75.0751                           | 09/02/09         | 08/18/11      | 414.45    | 450.45                          | -36.00              |

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## Annual Statement Information

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Long Term Description          | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
|                                |           | X          | 16.00000       | 75.0751                           | 09/02/09         | 08/19/11      | 1,114.32  | 1,201.20                        | -86.88              |
|                                |           |            | 364.00000      |                                   |                  |               | 27,418.14 | 21,311.67                       | 6,106.47            |
| Subtotal                       |           |            |                |                                   |                  |               |           |                                 |                     |
| LOEWS CORPORATION              |           | X          | 70.00000       | 49.8900                           | 10/25/07         | 04/05/11      | 3,054.05  | 3,492.30                        | -438.25             |
|                                |           | X          | 7.00000        | 49.8900                           | 10/25/07         | 04/06/11      | 305.41    | 349.23                          | -43.82              |
|                                |           | X          | 13.00000       | 45.8864                           | 11/09/07         | 04/06/11      | 567.20    | 596.52                          | -29.32              |
|                                |           | X          | 20.00000       | 45.8864                           | 11/09/07         | 04/21/11      | 864.78    | 917.73                          | -52.95              |
|                                |           | X          | 25.00000       | 45.8864                           | 11/09/07         | 04/25/11      | 1,079.30  | 1,147.16                        | -67.86              |
|                                |           | X          | 58.00000       | 45.8864                           | 11/09/07         | 04/26/11      | 2,508.82  | 2,661.41                        | -152.59             |
|                                |           | X          | 175.00000      | 45.8864                           | 11/09/07         | 11/29/11      | 6,450.49  | NOT PROVIDED                    | -1580               |
| Subtotal                       |           |            | 368.00000      |                                   |                  |               | 14,830.05 | 2030                            | -1580               |
| MERCK & CO INC NEW             |           | X          | 134.00000      | 25.0187                           | 02/27/09         | 11/29/11      | 4,642.21  | 3,352.51                        | 1,289.70            |
| MICROSOFT CORP                 |           | X          | 171.00000      | 25.2132                           | 06/24/05         | 11/29/11      | 4,244.25  | 4,311.45                        | -67.20              |
|                                |           | X          | 41.00000       | 27.9094                           | 06/10/08         | 11/29/11      | 1,017.63  | 1,144.29                        | -126.66             |
| Subtotal                       |           |            | 212.00000      |                                   |                  |               | 5,261.88  | 5,455.74                        | -193.86             |
| MOTOROLA MOBILITY HOLDINGS INC |           |            |                |                                   |                  |               |           |                                 |                     |
|                                |           | X          | 0.00938        | 48.5831                           | 07/20/04         | 01/04/11      | 0.30      | 0.46                            | -0.16               |
|                                |           | X          | 58.36561       | 48.5831                           | 07/20/04         | 01/07/11      | 1,929.73  | 2,835.57                        | -905.84             |
|                                |           | X          | 0.00398        | 48.4016                           | 07/28/04         | 01/04/11      | 0.12      | 0.19                            | -0.07               |
|                                |           | X          | 24.74601       | 48.4016                           | 07/28/04         | 01/07/11      | 818.17    | 1,197.74                        | -379.57             |
|                                |           | X          | 0.00508        | 50.5884                           | 11/10/04         | 01/04/11      | 0.16      | 0.26                            | -0.10               |
|                                |           | X          | 31.61991       | 50.5884                           | 11/10/04         | 01/07/11      | 1,045.45  | 1,599.59                        | -554.14             |
|                                |           | X          | 0.00908        | 72.5145                           | 06/05/06         | 01/04/11      | 0.29      | 0.66                            | -0.37               |
|                                |           | X          | 55.26847       | 72.5145                           | 06/05/06         | 01/07/11      | 1,827.35  | 4,007.77                        | -2,180.42           |
|                                |           | X          | 1.22244        | 72.5145                           | 06/05/06         | 01/10/11      | 40.08     | 88.64                           | -48.56              |
|                                |           | X          | 0.00691        | 72.7098                           | 11/08/06         | 01/04/11      | 0.22      | 0.50                            | -0.28               |

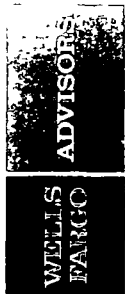


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## Annual Statement Information

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Long Term Description  | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                        |           | X          | 18.77756         | 72.7098                           | 11/08/06         | 01/10/11      | 615.69           | 1,365.32                        | -749.63             |
|                        |           | X          | 24.21552         | 72.7098                           | 11/08/06         | 01/13/11      | 798.91           | 1,760.70                        | -961.79             |
|                        |           | X          | 0.01268          | 61.4531                           | 06/06/07         | 01/04/11      | 0.41             | 0.78                            | -0.37               |
|                        |           | X          | 51.78448         | 61.4531                           | 06/06/07         | 01/13/11      | 1,708.48         | 3,182.32                        | -1,473.84           |
|                        |           | X          | 27.07783         | 61.4531                           | 06/06/07         | 08/15/11      | 1,037.15         | 1,664.01                        | -626.86             |
|                        |           | X          | 0.00683          | 50.4563                           | 01/07/08         | 01/04/11      | 0.22             | 0.34                            | -0.12               |
|                        |           | X          | 42.49316         | 50.4563                           | 01/07/08         | 08/15/11      | 1,627.60         | 2,144.05                        | -516.45             |
|                        |           | X          | 0.01481          | 50.8875                           | 01/08/08         | 01/04/11      | 0.48             | 0.75                            | -0.27               |
|                        |           | X          | 92.11018         | 50.8875                           | 01/08/08         | 08/15/11      | 3,528.08         | 4,687.26                        | -1,159.18           |
|                        |           | X          | 0.04350          | 13.0941                           | 02/06/09         | 01/04/11      | 1.42             | 0.57                            | 0.85                |
|                        |           | X          | 270.45649        | 13.0941                           | 02/06/09         | 08/15/11      | 10,359.26        | 3,541.39                        | 6,817.87            |
|                        |           | X          | 59.36544         | 20.8944                           | 01/29/10         | 08/15/11      | 2,273.86         | 1,240.41                        | 1,033.45            |
|                        |           | X          | 19.49690         | 21.3690                           | 02/01/10         | 08/15/11      | 746.78           | 416.62                          | 330.16              |
|                        |           |            | <b>777.11225</b> |                                   |                  |               | <b>28,360.21</b> | <b>29,735.90</b>                | <b>-1,375.69</b>    |
| <b>Subtotal</b>        |           |            |                  |                                   |                  |               |                  |                                 |                     |
| MOTOROLA SOLUTIONS INC |           |            |                  |                                   |                  |               |                  |                                 |                     |
| COM NEW                |           |            |                  |                                   |                  |               |                  |                                 |                     |
|                        |           | X          | 15.00000         | 58.1056                           | 07/20/04         | 04/25/11      | 662.58           | 871.73                          | -209.15             |
|                        |           | X          | 51.70355         | 58.1056                           | 07/20/04         | 04/26/11      | 2,290.14         | 3,004.76                        | -714.62             |
|                        |           | X          | 3.29645          | 57.8885                           | 07/28/04         | 04/26/11      | 146.02           | 190.86                          | -44.84              |
|                        |           | X          | 24.98471         | 57.8885                           | 07/28/04         | 04/28/11      | 1,151.38         | 1,446.57                        | -295.19             |
|                        |           | X          | 36.13704         | 60.5040                           | 11/10/04         | 04/28/11      | 1,665.31         | 2,186.80                        | -521.49             |
|                        |           | X          | 14.87825         | 86.7277                           | 06/05/06         | 04/28/11      | 685.65           | 1,290.57                        | -604.92             |
|                        |           | X          | 49.68279         | 86.7277                           | 06/05/06         | 10/24/11      | 2,309.96         | 4,309.57                        | -1,999.61           |
|                        |           | X          | 40.31721         | 86.9614                           | 11/08/06         | 10/24/11      | 1,874.52         | 3,506.62                        | -1,632.10           |
|                        |           | X          | 8.81774          | 86.9614                           | 11/08/06         | 10/25/11      | 404.50           | 766.92                          | -362.42             |
|                        |           | X          | 1.18226          | 73.4983                           | 06/06/07         | 10/25/11      | 54.24            | 86.91                           | -32.67              |

## Annual Statement Information

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Long Term<br>Description           | Continued | Noncovered | Share<br>Quantity  | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------|-----------|------------|--------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                    |           | X          | 42.00000           | 73.4983                           | 06/06/07         | 10/26/11      | 1,925.58         | 3,087.43                        | -1,161.85           |
|                                    |           | X          | 30.00000           | 73.4983                           | 06/06/07         | 11/18/11      | 1,384.78         | 2,205.31                        | -820.53             |
|                                    |           | X          | 16.94609           | 73.4983                           | 06/06/07         | 11/29/11      | 763.40           | 1,245.70                        | -482.30             |
|                                    |           | X          | 48.56361           | 60.3460                           | 01/07/08         | 11/29/11      | 2,187.74         | 2,931.10                        | -743.36             |
|                                    |           | X          | 105.26877          | 60.8618                           | 01/08/08         | 11/29/11      | 4,742.27         | 6,407.89                        | -1,665.62           |
|                                    |           | X          | 91.22153           | 15.6606                           | 02/06/09         | 11/29/11      | 4,109.46         | 1,428.82                        | 2,680.64            |
|                                    |           |            | <b>580.00000</b>   |                                   |                  |               | <b>26,357.53</b> | <b>34,967.56</b>                | <b>-8,610.03</b>    |
| NOBLE ENERGY INC                   |           | X          | 83.00000           | 34.7131                           | 05/20/05         | 11/29/11      | 7,714.08         | 2,881.18                        | 4,832.90            |
| NRG ENERGY INC                     |           | X          | 75.00000           | 42.2346                           | 03/07/08         | 11/29/11      | 1,426.77         | 3,167.60                        | -1,740.83           |
| OCCIDENTAL PETE CORP               |           | X          | 80.00000           | 86.6548                           | 04/12/10         | 06/30/11      | 8,319.78         | 6,932.39                        | 1,387.39            |
|                                    |           | X          | 47.00000           | 86.6548                           | 04/12/10         | 11/29/11      | 4,330.95         | 4,072.77                        | 258.18              |
|                                    |           | X          | 4.00000            | 85.7704                           | 04/14/10         | 11/29/11      | 368.60           | 343.09                          | 25.51               |
|                                    |           |            | <b>131.00000</b>   |                                   |                  |               | <b>13,019.33</b> | <b>11,348.25</b>                | <b>1,671.08</b>     |
| PFIZER INCORPORATED                |           | X          | 318.00000          | 17.2792                           | 03/29/10         | 06/08/11      | 6,562.88         | 5,494.79                        | 1,068.09            |
|                                    |           | X          | 611.00000          | 17.2792                           | 03/29/10         | 11/29/11      | 11,806.72        | 10,557.59                       | 1,249.13            |
|                                    |           | X          | 150.00000          | 17.0502                           | 04/14/10         | 11/29/11      | 2,898.55         | 2,557.54                        | 341.01              |
|                                    |           |            | <b>1,079.00000</b> |                                   |                  |               | <b>21,268.15</b> | <b>18,609.92</b>                | <b>2,658.23</b>     |
| PHILIP MORRIS<br>INTERNATIONAL INC |           | X          | 87.00000           | 25.9151                           | 07/20/04         | 02/25/11      | 5,414.67         | 2,254.62                        | 3,160.05            |
|                                    |           | X          | 124.00000          | 25.9151                           | 07/20/04         | 11/29/11      | 9,293.62         | 3,213.47                        | 6,080.15            |
|                                    |           | X          | 10.00000           | 25.9151                           | 07/20/04         | 11/30/11      | 759.90           | 259.15                          | 500.75              |
|                                    |           |            | <b>221.00000</b>   |                                   |                  |               | <b>15,468.19</b> | <b>5,727.24</b>                 | <b>9,740.95</b>     |
| PITNEY BOWES INC                   |           | X          | 280.00000          | 43.3700                           | 07/20/04         | 03/25/11      | 7,022.51         | 12,143.60                       | -5,121.09           |
|                                    |           | X          | 50.00000           | 43.3700                           | 07/20/04         | 03/28/11      | 1,257.99         | 2,168.50                        | -910.51             |
|                                    |           | X          | 87.00000           | 43.3700                           | 07/20/04         | 03/29/11      | 2,192.57         | 3,773.19                        | -1,580.62           |



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## Annual Statement Information

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Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

## Realized Gain/Loss

| Long Term Description | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
|                       |           | X          | 8.00000        | 43.3700                           | 07/20/04         | 04/27/11      | 208.56    | 346.96                          | -138.40             |
|                       |           | X          | 32.00000       | 41.3538                           | 07/28/04         | 04/27/11      | 834.24    | 1,323.33                        | -489.09             |
|                       |           | X          | 45.00000       | 41.3538                           | 07/28/04         | 04/28/11      | 1,179.78  | 1,860.92                        | -681.14             |
|                       |           | X          | 28.00000       | 41.3538                           | 07/28/04         | 04/29/11      | 694.06    | 1,157.90                        | -463.84             |
|                       |           | X          | 22.00000       | 38.0078                           | 11/15/07         | 04/29/11      | 545.34    | 836.18                          | -290.84             |
|                       |           | X          | 20.00000       | 38.0078                           | 11/15/07         | 07/20/11      | 447.70    | 760.16                          | -312.46             |
|                       |           | X          | 75.00000       | 38.0078                           | 11/15/07         | 07/21/11      | 1,684.18  | 2,850.59                        | -1,166.41           |
|                       |           | X          | 59.00000       | 38.0078                           | 11/15/07         | 07/22/11      | 1,321.66  | 2,242.47                        | -920.81             |
|                       |           | X          | 89.00000       | 38.0078                           | 11/15/07         | 11/29/11      | 1,573.03  | 3,382.70                        | -1,809.67           |
|                       |           |            | 795.00000      |                                   |                  |               | 18,961.62 | 32,846.50                       | -13,884.88          |
| Subtotal              |           |            |                |                                   |                  |               |           |                                 |                     |
| RAYTHEON COMPANY      |           | X          | 135.00000      | 33.1000                           | 07/20/04         | 11/29/11      | 5,973.36  | 4,468.50                        | 1,504.86            |
| SANOFI ADR            |           | X          | 355.00000      | 41.2443                           | 08/02/07         | 11/29/11      | 11,934.87 | 14,641.73                       | -2,706.86           |
| TALISMAN ENERGY INC   |           | X          | 485.00000      | 22.5227                           | 06/24/08         | 11/29/11      | 6,199.97  | 10,923.52                       | -4,723.55           |
| TIME WARNER INC NEW   |           | X          | 235.00000      | 31.5422                           | 10/13/10         | 11/29/11      | 7,844.14  | 7,412.42                        | 431.72              |
| UNION PACIFIC CORP    |           | X          | 75.00000       | 29.4950                           | 07/16/02         | 11/29/11      | 7,478.10  | 2,212.09                        | 5,266.01            |
| UNUM GROUP            |           | X          | 248.00000      | 21.3681                           | 05/20/10         | 11/29/11      | 5,303.12  | 5,299.29                        | 3.83                |
| VIACOM INC CL B       |           | X          | 45.00000       | 43.6661                           | 12/06/04         | 05/25/11      | 2,258.13  | 1,964.98                        | 293.15              |
|                       |           | X          | 90.00000       | 43.6661                           | 12/06/04         | 05/26/11      | 4,499.67  | 3,929.96                        | 569.71              |
|                       |           | X          | 26.00000       | 43.6661                           | 12/06/04         | 05/27/11      | 1,301.50  | 1,135.32                        | 166.18              |
|                       |           | X          | 111.50000      | 43.6661                           | 12/06/04         | 11/29/11      | 4,788.16  | 4,868.77                        | -80.61              |
|                       |           | X          | 163.50000      | 42.7266                           | 12/17/04         | 11/29/11      | 7,021.21  | 6,985.81                        | 35.40               |
| Subtotal              |           |            | 436.00000      |                                   |                  |               | 19,868.67 | 18,884.84                       | 983.83              |
| WELLS FARGO COMPANY   |           | X          | 275.00000      | 28.9400                           | 07/20/04         | 11/29/11      | 6,655.97  | 7,958.50                        | -1,302.53           |

Annual Statement Information

Account Number: 3289-4114  
FLEMING FOUNDATION  
(NWQ)

Realized Gain/Loss

| Long Term Description                                                                                                                                                                                                                                                                                                                                                                                           | Continued | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds     | Adjusted Cost/Original Cost | Gain or Loss Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|----------------|-------------------------------|---------------|------------|--------------|-----------------------------|---------------------|
| TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                          |           |            |                |                               |               |            |              |                             |                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           |            |                |                               |               |            | \$0.00       | \$0.00                      | \$0.00              |
| TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                       |           |            |                |                               |               |            | \$428,496.49 | <del>\$402,988.08</del>     | \$19,057.92         |
| For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A. |           |            |                |                               |               |            |              |                             |                     |
| As Revised                                                                                                                                                                                                                                                                                                                                                                                                      |           |            |                |                               |               |            | 428,496      | 411,018                     | 17,478              |



# Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

- \* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different
- \* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- \* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- \* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

| REALIZED GAIN/LOSS SUMMARY |                | NONCOVERED   |              | TOTAL        |
|----------------------------|----------------|--------------|--------------|--------------|
| Short term                 | COVERED        | -\$17,523.98 | \$1,682.40   | -\$15,841.58 |
| Long term                  |                | \$0.00       | -\$23,633.88 | -\$23,633.88 |
| Other term                 | Not applicable |              | \$0.00       | \$0.00       |
| Index options              | Not applicable |              | \$0.00       | \$0.00       |
| Total - Realized Gain/Loss |                | -\$17,523.98 | -\$21,951.48 | -\$39,475.46 |

## Realized Gain/Loss Detail

| Short Term                              | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds | Adjusted Cost/Original Cost | Gain or Loss Amount |
|-----------------------------------------|------------|----------------|-------------------------------|---------------|------------|----------|-----------------------------|---------------------|
| AIR LEASE CORP                          |            | 81.00000       | 22.9194                       | 11/02/11      | 11/11/11   | 1,875.11 | 1,856.48                    | 18.63               |
|                                         |            | 86.00000       | 23.1857                       | 11/09/11      | 11/11/11   | 1,990.86 | 1,993.97                    | -3.11               |
| Subtotal                                |            | 167.00000      |                               |               |            | 3,865.97 | 3,850.45                    | 15.52               |
| AUTONATION INC                          |            | 58.00000       | 35.9010                       | 08/03/11      | 11/11/11   | 1,980.08 | 2,082.26                    | -102.18             |
| BEIJING CAPITAL INTL AIRPORT CO LTD - H |            | 5,091.00000    | 0.5300                        | 03/08/11      | 11/11/11   | 2,189.10 | 2,698.23                    | -509.13             |

## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Short Term                                  | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds        | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|-----------------|---------------------------------|---------------------|
| Description                                 |           |            |                   |                                   |                  |               |                 |                                 |                     |
| BROOKFIELD ASSET MANGMNT<br>CLASS A         |           |            | 263.00000         | 32.6690                           | 04/05/11         | 11/11/11      | 7,621.15        | 8,591.95                        | -970.80             |
| CBOE HOLDINGS INC                           |           |            | 137.00000         | 27.6148                           | 04/01/11         | 11/11/11      | 3,699.64        | 3,783.23                        | -83.59              |
| CHEUNG KONG HLDGS LTD                       |           |            | 111.00000         | 16.5720                           | 03/31/11         | 09/22/11      | 1,282.12        | 1,839.50                        | -557.38             |
| HONG KONG COMMON STOCK                      |           |            | 563.00000         | 16.5720                           | 03/31/11         | 11/11/11      | 6,654.53        | 9,330.03                        | -2,675.50           |
| <b>Subtotal</b>                             |           |            | <b>674.00000</b>  |                                   |                  |               | <b>7,936.65</b> | <b>11,169.53</b>                | <b>-3,232.88</b>    |
| GOLFAX CORP                                 |           |            | 69.00000          | 27.4921                           | 11/03/11         | 11/11/11      | 1,918.32        | 1,896.95                        | 21.37               |
|                                             |           |            | 80.00000          | 27.3849                           | 11/09/11         | 11/11/11      | 2,224.16        | 2,190.80                        | 33.36               |
| <b>Subtotal</b>                             |           |            | <b>149.00000</b>  |                                   |                  |               | <b>4,142.48</b> | <b>4,087.75</b>                 | <b>54.73</b>        |
| CONTINENTAL RESOURCES<br>INC                |           |            | 29.00000          | 64.2803                           | 11/09/11         | 11/11/11      | 1,962.10        | 1,864.13                        | 97.97               |
| DISH NETWORK CORP<br>CLASS A                |           |            | 83.00000          | 24.1985                           | 08/31/11         | 11/11/11      | 2,097.61        | 2,008.48                        | 89.13               |
|                                             |           |            | 75.00000          | 23.8751                           | 09/06/11         | 11/11/11      | 1,895.44        | 1,790.63                        | 104.81              |
|                                             |           |            | 48.00000          | 27.6437                           | 09/21/11         | 11/11/11      | 1,213.08        | 1,326.90                        | -113.82             |
|                                             |           |            | 62.00000          | 28.2067                           | 09/28/11         | 11/11/11      | 1,566.90        | 1,748.82                        | -181.92             |
| <b>Subtotal</b>                             |           |            | <b>268.00000</b>  |                                   |                  |               | <b>6,773.03</b> | <b>6,874.83</b>                 | <b>-101.80</b>      |
| DREAMWORKS ANIMATION SKG<br>INC-A           |           |            | 98.00000          | 20.0320                           | 08/17/11         | 11/11/11      | 1,841.38        | 1,963.14                        | -121.76             |
| ECHOSTAR HOLDING<br>CORP - A                |           |            | 71.00000          | 25.9676                           | 08/10/11         | 11/11/11      | 1,668.46        | 1,843.70                        | -175.24             |
| EQUITY LIFESTYLE PROP<br>(REIT)             |           |            | 32.00000          | 67.6757                           | 07/21/11         | 11/11/11      | 2,045.72        | 2,165.62                        | -119.90             |
| FAIRFAX FINL HLDGS LTD<br>SUB VTG<br>CANADA |           |            | 4.00000           | 378.7856                          | 10/04/11         | 11/11/11      | 1,656.60        | 1,515.14                        | 141.46              |



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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Short Term Description         | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| FOREST CITY ENTERPRISES CLA    |           |            | 26.00000         | 18.6334                           | 03/10/11         | 11/11/11      | 357.18           | 484.47                          | -127.29             |
|                                |           |            | 239.00000        | 18.2868                           | 03/15/11         | 11/11/11      | 3,283.40         | 4,370.55                        | -1,087.15           |
| <b>Subtotal</b>                |           |            | <b>265.00000</b> |                                   |                  |               | <b>3,640.58</b>  | <b>4,855.02</b>                 | <b>-1,214.44</b>    |
| GENERAL GROWTH PPTYS INC       |           | X          | 127.00000        | 11.1375                           | 08/10/10         | 03/29/11      | 1,915.98         | 1,414.48                        | 501.50              |
|                                |           | X          | 128.00000        | 10.7771                           | 08/12/10         | 03/29/11      | 1,931.07         | 1,379.48                        | 551.59              |
|                                |           | X          | 133.00000        | 10.7325                           | 08/13/10         | 03/29/11      | 2,006.51         | 1,427.44                        | 579.07              |
|                                |           | X          | 28.00000         | 13.4714                           | 11/01/10         | 03/29/11      | 422.43           | 377.21                          | 45.22               |
|                                |           |            | 15.00000         | 0.0000                            | 01/27/11         | 11/11/11      | 217.79           | 217.09                          | 0.70                |
|                                |           |            | 94.00000         | 14.9600                           | 08/04/11         | 11/11/11      | 1,364.86         | 1,406.24                        | -41.38              |
|                                |           |            | 103.00000        | 13.7590                           | 08/10/11         | 11/11/11      | 1,495.54         | 1,417.18                        | 78.36               |
| <b>Subtotal</b>                |           |            | <b>628.00000</b> |                                   |                  |               | <b>9,354.18</b>  | <b>7,639.12</b>                 | <b>1,715.06</b>     |
| GOOGLE INC CL A                |           |            | 3.00000          | 587.2680                          | 10/18/11         | 11/11/11      | 1,800.92         | 1,761.80                        | 39.12               |
| GREENLIGHT CAPITAL RE<br>LTD A |           |            | 42.00000         | 25.5239                           | 07/20/11         | 11/11/11      | 973.96           | 1,072.01                        | -98.05              |
| HENDERSON LAND<br>DEVELOPMENT  |           |            | 1,628.00000      | 6.9194                            | 03/31/11         | 11/11/11      | 8,318.92         | 11,264.78                       | -2,945.86           |
| HOWARD HUGHES CORP             |           |            | 85.00000         | 64.0692                           | 03/11/11         | 11/11/11      | 4,042.52         | 5,445.88                        | -1,403.36           |
|                                |           |            | 44.00000         | 67.1002                           | 03/14/11         | 11/11/11      | 2,092.60         | 2,952.41                        | -859.81             |
|                                |           |            | 31.00000         | 62.8531                           | 07/22/11         | 11/11/11      | 1,474.33         | 1,948.45                        | -474.12             |
|                                |           |            | 38.00000         | 60.2937                           | 07/28/11         | 11/11/11      | 1,807.25         | 2,291.16                        | -483.91             |
|                                |           |            | 44.00000         | 56.9377                           | 08/02/11         | 11/11/11      | 2,092.60         | 2,505.26                        | -412.66             |
|                                |           |            | 48.00000         | 50.6911                           | 08/19/11         | 11/11/11      | 2,282.85         | 2,433.17                        | -150.32             |
| <b>Subtotal</b>                |           |            | <b>290.00000</b> |                                   |                  |               | <b>13,792.15</b> | <b>17,576.33</b>                | <b>-3,784.18</b>    |
| ICAHN ENTERPRISES LP           |           | X          | 0.10834          | 0.0000                            | 05/31/11         | 05/31/11      | 5.03             | 0.01p                           | 5.02                |
| LAS VEGAS SANDS CORP           |           |            | 8.00000          | 43.6550                           | 04/01/11         | 11/11/11      | 360.18           | 349.24                          | 10.94               |

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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Short Term                         | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                        |           |            |                   |                                   |                  |               |                  |                                 |                     |
| LIBERTY MEDIA CORP                 |           |            | 95.00000          | 69.7176                           | 02/09/11         | 11/11/11      | 6,343.89         | 6,623.17                        | -279.28             |
| LIBERTY STARZ-SERIES A             |           |            | 76.00000          | 76.9371                           | 03/14/11         | 11/11/11      | 5,075.13         | 5,847.22                        | -772.09             |
| <b>Subtotal</b>                    |           |            | <b>171.00000</b>  |                                   |                  |               | <b>11,419.02</b> | <b>12,470.39</b>                | <b>-1,051.37</b>    |
| LIBERTY MEDIA CORP                 |           |            | 30.00000          | 74.8559                           | 03/30/11         | 11/11/11      | 2,367.04         | 2,245.68                        | 121.36              |
| LIBERTY CAPITAL-SERIES A           |           |            | 32.00000          | 73.2687                           | 03/31/11         | 11/11/11      | 2,524.85         | 2,344.60                        | 180.25              |
|                                    |           |            | 35.00000          | 85.9255                           | 07/21/11         | 11/11/11      | 2,761.56         | 3,007.39                        | -245.83             |
|                                    |           |            | 22.00000          | 85.9044                           | 07/25/11         | 11/11/11      | 1,735.83         | 1,889.90                        | -154.07             |
|                                    |           |            | 25.00000          | 81.5971                           | 07/28/11         | 11/11/11      | 1,972.54         | 2,039.93                        | -67.39              |
|                                    |           |            | 33.00000          | 77.3659                           | 08/03/11         | 11/11/11      | 2,603.76         | 2,553.08                        | 50.68               |
|                                    |           |            | 17.00000          | 72.8594                           | 08/17/11         | 11/11/11      | 1,341.33         | 1,238.61                        | 102.72              |
|                                    |           |            | 28.00000          | 71.7720                           | 08/31/11         | 11/11/11      | 2,209.25         | 2,009.62                        | 199.63              |
|                                    |           |            | 19.00000          | 68.6222                           | 09/14/11         | 11/11/11      | 1,499.14         | 1,303.82                        | 195.32              |
| <b>Subtotal</b>                    |           |            | <b>241.00000</b>  |                                   |                  |               | <b>19,015.30</b> | <b>18,632.63</b>                | <b>382.67</b>       |
| PHILIP MORRIS<br>INTERNATIONAL INC |           |            | 27.00000          | 65.8458                           | 10/11/11         | 11/11/11      | 1,941.26         | 1,777.84                        | 163.42              |
| SEARS HOLDINGS CORP                |           |            | 53.00000          | 75.4002                           | 07/20/11         | 11/11/11      | 3,943.47         | 3,996.21                        | -52.74              |
|                                    |           |            | 27.00000          | 73.8817                           | 10/25/11         | 11/11/11      | 2,008.93         | 1,994.81                        | 14.12               |
|                                    |           |            | 14.00000          | 77.7535                           | 11/02/11         | 11/11/11      | 1,041.68         | 1,088.55                        | -46.87              |
| <b>Subtotal</b>                    |           |            | <b>94.00000</b>   |                                   |                  |               | <b>6,994.08</b>  | <b>7,079.57</b>                 | <b>-85.49</b>       |
| SINGAPORE EXCHANGE LTD             |           |            | 87.00000          | 6.2000                            | 03/08/11         | 11/04/11      | 448.41           | 539.40                          | -90.99              |
| TOURMALINE OIL CORP                |           |            | 58.00000          | 31.4094                           | 08/19/11         | 11/11/11      | 1,924.40         | 1,821.75                        | 102.65              |
| U S GOLD CORP                      |           |            | 328.00000         | 6.6500                            | 07/28/11         | 11/11/11      | 1,551.41         | 2,181.20                        | -629.79             |
| VALUE PARTNERS GROUP LTD           |           |            | 3,076.00000       | 1.0272                            | 04/06/11         | 11/11/11      | 1,645.62         | 3,159.67                        | -1,514.05           |
|                                    |           |            | 3,471.00000       | 1.0092                            | 04/07/11         | 11/11/11      | 1,856.96         | 3,502.93                        | -1,645.97           |



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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Short Term Description                                            | Continued | Noncovered | Share Quantity      | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------------------------------|-----------|------------|---------------------|-----------------------------------|------------------|---------------|---------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                                   |           |            | <b>6,547.00000</b>  |                                   |                  |               | <b>3,502.58</b>     | <b>6,662.60</b>                 | <b>-3,160.02</b>    |
| VIACOM INC CL B                                                   |           |            | 44.00000            | 44.6918                           | 08/10/11         | 11/11/11      | 1,993.59            | 1,966.44                        | 27.15               |
|                                                                   |           |            | 37.00000            | 48.5474                           | 08/31/11         | 11/11/11      | 1,676.44            | 1,796.26                        | -119.82             |
| <b>Subtotal</b>                                                   |           |            | <b>81.00000</b>     |                                   |                  |               | <b>3,670.03</b>     | <b>3,762.70</b>                 | <b>-92.67</b>       |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                     |                                   |                  |               |                     |                                 |                     |
|                                                                   |           |            |                     |                                   |                  |               | <b>\$129,813.75</b> | <b>\$147,337.73</b>             | <b>-\$17,523.98</b> |
| <b>TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                     |                                   |                  |               | <b>\$6,281.02</b>   | <b>\$4,598.62</b>               | <b>\$1,682.40</b>   |
| <b>Long Term</b>                                                  |           |            |                     |                                   |                  |               |                     |                                 |                     |
| Long Term Description                                             |           | Noncovered | Share Quantity      | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
| ANGLO AMERICAN PLC ADR                                            |           | X          | 84.00000            | 14.6334                           | 07/15/09         | 07/27/11      | 2,042.84            | 1,229.22                        | 813.62              |
|                                                                   |           | X          | 102.00000           | 14.6334                           | 07/15/09         | 09/27/11      | 1,905.32            | 1,492.61                        | 412.71              |
|                                                                   |           | X          | 33.00000            | 14.6334                           | 07/15/09         | 10/05/11      | 559.40              | 482.90                          | 76.50               |
|                                                                   |           | X          | 66.00000            | 22.6900                           | 01/07/10         | 10/05/11      | 1,118.81            | 1,497.54                        | -378.73             |
|                                                                   |           | X          | 50.00000            | 22.6900                           | 01/07/10         | 11/11/11      | 980.48              | 1,134.50                        | -154.02             |
| <b>Subtotal</b>                                                   |           |            | <b>335.00000</b>    |                                   |                  |               | <b>6,606.85</b>     | <b>5,836.77</b>                 | <b>770.08</b>       |
| ANHUI EXPRESSWAY                                                  |           | X          | 2,890.00000         | 0.7436                            | 01/20/10         | 04/01/11      | 2,314.56            | 2,149.00                        | 165.56              |
| BANK NEW YORK MELLON CORP                                         |           | X          | 269.00000           | 28.2345                           | 01/06/10         | 03/10/11      | 7,872.75            | 7,595.10                        | 277.65              |
| BEIJING CAPITAL INTL AIRPORT CO LTD - H                           |           | X          | 8,377.00000         | 1.6500                            | 11/26/07         | 11/11/11      | 3,602.03            | 13,822.05                       | -10,220.02          |
|                                                                   |           | X          | 7,808.00000         | 0.5847                            | 04/19/10         | 11/11/11      | 3,357.37            | 4,565.34                        | -1,207.97           |
|                                                                   |           | X          | 4,245.00000         | 0.5893                            | 04/21/10         | 11/11/11      | 1,825.31            | 2,501.58                        | -676.27             |
| <b>Subtotal</b>                                                   |           |            | <b>20,430.00000</b> |                                   |                  |               | <b>8,784.71</b>     | <b>20,888.97</b>                | <b>-12,104.26</b>   |
| BERKSHIRE HATHAWAY INC                                            |           | X          | 79.00000            | 89.6000                           | 11/26/07         | 11/11/11      | 6,052.15            | 7,078.40                        | -1,026.25           |
| SERIES B NEW                                                      |           |            |                     |                                   |                  |               |                     |                                 |                     |
| BHP BILLITON LTD SPON ADR                                         |           | X          | 101.00000           | 73.2061                           | 02/02/10         | 11/11/11      | 7,872.59            | 7,393.82                        | 478.77              |

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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Long Term                           | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                         |           |            |                   |                                   |                  |               |                  |                                 |                     |
| BROADRIDGE FINANCIAL<br>SOLUTIONS   |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 170.00000         | 22.4677                           | 01/12/10         | 03/11/11      | 3,663.27         | 3,819.51                        | -156.24             |
|                                     |           | X          | 28.00000          | 22.6351                           | 01/13/10         | 03/11/11      | 603.36           | 633.78                          | -30.42              |
|                                     |           | X          | 9.00000           | 22.8692                           | 01/14/10         | 03/11/11      | 193.93           | 205.82                          | -11.89              |
|                                     |           | X          | 300.00000         | 22.4430                           | 01/20/10         | 03/11/11      | 6,464.62         | 6,732.92                        | -268.30             |
| <b>Subtotal</b>                     |           |            | <b>507.00000</b>  |                                   |                  |               | <b>10,925.18</b> | <b>11,392.03</b>                | <b>-466.85</b>      |
| BROOKFIELD ASSET MANGMNT<br>CLASS A |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 53.00000          | 25.3581                           | 08/11/10         | 10/12/11      | 1,417.24         | 1,343.98                        | 73.26               |
|                                     |           | X          | 65.00000          | 25.3581                           | 08/11/10         | 10/19/11      | 1,766.21         | 1,648.28                        | 117.93              |
|                                     |           | X          | 297.00000         | 25.3581                           | 08/11/10         | 11/11/11      | 8,606.38         | 7,531.35                        | 1,075.03            |
| <b>Subtotal</b>                     |           |            | <b>415.00000</b>  |                                   |                  |               | <b>11,789.83</b> | <b>10,523.61</b>                | <b>1,266.22</b>     |
| CANADIAN NATURAL<br>RESOURCES LTD   |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 366.00000         | 73.6199                           | 11/26/07         | 11/11/11      | 13,773.81        | 13,472.44                       | 301.37              |
|                                     |           | X          | 32.00000          | 28.9402                           | 01/07/10         | 11/10/11      | 658.24           | 926.09                          | -267.85             |
|                                     |           | X          | 362.00000         | 28.9402                           | 01/07/10         | 11/11/11      | 7,529.45         | 10,476.35                       | -2,946.90           |
| <b>Subtotal</b>                     |           |            | <b>394.00000</b>  |                                   |                  |               | <b>8,187.69</b>  | <b>11,402.44</b>                | <b>-3,214.75</b>    |
| CBOE HOLDINGS INC                   |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 508.00000         | 24.6441                           | 11/08/10         | 11/11/11      | 13,718.33        | 12,519.20                       | 1,199.13            |
| CENOVUS ENERGY INC                  |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 222.00000         | 26.2058                           | 01/11/10         | 11/11/11      | 7,387.12         | 5,817.70                        | 1,569.42            |
| CME GROUP INC                       |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 3.00000           | 534.1493                          | 11/26/07         | 03/29/11      | 892.26           | 1,602.45                        | -710.19             |
|                                     |           | X          | 7.00000           | 534.1493                          | 11/26/07         | 07/22/11      | 2,000.28         | 3,739.04                        | -1,738.76           |
|                                     |           | X          | 6.00000           | 534.1493                          | 11/26/07         | 11/11/11      | 1,577.48         | 3,204.89                        | -1,627.41           |
|                                     |           | X          | 29.00000          | 442.1724                          | 06/19/08         | 11/11/11      | 7,624.54         | 12,823.00                       | -5,198.46           |
| <b>Subtotal</b>                     |           |            | <b>45.00000</b>   |                                   |                  |               | <b>12,094.56</b> | <b>21,369.38</b>                | <b>-9,274.82</b>    |
| COMPUTERSHARE LTD                   |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 336.00000         | 10.7179                           | 02/19/10         | 03/30/11      | 3,170.94         | 3,601.21                        | -430.27             |
| CSX CORP                            |           |            |                   |                                   |                  |               |                  |                                 |                     |
|                                     |           | X          | 100.00000         | 16.8293                           | 01/19/10         | 07/21/11      | 2,554.42         | 1,682.94                        | 871.48              |
|                                     |           | X          | 413.00000         | 16.8293                           | 01/19/10         | 11/11/11      | 9,219.63         | 6,950.51                        | 2,269.12            |

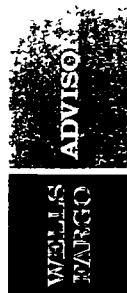


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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Long Term Description                            | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                  |           |            | <b>513.00000</b> |                                   |                  |               | <b>11,774.05</b> | <b>8,633.45</b>                 | <b>3,140.60</b>     |
| DEUTSCHE BOERSE AG-UNSPD<br>ADR                  |           | X          | 1,083.00000      | 6.8559                            | 02/19/10         | 04/01/11      | 8,031.81         | 7,424.94                        | 606.87              |
| ENCANA CORP                                      |           | X          | 33.00000         | 34.4200                           | 01/11/10         | 09/20/11      | 765.09           | 1,135.86                        | -370.77             |
|                                                  |           | X          | 133.00000        | 34.4200                           | 01/11/10         | 11/02/11      | 2,748.43         | 4,577.86                        | -1,829.43           |
| <b>Subtotal</b>                                  |           |            | <b>166.00000</b> |                                   |                  |               | <b>3,513.52</b>  | <b>5,713.72</b>                 | <b>-2,200.20</b>    |
| FOREST CITY ENTERPRS CLA                         |           | X          | 445.00000        | 11.9041                           | 08/11/10         | 11/11/11      | 6,113.42         | 5,297.32                        | 816.10              |
| FRANCO-NEVADA CORP                               |           | X          | 142.00000        | 25.6846                           | 02/23/10         | 11/11/11      | 5,994.41         | 3,647.21                        | 2,347.20            |
|                                                  |           | X          | 140.00000        | 25.6053                           | 02/25/10         | 11/11/11      | 5,909.99         | 3,584.75                        | 2,325.24            |
| <b>Subtotal</b>                                  |           |            | <b>282.00000</b> |                                   |                  |               | <b>11,904.40</b> | <b>7,231.96</b>                 | <b>4,672.44</b>     |
| FREEPORT-MCMORAN COPPER<br>& GOLD INC<br>CLASS B |           | X          | 176.00000        | 43.6887                           | 01/11/10         | 11/11/11      | 6,999.38         | 7,689.21                        | -689.83             |
| GENERAL GROWTH PPTYS INC                         |           | X          | 290.00000        | 13.4714                           | 11/01/10         | 11/11/11      | 4,210.71         | 3,906.72                        | 303.99              |
| GUANGSHEN RY LTD<br>SPON ADR                     |           |            |                  |                                   |                  |               |                  |                                 |                     |
| HONG KONG                                        |           | X          | 91.00000         | 20.5494                           | 01/21/10         | 03/30/11      | 1,708.88         | 1,870.00                        | -161.12             |
| HONG KONG EXCHANGES &<br>CLEARING LTD NEW        |           | X          | 209.00000        | 28.7500                           | 11/26/07         | 03/30/11      | 4,476.44         | 6,008.75                        | -1,532.31           |
|                                                  |           | X          | 100.00000        | 28.7500                           | 11/26/07         | 07/26/11      | 2,058.61         | 2,875.00                        | -816.39             |
|                                                  |           | X          | 60.00000         | 28.7500                           | 11/26/07         | 08/03/11      | 1,213.24         | 1,725.00                        | -511.76             |
|                                                  |           | X          | 38.00000         | 15.6000                           | 07/15/09         | 08/03/11      | 768.39           | 592.80                          | 175.59              |
|                                                  |           | X          | 9.00000          | 15.8900                           | 07/16/09         | 08/03/11      | 181.99           | 143.01                          | 38.98               |
|                                                  |           | X          | 204.00000        | 15.8900                           | 07/16/09         | 08/18/11      | 3,893.79         | 3,241.56                        | 652.23              |
| <b>Subtotal</b>                                  |           |            | <b>620.00000</b> |                                   |                  |               | <b>12,592.46</b> | <b>14,586.12</b>                | <b>-1,993.66</b>    |
| HOWARD HUGHES CORP                               |           | X          | 12.41218         | 29.9652                           | 08/10/10         | 11/11/11      | 590.31           | 371.92                          | 218.39              |
|                                                  |           | X          | 12.50991         | 28.9957                           | 08/12/10         | 11/11/11      | 594.95           | 362.73                          | 232.22              |

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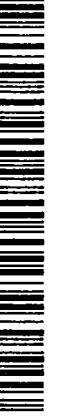
## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Long Term<br>Description        | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                 |           | X          | 12.99858          | 28.8756                           | 08/13/10         | 11/11/11      | 618.20           | 375.34                          | 242.86              |
|                                 |           | X          | 31.07933          | 36.2445                           | 11/01/10         | 11/11/11      | 1,478.10         | 1,126.45                        | 351.65              |
| <b>Subtotal</b>                 |           |            | <b>69.00000</b>   |                                   |                  |               | <b>3,281.56</b>  | <b>2,236.44</b>                 | <b>1,045.12</b>     |
| ICAHN ENTERPRISES LP            |           | X          | 112.00000         | 119.6290                          | 11/26/07         | 11/11/11      | 4,283.91         | 13,398.45 <sub>p</sub>          | -9,114.54           |
| IMPERIAL OIL LTD NEW            |           | X          | 96.00000          | 39.6962                           | 01/14/10         | 11/11/11      | 4,022.32         | 3,810.84                        | 211.48              |
| INTERCONTINENTALEXCHANGE<br>INC |           | X          | 37.00000          | 168.3360                          | 11/26/07         | 03/29/11      | 4,649.84         | 6,228.44                        | -1,578.60           |
|                                 |           | X          | 19.00000          | 168.3360                          | 11/26/07         | 08/04/11      | 2,184.10         | 3,198.39                        | -1,014.29           |
|                                 |           | X          | 18.00000          | 168.3360                          | 11/26/07         | 08/10/11      | 1,983.39         | 3,030.04                        | -1,046.65           |
|                                 |           | X          | 4.00000           | 168.3360                          | 11/26/07         | 09/06/11      | 449.71           | 673.34                          | -223.63             |
|                                 |           | X          | 16.00000          | 85.2498                           | 10/17/08         | 09/06/11      | 1,798.86         | 1,364.00                        | 434.86              |
|                                 |           | X          | 14.00000          | 85.2498                           | 10/17/08         | 11/02/11      | 1,732.97         | 1,193.50                        | 539.47              |
|                                 |           | X          | 22.00000          | 85.2498                           | 10/17/08         | 11/11/11      | 2,787.12         | 1,875.49                        | 911.63              |
|                                 |           | X          | 14.00000          | 90.9000                           | 07/15/09         | 11/11/11      | 1,773.63         | 1,272.60                        | 501.03              |
| <b>Subtotal</b>                 |           |            | <b>144.00000</b>  |                                   |                  |               | <b>17,359.62</b> | <b>18,835.80</b>                | <b>-1,476.18</b>    |
| JIANGSU EXPRESS CO LTD H        |           | X          | 2,042.00000       | 0.9478                            | 01/20/10         | 04/01/11      | 2,311.91         | 1,935.41                        | 376.50              |
| LAS VEGAS SANDS CORP            |           | X          | 381.00000         | 29.1886                           | 08/05/10         | 11/11/11      | 17,153.43        | 11,120.86                       | 6,032.57            |
| LEUCADIA NATIONAL<br>CORP       |           | X          | 249.00000         | 21.8452                           | 08/10/10         | 11/11/11      | 6,063.12         | 5,439.45                        | 623.67              |
|                                 |           | X          | 244.00000         | 21.0942                           | 08/12/10         | 11/11/11      | 5,941.39         | 5,146.98                        | 794.41              |
| <b>Subtotal</b>                 |           |            | <b>493.00000</b>  |                                   |                  |               | <b>12,004.51</b> | <b>10,586.43</b>                | <b>1,418.08</b>     |
| MSCI INC - A                    |           | X          | 107.00000         | 33.5330                           | 01/12/10         | 02/04/11      | 3,676.86         | 3,588.04                        | 88.82               |
|                                 |           | X          | 63.00000          | 33.5330                           | 01/12/10         | 02/07/11      | 2,238.48         | 2,112.57                        | 125.91              |
| <b>Subtotal</b>                 |           |            | <b>170.00000</b>  |                                   |                  |               | <b>5,915.34</b>  | <b>5,700.61</b>                 | <b>214.73</b>       |
| NEXEN INC                       |           | X          | 156.00000         | 23.9284                           | 01/07/10         | 08/30/11      | 3,313.04         | 3,732.84                        | -419.80             |



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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Long Term Description                 | Continued | Noncovered | Share Quantity     | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------------|-----------|------------|--------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| STATE STR CORP                        |           | X          | 284.00000          | 5.5748                            | 03/24/10         | 11/04/11      | 1,463.76         | 1,583.23                        | -119.47             |
| <b>Subtotal</b>                       |           |            | <b>1,356.00000</b> |                                   |                  |               | <b>7,527.08</b>  | <b>7,559.43</b>                 | <b>-32.35</b>       |
| SUNCOR ENERGY INC NEW                 |           | X          | 173.00000          | 44.2455                           | 01/06/10         | 03/10/11      | 7,501.26         | 7,654.48                        | -153.22             |
|                                       |           | X          | 72.00000           | 50.8180                           | 11/26/07         | 09/13/11      | 2,064.27         | 3,658.90                        | -1,594.63           |
|                                       |           | X          | 55.00000           | 50.8180                           | 11/26/07         | 11/10/11      | 1,684.82         | 2,794.99                        | -1,110.17           |
|                                       |           | X          | 175.00000          | 50.8180                           | 11/26/07         | 11/11/11      | 5,572.61         | 8,893.14                        | -3,320.53           |
| <b>Subtotal</b>                       |           |            | <b>302.00000</b>   |                                   |                  |               | <b>9,321.70</b>  | <b>15,347.03</b>                | <b>-6,025.33</b>    |
| TIANJIN PORT DEVELOPMENT HOLDINGS LTD |           | X          | 4,833.00000        | 0.3634                            | 01/13/10         | 04/04/11      | 1,142.02         | 1,756.31                        | -614.29             |
| UNION PACIFIC CORP                    |           | X          | 19.00000           | 63.9280                           | 01/27/10         | 07/21/11      | 1,985.19         | 1,214.64                        | 770.55              |
|                                       |           | X          | 108.00000          | 63.9280                           | 01/27/10         | 11/11/11      | 11,123.84        | 6,904.23                        | 4,219.61            |
| <b>Subtotal</b>                       |           |            | <b>127.00000</b>   |                                   |                  |               | <b>13,109.03</b> | <b>8,118.87</b>                 | <b>4,990.16</b>     |
| URBANA CORP                           |           | X          | 701.00000          | 1.3926                            | 03/19/09         | 11/11/11      | 652.61           | 976.21                          | -323.60             |
| COM CL A NON-VTG                      |           | X          | 25.00000           | 1.4000                            | 03/23/09         | 11/11/11      | 23.27            | 35.00                           | -11.73              |
|                                       |           | X          | 200.00000          | 1.4000                            | 03/24/09         | 11/11/11      | 186.19           | 280.00                          | -93.81              |
|                                       |           | X          | 192.00000          | 1.3978                            | 03/25/09         | 11/11/11      | 178.75           | 268.38                          | -89.63              |
|                                       |           | X          | 205.00000          | 1.3089                            | 03/27/09         | 11/11/11      | 190.85           | 268.32                          | -77.47              |
|                                       |           | X          | 500.00000          | 1.3000                            | 04/01/09         | 11/11/11      | 465.50           | 650.00                          | -184.50             |
|                                       |           | X          | 17.00000           | 1.3000                            | 04/09/09         | 11/11/11      | 15.83            | 22.10                           | -6.27               |
| <b>Subtotal</b>                       |           |            | <b>1,840.00000</b> |                                   |                  |               | <b>1,713.00</b>  | <b>2,500.01</b>                 | <b>-787.01</b>      |
| VALUE PARTNERS GROUP LTD              |           | X          | 2,436.00000        | 0.7278                            | 01/20/10         | 11/11/11      | 1,303.23         | 1,772.92                        | -469.69             |
| VERISK ANALYTICS INC CLASS A          |           | X          | 47.00000           | 30.1826                           | 01/12/10         | 08/09/11      | 1,478.13         | 1,418.59                        | 59.54               |
|                                       |           | X          | 50.00000           | 30.1826                           | 01/12/10         | 08/17/11      | 1,619.92         | 1,509.13                        | 110.79              |
|                                       |           | X          | 92.00000           | 30.2284                           | 01/13/10         | 08/17/11      | 2,980.68         | 2,781.02                        | 199.66              |



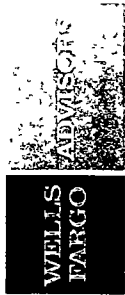
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## Annual Statement Information

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Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)



## Realized Gain/Loss

| Long Term Description              | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| NORFOLK SOUTHERN CORP              |           | X          | 7.00000          | 53.5652                           | 01/13/10         | 07/21/11      | 537.92           | 374.96                          | 162.96              |
|                                    |           | X          | 152.00000        | 53.5652                           | 01/13/10         | 11/11/11      | 11,566.67        | 8,141.91                        | 3,424.76            |
| <b>Subtotal</b>                    |           |            | <b>159.00000</b> |                                   |                  |               | <b>12,104.59</b> | <b>8,516.87</b>                 | <b>3,587.72</b>     |
| NORTHERN TRUST CORP                |           | X          | 31.00000         | 52.2466                           | 01/06/10         | 07/20/11      | 1,384.20         | 1,619.65                        | -235.45             |
|                                    |           | X          | 44.00000         | 52.2466                           | 01/06/10         | 07/27/11      | 1,983.80         | 2,298.86                        | -315.06             |
|                                    |           | X          | 72.00000         | 52.2466                           | 01/06/10         | 08/02/11      | 3,139.17         | 3,761.75                        | -622.58             |
| <b>Subtotal</b>                    |           |            | <b>147.00000</b> |                                   |                  |               | <b>6,507.17</b>  | <b>7,680.26</b>                 | <b>-1,173.09</b>    |
| NYSE EURONEXT                      |           | X          | 109.00000        | 81.6893                           | 11/26/07         | 08/03/11      | 3,419.20         | 8,904.14                        | -5,484.94           |
|                                    |           |            |                  | 82.0637                           |                  |               |                  | 8,944.94                        |                     |
|                                    |           | X          | 112.00000        | 81.5019                           | 11/26/07         | 11/11/11      | 3,132.37         | 9,128.22                        | -5,995.85           |
|                                    |           |            |                  | 82.0637                           |                  |               |                  | 9,191.13                        |                     |
| <b>Subtotal</b>                    |           |            | <b>221.00000</b> |                                   |                  |               | <b>6,551.57</b>  | <b>18,032.36</b>                | <b>-11,480.79</b>   |
|                                    |           |            |                  |                                   |                  |               |                  | <b>18,136.07</b>                |                     |
| PENN WEST PETROLEUM LTD<br>COM NEW |           | X          | 206.00000        | 18.7036                           | 01/07/10         | 11/11/11      | 3,764.53         | 3,852.96                        | -88.43              |
| RIO TINTO PLC<br>SPONSORED ADR     |           | X          | 36.00000         | 139.5790                          | 07/15/09         | 08/30/11      | 2,173.46         | 1,256.22                        | 917.24              |
|                                    |           | X          | 56.00000         | 139.5790                          | 07/15/09         | 11/11/11      | 3,100.65         | 1,954.10                        | 1,146.55            |
|                                    |           | X          | 40.00000         | 232.4399                          | 01/07/10         | 11/11/11      | 2,214.76         | 2,324.40                        | -109.64             |
| <b>Subtotal</b>                    |           |            | <b>132.00000</b> |                                   |                  |               | <b>7,488.87</b>  | <b>5,534.72</b>                 | <b>1,954.15</b>     |
| SEARS HOLDINGS CORP                |           | X          | 92.00000         | 109.7080                          | 11/26/07         | 11/11/11      | 6,845.26         | 10,093.13                       | -3,247.87           |
| SHENZHEN EXPRESSWAY CO<br>LTD H    |           | X          | 3,648.00000      | 0.5379                            | 01/13/10         | 04/04/11      | 2,412.74         | 1,962.26                        | 450.48              |
|                                    |           | X          | 3,649.00000      | 0.5326                            | 01/13/10         | 04/04/11      | 2,337.51         | 1,943.46                        | 394.05              |
| SICHUAN EXPRESSWAY CO              |           | X          | 407.00000        | 5.5748                            | 03/24/10         | 07/29/11      | 2,525.06         | 2,268.95                        | 256.11              |
| SINGAPORE EXCHANGE LTD             |           | X          | 255.00000        | 5.5748                            | 03/24/10         | 08/11/11      | 1,406.88         | 1,421.58                        | -14.70              |
|                                    |           | X          | 410.00000        | 5.5748                            | 03/24/10         | 10/27/11      | 2,131.38         | 2,285.67                        | -154.29             |

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## Annual Statement Information

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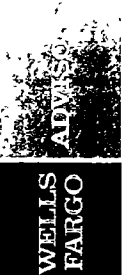


Account Number: 3289-4116  
FLEMING FOUNDATION  
(KINETICS)

## Realized Gain/Loss

| Long Term Description                                            | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|---------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                                  |           |            | <b>189.00000</b> |                                   |                  |               | <b>6,078.73</b>     | <b>5,708.74</b>                 | <b>369.99</b>       |
| VISA INC CLASS A                                                 |           | X          | 50.00000         | 54.1170                           | 03/24/09         | 11/11/11      | 4,746.90            | 2,705.85                        | 2,041.05            |
|                                                                  |           | X          | 49.00000         | 53.3894                           | 03/25/09         | 11/11/11      | 4,651.97            | 2,616.08                        | 2,035.89            |
|                                                                  |           | X          | 35.00000         | 86.1630                           | 01/07/10         | 11/11/11      | 3,322.84            | 3,015.71                        | 307.13              |
| <b>Subtotal</b>                                                  |           |            | <b>134.00000</b> |                                   |                  |               | <b>12,721.71</b>    | <b>8,337.64</b>                 | <b>4,384.07</b>     |
| WYNN RESORTS LTD                                                 |           | X          | 60.00000         | 91.9868                           | 08/05/10         | 11/11/11      | 7,478.25            | 5,519.21                        | 1,959.04            |
| ZHEJIANG EXPRESSWAY CO<br>ADR                                    |           | X          | 201.00000        | 8.8557                            | 01/26/10         | 04/04/11      | 1,834.39            | 1,780.01                        | 54.38               |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                  |                                   |                  |               | <b>\$374,787.98</b> | <b>\$398,421.86</b>             | <b>-\$23,633.88</b> |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                  |                                   |                  |               | <b>\$0.00</b>       | <b>\$0.00</b>                   | <b>\$0.00</b>       |

p Cost may be inaccurate due to adjustments reported by the partnerships to you on schedule K-1



Annual Statement Information

Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

\* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different

\* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security

\* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

\* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

| REALIZED GAIN/LOSS SUMMARY |  | COVERED        |  | NONCOVERED   |  | TOTAL        |
|----------------------------|--|----------------|--|--------------|--|--------------|
| Short term                 |  | -\$3,652.48    |  | -\$7,705.63  |  | \$4,053.15   |
| Long term                  |  | \$0.00         |  | -\$29,800.92 |  | -\$29,800.92 |
| Other term                 |  | Not applicable |  | \$0.00       |  | \$0.00       |
| Index options              |  | Not applicable |  | \$0.00       |  | \$0.00       |
| Total - Realized Gain/Loss |  | -\$3,652.48    |  | -\$22,095.29 |  | -\$25,747.77 |

Realized Gain/Loss Detail

| Short Term | Description             | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds | Adjusted Cost/Original Cost | Gain or Loss Amount |
|------------|-------------------------|------------|----------------|-------------------------------|---------------|------------|----------|-----------------------------|---------------------|
|            | ALSTOM SA-UNSPON ADR    |            | 885.00000      | 4.3988                        | 08/18/11      | 11/29/11   | 2,787.69 | 3,892.94                    | -1,105.25           |
|            | CENTRAIS ELEC BRAZ RTS  |            |                |                               |               |            |          |                             |                     |
|            | COM ELBRAS              |            |                |                               |               |            |          |                             |                     |
|            | SALE OF RIGHTS ADR      | X          | 312.00000      | 0.0000                        | 03/08/11      | 03/09/11   | 3.44     | 0.01                        | 3.43                |
|            | CENTRAIS ELEC BRAZ RTS  |            |                |                               |               |            |          |                             |                     |
|            | ELBRAS PNB ADR SPON SHS |            |                |                               |               |            |          |                             |                     |
|            | CLASS B SALE OF RIGHTS  | X          | 1,068.00000    | 0.0000                        | 03/08/11      | 03/09/11   | 12.50    | 0.01                        | 12.49               |

## Annual Statement Information

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Short Term                                                              | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                                                             |           |            |                   |                                   |                  |               |                  |                                 |                     |
| DAIICHI SANKYO CO LTD<br>SPONSORED ADR LEVEL 1                          |           |            | 224.00000         | 18.7037                           | 04/13/11         | 11/29/11      | 3,902.00         | 4,189.64                        | -287.64             |
| EAST JAPAN RAILWAY CO-<br>ADR                                           |           |            | 351.00000         | 11.5689                           | 02/24/11         | 11/29/11      | 3,457.28         | 4,060.69                        | -603.41             |
| GAZPROM O A O<br>SPONSORED ADR                                          |           | X          | 131.00000         | 21.4431                           | 10/15/10         | 03/08/11      | 4,009.02         | 2,809.05                        | 1,199.97            |
| PERUSAHAAN PERSEROAN<br>PERSERO PT INDONESIA<br>TELEKOMUNIKASI SPON ADR |           |            | 143.00000         | 33.4346                           | 02/17/11         | 11/29/11      | 4,578.71         | 4,781.15                        | -202.44             |
| POLYUS GOLD ADR XXX                                                     |           |            | 165.00000         | 33.8200                           | 05/27/11         | 07/26/11      | N/A              | 5,580.30                        | N/A                 |
| STATOIL ASA                                                             |           | X          | 124.00000         | 21.2885                           | 11/09/10         | 04/27/11      | 3,511.01         | 2,639.78                        | 871.23              |
|                                                                         |           | X          | 145.00000         | 21.2885                           | 11/09/10         | 10/18/11      | 3,615.75         | 3,086.83                        | 528.92              |
|                                                                         |           | X          | 268.00000         | 21.3011                           | 11/10/10         | 10/18/11      | 6,682.91         | 5,708.69                        | 974.22              |
| <b>Subtotal</b>                                                         |           |            | <b>537.00000</b>  |                                   |                  |               | <b>13,809.67</b> | <b>11,435.30</b>                | <b>2,374.37</b>     |
| SUMITOMO MITSUI TRUST<br>HOLDINGS INC SPON ADR                          |           |            | 0.53000           | 3.5000                            | 04/04/11         | 04/04/11      | 1.83             | 1.85                            | -0.02               |
| SUMITOMO TRUST&BANK CHG<br>SP ADR                                       |           | X          | 745.00000         | 5.2972                            | 09/14/10         | 04/04/11      | 3,885.17         | 3,946.41                        | -61.24              |
| SUNCOR ENERGY INC NEW                                                   |           | X          | 100.00000         | 28.9560                           | 05/21/10         | 02/08/11      | 4,052.03         | 2,895.60                        | 1,156.43            |
|                                                                         |           | X          | 64.00000          | 28.9560                           | 05/21/10         | 03/03/11      | 2,982.60         | 1,853.19                        | 1,129.41            |
|                                                                         |           | X          | 123.00000         | 28.9560                           | 05/21/10         | 04/07/11      | 5,452.36         | 3,561.59                        | 1,890.77            |
| <b>Subtotal</b>                                                         |           |            | <b>287.00000</b>  |                                   |                  |               | <b>12,486.99</b> | <b>8,310.38</b>                 | <b>4,176.61</b>     |
| TNT EXPRESS NV ADR                                                      |           |            | 430.00000         | 9.9806                            | 07/12/11         | 11/29/11      | 2,837.94         | 4,291.66                        | -1,453.72           |



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## Annual Statement Information

Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL



## Realized Gain/Loss

| Short Term                                                                                                                                                                                                                                                                                                                                                                                                      | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                         |           |            |                   |                                   |                  |               |           |                                 |                     |
| TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES                                                                                                                                                                                                                                                                                                                                                      |           |            |                   |                                   |                  |               |           |                                 |                     |
| For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain / Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain / Loss. Please note that in these situations, the totals and subtotals will include any available cost or proceeds, even if the Gain / Loss is marked N/A. |           |            |                   |                                   |                  |               |           |                                 |                     |
| Long Term                                                                                                                                                                                                                                                                                                                                                                                                       |           |            |                   |                                   |                  |               |           |                                 |                     |
| Description                                                                                                                                                                                                                                                                                                                                                                                                     |           | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
| ALCATEL-LUCENT ADR                                                                                                                                                                                                                                                                                                                                                                                              |           | X          | 461.00000         | 11.8261                           | 03/27/07         | 02/03/11      | 1,541.00  | 5,451.83                        | -3,910.83           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 385.00000         | 11.8180                           | 04/02/07         | 02/03/11      | 1,286.95  | 4,549.93                        | -3,262.98           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 85.00000          | 12.0100                           | 04/03/07         | 02/03/11      | 284.13    | 1,020.85                        | -736.72             |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 324.00000         | 13.4035                           | 05/02/07         | 02/03/11      | 1,083.04  | 4,342.73                        | -3,259.69           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 712.00000         | 13.4776                           | 07/26/07         | 02/03/11      | 2,380.04  | 9,596.06                        | -7,216.02           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 634.00000         | 13.4776                           | 07/26/07         | 02/15/11      | 2,894.15  | 8,544.79                        | -5,650.64           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 238.00000         | 9.0528                            | 09/14/07         | 02/15/11      | 1,086.45  | 2,154.57                        | -1,068.12           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 315.00000         | 9.0528                            | 09/14/07         | 02/23/11      | 1,460.87  | 2,851.63                        | -1,390.76           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 703.00000         | 9.0038                            | 09/20/07         | 02/23/11      | 3,260.31  | 6,329.67                        | -3,069.36           |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 1,535.00000       | 2.8088                            | 02/18/10         | 02/23/11      | 7,118.89  | 4,311.51                        | 2,807.38            |
| Subtotal                                                                                                                                                                                                                                                                                                                                                                                                        |           |            | 5,392.00000       |                                   |                  |               | 22,395.83 | 49,153.57                       | -26,757.74          |
| ALLIANZ SE-ADR                                                                                                                                                                                                                                                                                                                                                                                                  |           | X          | 343.00000         | 10.0137                           | 05/24/10         | 11/29/11      | 3,303.02  | 3,434.70                        | -131.68             |
| ALUMINA LTD SPONSORED<br>ADR                                                                                                                                                                                                                                                                                                                                                                                    |           | X          | 251.00000         | 20.5544                           | 03/29/06         | 01/18/11      | 2,454.58  | 5,159.16                        | -2,704.58           |
| ANGLOGOLD ASHANTI LTD<br>SPON ADR                                                                                                                                                                                                                                                                                                                                                                               |           | X          | 127.14300         | 34.6990                           | 03/14/08         | 11/29/11      | 5,634.57  | 4,411.73                        | 1,222.84            |
|                                                                                                                                                                                                                                                                                                                                                                                                                 |           | X          | 138.85700         | 0.0000                            | 07/28/08         | 11/29/11      | 6,153.71  | 3,417.92                        | 2,735.79            |
| Subtotal                                                                                                                                                                                                                                                                                                                                                                                                        |           |            | 266.00000         |                                   |                  |               | 11,788.28 | 7,829.65                        | 3,958.63            |

## Annual Statement Information

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term                | Continued | Noncovered | Share<br>Quantity  | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------|-----------|------------|--------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description              |           |            |                    |                                   |                  |               |                  |                                 |                     |
| ASTRAZENECA PLC          |           |            |                    |                                   |                  |               |                  |                                 |                     |
| SPON ADR                 |           |            |                    |                                   |                  |               |                  |                                 |                     |
|                          |           | X          | 77.00000           | 47.5365                           | 01/12/10         | 08/23/11      | 3,614.93         | 3,660.32                        | -45.39              |
|                          |           | X          | 103.00000          | 47.5365                           | 01/12/10         | 11/29/11      | 4,572.48         | 4,896.25                        | -323.77             |
|                          |           | X          | 50.00000           | 49.3994                           | 01/14/10         | 11/29/11      | 2,219.66         | 2,469.98                        | -250.32             |
| <b>Subtotal</b>          |           |            | <b>230.00000</b>   |                                   |                  |               | <b>10,407.07</b> | <b>11,026.55</b>                | <b>-619.48</b>      |
| AXIS CAPITAL HLDGS LTD   |           | X          | 51.00000           | 30.2090                           | 10/16/09         | 11/07/11      | 1,602.93         | 1,540.66                        | 62.27               |
|                          |           | X          | 140.00000          | 30.2090                           | 10/16/09         | 11/29/11      | 4,270.43         | 4,229.26                        | 41.17               |
| <b>Subtotal</b>          |           |            | <b>191.00000</b>   |                                   |                  |               | <b>5,873.36</b>  | <b>5,769.92</b>                 | <b>103.44</b>       |
| BARRICK GOLD CORP        |           | X          | 121.00000          | 38.1742                           | 04/30/08         | 04/08/11      | 6,606.40         | 4,619.08                        | 1,987.32            |
|                          |           | X          | 16.00000           | 38.1742                           | 04/30/08         | 08/23/11      | 820.27           | 610.78                          | 209.49              |
|                          |           | X          | 69.00000           | 27.6811                           | 09/16/08         | 08/23/11      | 3,537.42         | 1,910.00                        | 1,627.42            |
|                          |           | X          | 106.00000          | 27.6811                           | 09/16/08         | 11/29/11      | 5,304.95         | 2,934.19                        | 2,370.76            |
|                          |           | X          | 86.00000           | 28.8161                           | 04/09/09         | 11/29/11      | 4,304.02         | 2,478.18                        | 1,825.84            |
| <b>Subtotal</b>          |           |            | <b>398.00000</b>   |                                   |                  |               | <b>20,573.06</b> | <b>12,552.23</b>                | <b>8,020.83</b>     |
| CAMECO CORP              |           | X          | 194.00000          | 24.1305                           | 09/10/08         | 11/29/11      | 3,444.36         | 4,681.31                        | -1,236.95           |
|                          |           | X          | 37.00000           | 27.0569                           | 03/04/10         | 11/29/11      | 656.92           | 1,001.11                        | -344.19             |
| <b>Subtotal</b>          |           |            | <b>231.00000</b>   |                                   |                  |               | <b>4,101.28</b>  | <b>5,682.42</b>                 | <b>-1,581.14</b>    |
| CARREFOUR SA SPONS ADR   |           | X          | 558.00000          | 9.0590                            | 09/25/09         | 11/29/11      | 2,722.98         | 5,054.92                        | -2,331.94           |
|                          |           | X          | 565.00000          | 8.9600                            | 10/06/09         | 11/29/11      | 2,757.14         | 5,062.40                        | -2,305.26           |
|                          |           | X          | 399.00000          | 9.1133                            | 10/20/09         | 11/29/11      | 1,947.09         | 3,636.21                        | -1,689.12           |
| <b>Subtotal</b>          |           |            | <b>1,522.00000</b> |                                   |                  |               | <b>7,427.21</b>  | <b>13,753.53</b>                | <b>-6,326.32</b>    |
| CENTRAIS ELEC BRAZ CL B  |           |            |                    |                                   |                  |               |                  |                                 |                     |
| ELBRAS PNB ADR SPON SHRS |           | X          | 155.00000          | 10.9500                           | 02/13/07         | 11/29/11      | 2,014.96         | 1,697.25                        | 317.71              |
|                          |           | X          | 97.00000           | 11.3405                           | 02/14/07         | 11/29/11      | 1,260.97         | 1,100.03                        | 160.94              |
|                          |           | X          | 167.00000          | 13.7170                           | 07/24/07         | 11/29/11      | 2,170.95         | 2,290.74                        | -119.79             |



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## Annual Statement Information

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term Description                          | Continued       | Noncovered | Share Quantity     | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------|-----------------|------------|--------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
|                                                |                 | X          | 253.00000          | 12.7688                           | 12/18/07         | 11/29/11      | 3,288.94         | 3,230.51                        | 58.43               |
|                                                |                 | X          | 170.00000          | 9.2971                            | 10/28/08         | 11/29/11      | 2,209.96         | 1,580.51                        | 629.45              |
|                                                |                 | X          | 226.00000          | 9.8764                            | 10/29/08         | 11/29/11      | 2,937.95         | 2,232.07                        | 705.88              |
|                                                |                 |            | <b>1,068.00000</b> |                                   |                  |               | <b>13,883.73</b> | <b>12,131.11</b>                | <b>1,752.62</b>     |
|                                                | <b>Subtotal</b> |            |                    |                                   |                  |               |                  |                                 |                     |
| DAIWA HOUSE IND LTD<br>COMM ADRS<br>JAPAN      |                 | X          | 11.00000           | 127.7966                          | 01/08/08         | 03/30/11      | 1,359.56         | 1,405.76                        | -46.20              |
|                                                |                 | X          | 30.00000           | 104.9532                          | 02/13/08         | 03/30/11      | 3,707.91         | 3,148.61                        | 559.30              |
|                                                |                 | X          | 6.00000            | 104.9532                          | 02/13/08         | 08/15/11      | 717.42           | 629.71                          | 87.71               |
|                                                |                 | X          | 29.00000           | 95.5827                           | 03/07/08         | 08/15/11      | 3,467.56         | 2,771.90                        | 695.66              |
|                                                |                 | X          | 19.00000           | 95.5827                           | 03/07/08         | 08/16/11      | 2,268.12         | 1,816.07                        | 452.05              |
|                                                |                 | X          | 36.00000           | 92.9865                           | 09/03/08         | 08/16/11      | 4,297.51         | 3,347.51                        | 950.00              |
|                                                | <b>Subtotal</b> |            | <b>131.00000</b>   |                                   |                  |               | <b>15,818.08</b> | <b>13,119.56</b>                | <b>2,698.52</b>     |
| EMBRAER S A<br>ADR<br>SPONS ADR REPSTG PFD SHS |                 | X          | 20.00000           | 22.0218                           | 10/30/09         | 01/26/11      | 641.98           | 440.43                          | 201.55              |
|                                                |                 | X          | 85.00000           | 19.9028                           | 11/03/09         | 01/26/11      | 2,728.43         | 1,691.74                        | 1,036.69            |
|                                                |                 | X          | 173.00000          | 19.9028                           | 11/03/09         | 08/01/11      | 5,034.18         | 3,443.18                        | 1,591.00            |
|                                                |                 | X          | 177.00000          | 22.5529                           | 05/14/10         | 08/01/11      | 5,150.59         | 3,991.87                        | 1,158.72            |
|                                                |                 | X          | 11.00000           | 22.5529                           | 05/14/10         | 08/02/11      | 312.94           | 248.08                          | 64.86               |
|                                                | <b>Subtotal</b> |            | <b>466.00000</b>   |                                   |                  |               | <b>13,868.12</b> | <b>9,815.30</b>                 | <b>4,052.82</b>     |
| FINMECCANICA SPA-UNS ADR                       |                 | X          | 777.00000          | 5.9979                            | 05/12/10         | 10/12/11      | 2,915.01         | 4,660.38                        | -1,745.37           |
| GAZPROM O A O<br>SPONSORED ADR                 |                 | X          | 723.00000          | 5.3607                            | 10/15/10         | 11/29/11      | 7,887.77         | 7,751.68                        | 136.09              |
| GLAXOSMITHKLINE PLC-ADR                        |                 | X          | 117.00000          | 40.9260                           | 01/08/10         | 06/01/11      | 5,033.32         | 4,788.35                        | 244.97              |
|                                                |                 | X          | 82.00000           | 40.9260                           | 01/08/10         | 11/08/11      | 3,643.05         | 3,355.93                        | 287.12              |
|                                                |                 | X          | 53.00000           | 40.9260                           | 01/08/10         | 11/29/11      | 2,263.25         | 2,169.07                        | 94.18               |

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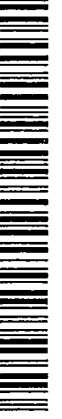
## Annual Statement Information

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term Description             | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| GOLD FIELDS LTD NEW<br>ADR RAND   |           | X          | 108.00000      | 42.0632                           | 01/14/10         | 11/29/11      | 4,611.91  | 4,542.83                        | 69.08               |
|                                   |           |            | 360.00000      |                                   |                  |               | 15,551.53 | 14,856.18                       | 695.35              |
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| HACHIJUNI BANK LTD UNS<br>ADR     |           | X          | 271.00000      | 14.5736                           | 02/01/08         | 10/05/11      | 4,029.14  | 3,949.44                        | 79.70               |
|                                   |           | X          | 312.00000      | 13.9056                           | 02/06/08         | 10/05/11      | 4,638.73  | 4,338.55                        | 300.18              |
|                                   |           | X          | 232.00000      | 13.9056                           | 02/06/08         | 11/29/11      | 3,636.29  | 3,226.10                        | 410.19              |
|                                   |           | X          | 145.00000      | 13.9051                           | 04/08/08         | 11/29/11      | 2,272.69  | 2,016.24                        | 256.45              |
| <b>Subtotal</b>                   |           |            | 960.00000      |                                   |                  |               | 14,576.85 | 13,530.33                       | 1,046.52            |
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| IMPALA PLATINUM SPON ADR          |           | X          | 39.00000       | 63.7485                           | 06/25/08         | 11/29/11      | 2,255.71  | 2,486.18                        | -230.47             |
|                                   |           | X          | 25.00000       | 61.3010                           | 07/11/08         | 11/29/11      | 1,445.97  | 1,532.53                        | -86.56              |
|                                   |           | X          | 5.00000        | 62.2625                           | 07/14/08         | 11/29/11      | 289.20    | 311.32                          | -22.12              |
| <b>Subtotal</b>                   |           |            | 69.00000       |                                   |                  |               | 3,990.88  | 4,330.03                        | -339.15             |
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| KAO CORP-SPONSORED ADR            |           | X          | 93.00000       | 27.4112                           | 08/11/08         | 01/21/11      | 2,894.55  | 2,549.24                        | 345.31              |
|                                   |           | X          | 197.00000      | 24.5645                           | 09/05/08         | 01/21/11      | 6,131.49  | 4,839.21                        | 1,292.28            |
|                                   |           | X          | 108.00000      | 14.4163                           | 03/13/09         | 01/21/11      | 3,361.43  | 1,556.96                        | 1,804.47            |
| <b>Subtotal</b>                   |           |            | 398.00000      |                                   |                  |               | 12,387.47 | 8,945.41                        | 3,442.06            |
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| KINROSS GOLD CORP<br>(NEW) NO PAR |           | X          | 246.00000      | 20.1575                           | 04/13/09         | 08/09/11      | 6,364.75  | 4,958.75                        | 1,406.00            |
|                                   |           | X          | 384.00000      | 20.1575                           | 04/13/09         | 08/12/11      | 10,023.24 | 7,740.49                        | 2,282.75            |
|                                   |           | X          | 70.00000       | 20.1575                           | 04/13/09         | 08/30/11      | 1,795.94  | 1,411.02                        | 384.92              |
|                                   |           | X          | 310.00000      | 20.7803                           | 05/18/09         | 08/30/11      | 7,953.49  | 6,441.88                        | 1,511.61            |
| <b>Subtotal</b>                   |           |            | 1,010.00000    |                                   |                  |               | 26,137.42 | 20,552.14                       | 5,585.28            |
| <b>Subtotal</b>                   |           |            |                |                                   |                  |               |           |                                 |                     |
| KINROSS GOLD CORP<br>(NEW) NO PAR |           | X          | 220.00000      | 17.9608                           | 07/08/09         | 08/31/11      | 3,814.12  | 3,951.37                        | -137.25             |
|                                   |           | X          | 234.00000      | 18.8599                           | 07/30/09         | 08/31/11      | 4,056.85  | 4,413.22                        | -356.37             |
|                                   |           | X          | 295.00000      | 18.8599                           | 07/30/09         | 11/29/11      | 3,824.00  | 5,563.67                        | -1,739.67           |



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# Annual Statement Information

Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term Description             | Continued | Noncovered | Share Quantity | Adjusted Price/Original Price | Date Acquired | Close Date | Proceeds  | Adjusted Cost/Original Cost | Gain or Loss Amount |
|-----------------------------------|-----------|------------|----------------|-------------------------------|---------------|------------|-----------|-----------------------------|---------------------|
| <b>Subtotal</b>                   |           |            |                |                               |               |            |           |                             |                     |
| KOREA ELEC PWR CORP SPONSORED ADR |           | X          | 113.00000      | 18.2603                       | 10/30/09      | 11/29/11   | 1,464.79  | 2,063.42                    | -598.63             |
|                                   |           |            |                |                               |               |            | 13,159.76 | 15,991.68                   | -2,831.92           |
| MAGNA INTL INC CL A               |           | X          | 297.00000      | 21.4303                       | 03/28/06      | 11/29/11   | 3,318.37  | 6,364.80                    | -3,046.43           |
|                                   |           |            |                |                               |               |            | 6,596.70  | 3,198.27                    | 3,398.43            |
| MS&AD INS GROUP HLDGS             |           | X          | 312.00000      | 18.4335                       | 10/25/07      | 11/29/11   | 2,967.06  | 5,751.26                    | -2,784.20           |
|                                   |           |            |                |                               |               |            | 2,967.06  | 5,750.63                    | -2,783.57           |
|                                   |           |            |                |                               |               |            | 855.88    | 1,708.01                    | -852.13             |
|                                   |           |            |                |                               |               |            | 979.52    | 1,951.80                    | -972.28             |
| <b>Subtotal</b>                   |           |            |                |                               |               |            | 7,769.52  | 15,161.70                   | -7,392.18           |
| NEWCREST MINING LTD SPONS ADR     |           | X          | 112.00000      | 15.7585                       | 07/07/06      | 11/29/11   | 3,925.52  | 1,764.94                    | 2,160.58            |
|                                   |           |            |                |                               |               |            | 3,189.49  | 1,922.96                    | 1,266.53            |
| <b>Subtotal</b>                   |           |            |                |                               |               |            | 7,115.01  | 3,687.90                    | 3,427.11            |
| NEXEN INC                         |           | X          | 25.00000       | 30.4354                       | 10/02/07      | 03/04/11   | 678.59    | 760.88                      | -82.29              |
|                                   |           |            |                |                               |               |            | 4,370.19  | 4,949.87                    | -579.68             |
|                                   |           |            |                |                               |               |            | 835.85    | 1,014.56                    | -178.71             |
|                                   |           |            |                |                               |               |            | 2,760.87  | 3,288.48                    | -527.61             |
|                                   |           |            |                |                               |               |            | 835.87    | 469.52                      | 366.35              |
|                                   |           |            |                |                               |               |            | 4,053.09  | 3,670.71                    | 382.38              |
|                                   |           |            |                |                               |               |            | 267.07    | 373.25                      | -106.18             |
| <b>Subtotal</b>                   |           |            |                |                               |               |            | 13,801.53 | 14,527.27                   | -725.74             |
| NINTENDO LTD ADR                  |           | X          | 64.00000       | 33.9497                       | 08/03/09      | 11/29/11   | 1,201.89  | 2,172.78                    | -970.89             |
|                                   |           |            |                |                               |               |            | 2,760.61  | 4,758.29                    | -1,997.68           |
|                                   |           |            |                |                               |               |            | 1,201.90  | 2,129.90                    | -928.00             |

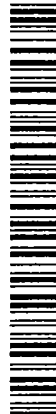
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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term<br>Description                              | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|-------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                       |           |            | <b>275.00000</b>  |                                   |                  |               | <b>5,164.40</b>  | <b>9,060.97</b>                 | <b>-3,896.57</b>    |
| NIPPON TELEGRAPH &<br>TELEPHONE CORP<br>SPONSORED ADR |           | X          | 112.00000         | 22.1800                           | 03/28/06         | 10/04/11      | 2,627.90         | 2,484.16                        | 143.74              |
|                                                       |           | X          | 131.00000         | 24.2848                           | 05/15/07         | 10/04/11      | 3,073.70         | 3,181.31                        | -107.61             |
|                                                       |           | X          | 135.00000         | 22.9710                           | 05/29/07         | 10/04/11      | 3,167.57         | 3,101.09                        | 66.48               |
|                                                       |           | X          | 161.00000         | 22.9710                           | 05/29/07         | 11/29/11      | 3,919.24         | 3,698.33                        | 220.91              |
|                                                       |           | X          | 246.00000         | 22.4076                           | 06/19/07         | 11/29/11      | 5,988.41         | 5,512.27                        | 476.14              |
| <b>Subtotal</b>                                       |           |            | <b>785.00000</b>  |                                   |                  |               | <b>18,776.82</b> | <b>17,977.16</b>                | <b>799.66</b>       |
| NOKIA CORP SPONSORED<br>ADR                           |           | X          | 548.00000         | 12.0952                           | 02/03/09         | 11/29/11      | 3,021.06         | 6,628.16                        | -3,607.10           |
|                                                       |           | X          | 253.00000         | 10.5069                           | 02/20/09         | 11/29/11      | 1,394.76         | 2,658.25                        | -1,263.49           |
| <b>Subtotal</b>                                       |           |            | <b>801.00000</b>  |                                   |                  |               | <b>4,415.82</b>  | <b>9,286.41</b>                 | <b>-4,870.59</b>    |
| PANASONIC CORP - ADR                                  |           | X          | 225.00000         | 18.1246                           | 07/27/07         | 11/29/11      | 2,075.29         | 4,078.04                        | -2,002.75           |
|                                                       |           | X          | 83.00000          | 18.2745                           | 07/30/07         | 11/29/11      | 765.55           | 1,516.78                        | -751.23             |
|                                                       |           | X          | 24.00000          | 17.3084                           | 08/16/07         | 11/29/11      | 221.37           | 415.41                          | -194.04             |
| <b>Subtotal</b>                                       |           |            | <b>332.00000</b>  |                                   |                  |               | <b>3,062.21</b>  | <b>6,010.23</b>                 | <b>-2,948.02</b>    |
| ROYAL DUTCH SHELL PLC<br>ADR B                        |           | X          | 67.00000          | 64.6778                           | 03/28/06         | 04/07/11      | 4,957.87         | 4,333.41                        | 624.46              |
|                                                       |           | X          | 81.00000          | 64.6778                           | 03/28/06         | 08/03/11      | 5,615.65         | 5,238.90                        | 376.75              |
|                                                       |           | X          | 61.00000          | 64.6778                           | 03/28/06         | 09/29/11      | 3,869.33         | 3,945.34                        | -76.01              |
|                                                       |           | X          | 34.00000          | 64.6778                           | 03/28/06         | 09/29/11      | 2,156.69         | 2,199.05                        | -42.36              |
|                                                       |           | X          | 43.00000          | 64.6778                           | 03/28/06         | 10/06/11      | 2,730.46         | 2,781.15                        | -50.69              |
|                                                       |           | X          | 42.00000          | 67.2290                           | 02/27/07         | 10/06/11      | 2,666.96         | 2,823.62                        | -156.66             |
|                                                       |           | X          | 66.00000          | 70.3419                           | 02/14/08         | 10/06/11      | 4,190.94         | 4,642.57                        | -451.63             |
|                                                       |           | X          | 63.00000          | 55.0873                           | 02/02/10         | 10/06/11      | 4,000.46         | 3,470.50                        | 529.96              |



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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term Description            | Continued | Noncovered | Share Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|----------------------------------|-----------|------------|----------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| Subtotal                         |           |            | 457.00000      |                                   |                  |               | 30,188.36 | 29,434.54                       | 753.82              |
| SANOFI ADR                       |           | X          | 90.00000       | 42.5008                           | 10/03/07         | 11/29/11      | 3,019.70  | 3,825.07                        | -805.37             |
|                                  |           | X          | 71.00000       | 38.4196                           | 04/08/08         | 11/29/11      | 2,382.22  | 2,727.80                        | -345.58             |
| Subtotal                         |           |            | 161.00000      |                                   |                  |               | 5,401.92  | 6,552.87                        | -1,150.95           |
| SEKISUI HOUSE<br>UNSPONSORED ADR |           | X          | 101.00000      | 12.0243                           | 09/10/07         | 11/29/11      | 856.46    | 1,214.45                        | -357.99             |
|                                  |           | X          | 453.00000      | 12.1046                           | 10/09/07         | 11/29/11      | 3,841.36  | 5,483.39                        | -1,642.03           |
| Subtotal                         |           |            | 554.00000      |                                   |                  |               | 4,697.82  | 6,697.84                        | -2,000.02           |
| SEVEN & I HOLDINGS ADR           |           | X          | 55.00000       | 59.1690                           | 01/08/09         | 06/23/11      | 2,930.75  | 3,254.30                        | -323.55             |
|                                  |           | X          | 60.00000       | 59.1690                           | 01/08/09         | 09/30/11      | 3,421.54  | 3,550.14                        | -128.60             |
|                                  |           | X          | 1.00000        | 59.1690                           | 01/08/09         | 11/29/11      | 53.59     | 59.16                           | -5.57               |
|                                  |           | X          | 76.00000       | 48.7517                           | 02/19/09         | 11/29/11      | 4,073.52  | 3,705.13                        | 368.39              |
|                                  |           | X          | 15.00000       | 43.8575                           | 03/31/09         | 11/29/11      | 803.99    | 657.87                          | 146.12              |
|                                  |           | X          | 22.00000       | 43.8575                           | 03/31/09         | 12/19/11      | 1,186.62  | 964.86                          | 221.76              |
|                                  |           | X          | 8.00000        | 47.3058                           | 06/05/09         | 12/19/11      | 431.51    | 378.45                          | 53.06               |
| Subtotal                         |           |            | 237.00000      |                                   |                  |               | 12,901.52 | 12,569.91                       | 331.61              |
| SHIESEIDO CO LTD<br>SPON ADR     |           | X          | 378.00000      | 18.8619                           | 03/29/06         | 10/06/11      | 7,340.16  | 7,129.79                        | 210.37              |
|                                  |           | X          | 75.00000       | 18.8619                           | 03/29/06         | 11/29/11      | 1,337.22  | 1,414.64                        | -77.42              |
|                                  |           | X          | 112.00000      | 21.1113                           | 12/19/08         | 11/29/11      | 1,996.92  | 2,364.47                        | -367.55             |
| Subtotal                         |           |            | 565.00000      |                                   |                  |               | 10,674.30 | 10,908.90                       | -234.60             |
| SIEMENS A G - ADR                |           | X          | 34.00000       | 93.2909                           | 09/29/08         | 02/02/11      | 4,464.00  | 3,171.90                        | 1,292.10            |
|                                  |           | X          | 39.00000       | 93.2909                           | 09/29/08         | 02/08/11      | 4,961.04  | 3,638.35                        | 1,322.69            |
|                                  |           | X          | 18.00000       | 93.2909                           | 09/29/08         | 06/27/11      | 2,378.50  | 1,679.23                        | 699.27              |
|                                  |           | X          | 18.00000       | 93.2909                           | 09/29/08         | 11/29/11      | 1,726.34  | 1,679.23                        | 47.11               |

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term Description    | Continued | Noncovered | Share Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------|-----------|------------|------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SK TELECOMMUNICATIONS    |           | X          | 26.00000         | 50.3714                           | 10/24/08         | 11/29/11      | 2,493.61         | 1,309.66                        | 1,183.95            |
| CO LMT SPON ADR          |           |            | <b>135.00000</b> |                                   |                  |               | <b>16,023.49</b> | <b>11,478.37</b>                | <b>4,545.12</b>     |
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SK TELECOMMUNICATIONS    |           | X          | 250.00000        | 22.7463                           | 02/20/08         | 05/24/11      | 4,669.53         | 5,686.58                        | -1,017.05           |
|                          |           | X          | 52.00000         | 21.9600                           | 04/23/08         | 05/24/11      | 971.27           | 1,141.92                        | -170.65             |
|                          |           | X          | 93.00000         | 21.9600                           | 04/23/08         | 11/29/11      | 1,353.12         | 2,042.28                        | -689.16             |
|                          |           | X          | 140.00000        | 21.8860                           | 06/05/08         | 11/29/11      | 2,036.96         | 3,064.04                        | -1,027.08           |
|                          |           | X          | 108.00000        | 16.2734                           | 04/14/09         | 11/29/11      | 1,571.37         | 1,757.53                        | -186.16             |
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SUMITOMO TRUST&BANK CHG  |           |            | <b>643.00000</b> |                                   |                  |               | <b>10,602.25</b> | <b>13,692.35</b>                | <b>-3,090.10</b>    |
| SP ADR                   |           | X          | 864.00000        | 6.8798                            | 01/11/08         | 04/04/11      | 4,505.76         | 5,944.15                        | -1,438.39           |
|                          |           | X          | 888.00000        | 6.4890                            | 03/10/08         | 04/04/11      | 4,630.92         | 5,762.23                        | -1,131.31           |
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SUNCOR ENERGY INC NEW    |           | X          | 1,752.00000      |                                   |                  |               | <b>9,136.68</b>  | <b>11,706.38</b>                | <b>-2,569.70</b>    |
|                          |           | X          | 129.00000        | 28.9560                           | 05/21/10         | 05/31/11      | 5,389.70         | 3,735.33                        | 1,654.37            |
|                          |           | X          | 132.00000        | 28.9560                           | 05/21/10         | 07/21/11      | 5,484.25         | 3,822.19                        | 1,662.06            |
|                          |           | X          | 131.00000        | 28.9560                           | 05/21/10         | 07/22/11      | 5,420.83         | 3,793.22                        | 1,627.61            |
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SWISSCOM AG              |           |            | <b>392.00000</b> |                                   |                  |               | <b>16,294.78</b> | <b>11,350.74</b>                | <b>4,944.04</b>     |
| SPONSORED ADR            |           | X          | 53.00000         | 32.4203                           | 03/29/06         | 07/28/11      | 2,507.83         | 1,718.28                        | 789.55              |
|                          |           | X          | 98.00000         | 32.4203                           | 03/29/06         | 11/29/11      | 3,562.23         | 3,177.19                        | 385.04              |
| <b>Subtotal</b>          |           |            |                  |                                   |                  |               |                  |                                 |                     |
| TAKEDA PHARMACEUTICAL CO |           |            | <b>151.00000</b> |                                   |                  |               | <b>6,070.06</b>  | <b>4,895.47</b>                 | <b>1,174.59</b>     |
| LTD SPONSORED ADR        |           | X          | 238.00000        | 21.5745                           | 05/11/10         | 05/12/11      | 5,724.72         | 5,134.73                        | 589.99              |
| TELECOM ITALIA SPA       |           |            |                  |                                   |                  |               |                  |                                 |                     |
| SPON ADR                 |           | X          | 485.00000        | 26.5922                           | 03/29/06         | 03/21/11      | 6,457.60         | 12,897.22                       | -6,439.62           |
| TOYOTA MTR CORP ADR      |           |            |                  |                                   |                  |               |                  |                                 |                     |
| NEW 3/82                 |           | X          | 72.00000         | 69.9163                           | 09/09/10         | 11/29/11      | 4,633.83         | 5,033.98                        | -400.15             |



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## Annual Statement Information

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Account Number: 7465-6049  
FLEMING FOUNDATION  
TRDW INTL

## Realized Gain/Loss

| Long Term                                                        | Continued | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds            | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------------------------|-----------|------------|-------------------|-----------------------------------|------------------|---------------|---------------------|---------------------------------|---------------------|
| Description                                                      |           |            |                   |                                   |                  |               |                     |                                 |                     |
| VODAFONE GROUP PLC                                               |           |            |                   |                                   |                  |               |                     |                                 |                     |
| SPONSORED ADR NEW                                                |           | X          | 165.00000         | 25.4708                           | 05/26/06         | 11/29/11      | 4,376.44            | 4,209.41                        | 167.03              |
|                                                                  |           | X          | 187.00000         | 21.8794                           | 08/03/06         | 11/29/11      | 4,959.97            | 4,091.46                        | 868.51              |
| <b>Subtotal</b>                                                  |           |            | <b>352.00000</b>  |                                   |                  |               | <b>9,336.41</b>     | <b>8,300.87</b>                 | <b>1,035.54</b>     |
| WACOAL HOLDINGS CORP-SP                                          |           |            |                   |                                   |                  |               |                     |                                 |                     |
| ADR                                                              |           | X          | 123.00000         | 68.2586                           | 04/04/06         | 11/29/11      | 7,783.84            | 8,395.82                        | -611.98             |
| WOLTERS KLUWER N V                                               |           |            |                   |                                   |                  |               |                     |                                 |                     |
| SPONSORED ADR                                                    |           | X          | 214.00000         | 15.8997                           | 02/25/09         | 11/29/11      | 3,530.92            | 3,402.54                        | 128.38              |
|                                                                  |           | X          | 90.00000          | 16.5813                           | 04/29/09         | 11/29/11      | 1,484.98            | 1,492.32                        | -7.34               |
| <b>Subtotal</b>                                                  |           |            | <b>304.00000</b>  |                                   |                  |               | <b>5,015.90</b>     | <b>4,894.86</b>                 | <b>121.04</b>       |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>    |           |            |                   |                                   |                  |               | <b>\$0.00</b>       | <b>\$0.00</b>                   | <b>\$0.00</b>       |
| <b>TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b> |           |            |                   |                                   |                  |               | <b>\$459,464.17</b> | <b>\$489,265.09</b>             | <b>-\$29,800.92</b> |

# Annual Statement Information



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

## Realized Gain/Loss

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

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

- \* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different
- \* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- \* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- \* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B

| REALIZED GAIN/LOSS SUMMARY |                |              | TOTAL        |
|----------------------------|----------------|--------------|--------------|
|                            | COVERED        | NONCOVERED   |              |
| Short term                 | \$0.00         | \$3,035.74   | \$3,035.74   |
| Long term                  | \$0.00         | -\$47,906.14 | -\$47,906.14 |
| Other term                 | Not applicable | \$0.00       | \$0.00       |
| Index options              | Not applicable | \$0.00       | \$0.00       |
| Total - Realized Gain/Loss | \$0.00         | -\$44,870.40 | -\$44,870.40 |

# Annual Statement Information

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

## Realized Gain/Loss

### Realized Gain/Loss Detail

| Short Term                                                 |   | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|------------------------------------------------------------|---|------------|-------------------|-----------------------------------|------------------|---------------|-----------|---------------------------------|---------------------|
| Description                                                |   |            |                   |                                   |                  |               |           |                                 |                     |
| US TREASURY<br>NOTES                                       |   |            |                   |                                   |                  |               |           |                                 |                     |
| CPN 4.750% DUE 02/15/37                                    |   |            |                   |                                   |                  |               |           |                                 |                     |
| DTD 02/15/07 FC 08/15/07                                   | X |            | 6,000.00000       | 108.6953                          | 06/28/11         | 09/20/11      | 7,736.02  | 6,521.72                        | 1,214.30            |
| VERIZON COMMUNICATIONS<br>COM                              |   | X          | 220.00000         | 27.8800                           | 03/11/10         | 03/07/11      | 7,955.06  | 6,133.62                        | 1,821.44            |
| TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES    |   |            |                   |                                   |                  |               |           |                                 | \$0.00              |
| TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES |   |            |                   |                                   |                  |               |           |                                 | \$12,655.34         |
|                                                            |   |            |                   |                                   |                  |               |           |                                 | \$3,035.74          |
| Long Term                                                  |   | Noncovered | Share<br>Quantity | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds  | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
| Description                                                |   |            |                   |                                   |                  |               |           |                                 |                     |
| ALCATEL-LUCENT ADR                                         |   | X          | 280.00000         | 11.1802                           | 06/29/05         | 02/18/11      | 1,411.53  | 3,130.45                        | -1,718.92           |
|                                                            |   | X          | 1,000.00000       | 12.1312                           | 11/16/05         | 02/18/11      | 5,041.20  | 12,131.20                       | -7,090.00           |
|                                                            |   | X          | 570.00000         | 12.0644                           | 08/16/06         | 02/18/11      | 2,873.48  | 6,876.71                        | -4,003.23           |
|                                                            |   | X          | 1,115.00000       | 11.0777                           | 08/10/07         | 02/18/11      | 5,620.95  | 12,351.64                       | -6,730.69           |
| Subtotal                                                   |   |            | 2,965.00000       |                                   |                  |               | 14,947.16 | 34,490.00                       | -19,542.84          |
| BOSTON SCIENTIFIC CORP                                     |   | X          | 925.00000         | 13.2100                           | 08/10/07         | 07/28/11      | 6,854.11  | 12,219.25                       | -5,365.14           |
|                                                            |   | X          | 505.00000         | 11.0280                           | 09/16/09         | 07/28/11      | 3,741.98  | 5,569.14                        | -1,827.16           |
| Subtotal                                                   |   |            | 1,430.00000       |                                   |                  |               | 10,596.09 | 17,788.39                       | -7,192.30           |
| CHEVRON CORPORATION                                        |   | X          | 90.00000          | 74.2570                           | 03/25/10         | 05/31/11      | 9,387.72  | 6,683.14                        | 2,704.58            |
| DELL INC                                                   |   | X          | 415.00000         | 26.0299                           | 08/10/07         | 09/13/11      | 5,980.73  | 10,802.41                       | -4,821.68           |
|                                                            |   | X          | 165.00000         | 18.6675                           | 04/16/08         | 09/13/11      | 2,377.88  | 3,080.14                        | -702.26             |
|                                                            |   | X          | 455.00000         | 10.3940                           | 11/17/08         | 09/13/11      | 6,557.21  | 4,729.27                        | 1,827.94            |
| Subtotal                                                   |   |            | 1,035.00000       |                                   |                  |               | 14,915.82 | 18,611.82                       | -3,696.00           |
| DEUTSCHE TELEKOM AG<br>SPON ADR                            |   | X          | 265.00000         | 15.7946                           | 02/27/06         | 05/12/11      | 3,974.92  | 4,185.56                        | -210.64             |



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# Annual Statement Information

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

## Realized Gain/Loss

| Long Term Description                                                                            | Continued | Noncovered | Share Quantity       | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds          | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|--------------------------------------------------------------------------------------------------|-----------|------------|----------------------|-----------------------------------|------------------|---------------|-------------------|---------------------------------|---------------------|
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |
| ERICSSON (LM) TEL-SP ADR<br>NEW                                                                  |           | X          | 400.00000            | 16.6589                           | 03/02/07         | 05/12/11      | 5,999.88          | 6,663.57                        | -663.69             |
|                                                                                                  |           |            | <b>665.00000</b>     |                                   |                  |               | <b>9,974.80</b>   | <b>10,849.13</b>                | <b>-874.33</b>      |
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |
| GLAXOSMITHKLINE PLC-ADR                                                                          |           | X          | 460.00000            | 14.7289                           | 10/19/07         | 05/02/11      | 7,033.26          | 6,775.29                        | 257.97              |
|                                                                                                  |           | X          | 750.00000            | 14.8130                           | 10/24/07         | 05/02/11      | 11,467.28         | 11,109.71                       | 357.57              |
|                                                                                                  |           | X          | 75.00000             | 14.5122                           | 11/20/07         | 05/02/11      | 1,146.73          | 1,088.42                        | 58.31               |
|                                                                                                  |           |            | <b>1,285.00000</b>   |                                   |                  |               | <b>19,647.27</b>  | <b>18,973.42</b>                | <b>673.85</b>       |
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |
| GLAXOSMITHKLINE PLC-ADR                                                                          |           | X          | 15.00000             | 39.5883                           | 03/24/04         | 05/27/11      | 653.53            | 593.82                          | 59.71               |
|                                                                                                  |           | X          | 155.00000            | 52.4048                           | 12/22/06         | 05/27/11      | 6,753.24          | 8,122.75                        | -1,369.51           |
|                                                                                                  |           |            | <b>170.00000</b>     |                                   |                  |               | <b>7,406.77</b>   | <b>8,716.57</b>                 | <b>-1,309.80</b>    |
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |
| GOLDMAN SACHS GROUP INC<br>FDIC GTD NOTES<br>CPN 3.250% DUE 06/15/12<br>DTD 12/01/08 FC 06/15/09 |           | X          | 6,000.00000          | 103.4879                          | 02/13/09         | 06/24/11      | 6,168.24          | 6,209.27                        | -41.03              |
|                                                                                                  |           | X          | 28,000.00000         | 103.8029                          | 02/20/09         | 06/24/11      | 28,785.12         | 29,064.83                       | -279.71             |
|                                                                                                  |           | X          | 2,000.00000          | 102.9295                          | 06/12/09         | 06/24/11      | 2,056.08          | 2,058.59                        | -2.51               |
|                                                                                                  |           | X          | 13,000.00000         | 103.6792                          | 06/30/09         | 06/24/11      | 13,364.52         | 13,478.30                       | -113.78             |
|                                                                                                  |           | X          | 24,000.00000         | 104.1818                          | 09/16/09         | 06/24/11      | 24,672.96         | 25,003.63                       | -330.67             |
|                                                                                                  |           | X          | 2,000.00000          | 104.5443                          | 02/17/10         | 06/24/11      | 2,056.08          | 2,090.89                        | -34.81              |
|                                                                                                  |           | X          | 34,000.00000         | 104.5103                          | 03/08/10         | 06/24/11      | 34,953.36         | 35,533.51                       | -580.15             |
|                                                                                                  |           |            | <b>109,000.00000</b> |                                   |                  |               | <b>112,056.36</b> | <b>113,439.02</b>               | <b>-1,382.66</b>    |
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |
| INTEL CORP                                                                                       |           | X          | 240.00000            | 15.7792                           | 10/20/08         | 10/18/11      | 5,591.00          | 3,787.01                        | 1,803.99            |
|                                                                                                  |           | X          | 290.00000            | 14.7397                           | 11/06/08         | 10/18/11      | 6,755.79          | 4,274.52                        | 2,481.27            |
|                                                                                                  |           | X          | 180.00000            | 13.1242                           | 12/04/08         | 10/18/11      | 4,193.25          | 2,362.36                        | 1,830.89            |
|                                                                                                  |           | X          | 530.00000            | 18.9496                           | 08/20/10         | 10/18/11      | 12,346.81         | 10,043.29                       | 2,303.52            |
|                                                                                                  |           |            | <b>1,240.00000</b>   |                                   |                  |               | <b>28,886.85</b>  | <b>20,467.18</b>                | <b>8,419.67</b>     |
| <b>Subtotal</b>                                                                                  |           |            |                      |                                   |                  |               |                   |                                 |                     |

# Annual Statement Information

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

## Realized Gain/Loss

| Long Term                                                                       | Continued | Noncovered | Share<br>Quantity   | Adjusted Price/<br>Original Price | Date<br>Acquired | Close<br>Date | Proceeds         | Adjusted Cost/<br>Original Cost | Gain or Loss Amount |
|---------------------------------------------------------------------------------|-----------|------------|---------------------|-----------------------------------|------------------|---------------|------------------|---------------------------------|---------------------|
| Description                                                                     |           |            |                     |                                   |                  |               |                  |                                 |                     |
| NOKIA CORP SPONSORED<br>ADR                                                     |           |            |                     |                                   |                  |               |                  |                                 |                     |
|                                                                                 |           | X          | 170.00000           | 19.8659                           | 09/16/08         | 07/07/11      | 1,096.47         | 3,377.20                        | -2,280.73           |
|                                                                                 |           | X          | 265.00000           | 19.5504                           | 09/17/08         | 07/07/11      | 1,709.21         | 5,180.86                        | -3,471.65           |
|                                                                                 |           | X          | 150.00000           | 18.4913                           | 10/01/08         | 07/07/11      | 967.48           | 2,773.70                        | -1,806.22           |
|                                                                                 |           | X          | 375.00000           | 18.4913                           | 10/01/08         | 07/07/11      | 2,418.70         | 6,934.24                        | -4,515.54           |
|                                                                                 |           | X          | 205.00000           | 16.2421                           | 10/13/08         | 07/07/11      | 1,322.22         | 3,329.63                        | -2,007.41           |
|                                                                                 |           | X          | 640.00000           | 14.1250                           | 11/26/08         | 07/07/11      | 4,127.92         | 9,040.00                        | -4,912.08           |
|                                                                                 |           | X          | 190.00000           | 15.4389                           | 12/11/08         | 07/07/11      | 1,225.48         | 2,933.39                        | -1,707.91           |
|                                                                                 |           | X          | 195.00000           | 11.5345                           | 03/31/09         | 07/07/11      | 1,257.72         | 2,249.23                        | -991.51             |
|                                                                                 |           | X          | 295.00000           | 13.0406                           | 07/28/09         | 07/07/11      | 1,902.72         | 3,846.98                        | -1,944.26           |
|                                                                                 |           | X          | 290.00000           | 13.5047                           | 10/20/09         | 07/07/11      | 1,870.48         | 3,916.36                        | -2,045.88           |
| <b>Subtotal</b>                                                                 |           |            | <b>2,775.00000</b>  |                                   |                  |               | <b>17,898.40</b> | <b>43,581.59</b>                | <b>-25,683.19</b>   |
| PFIZER INCORPORATED                                                             |           | X          | 295.00000           | 23.7900                           | 08/10/07         | 05/31/11      | 6,241.59         | 7,018.05                        | -776.46             |
|                                                                                 |           | X          | 75.00000            | 23.7900                           | 08/10/07         | 05/31/11      | 1,586.83         | 1,784.25                        | -197.42             |
| <b>Subtotal</b>                                                                 |           |            | <b>370.00000</b>    |                                   |                  |               | <b>7,828.42</b>  | <b>8,802.30</b>                 | <b>-973.88</b>      |
| SANOFI ADR                                                                      |           | X          | 125.00000           | 42.7948                           | 11/09/06         | 05/27/11      | 4,826.16         | 5,349.34                        | -523.18             |
|                                                                                 |           | X          | 55.00000            | 43.7869                           | 02/22/07         | 05/27/11      | 2,123.52         | 2,408.28                        | -284.76             |
| <b>Subtotal</b>                                                                 |           |            | <b>180.00000</b>    |                                   |                  |               | <b>6,949.68</b>  | <b>7,757.62</b>                 | <b>-807.94</b>      |
| U S TREASURY BONDS 02/29<br>CPN 5.250% DUE 02/15/29<br>DTD 02/15/99 FC 08/15/99 |           | X          | 9,000.00000         | 102.3242                          | 08/10/07         | 09/20/11      | 12,128.20        | 9,209.18                        | 2,919.02            |
| US TREASURY<br>NOTE                                                             |           |            |                     |                                   |                  |               |                  |                                 |                     |
| CPN 3.375% DUE 11/30/12<br>DTD 11/30/07 FC 05/31/08                             |           | X          | 1,000.00000         | 105.8671                          | 02/17/10         | 11/17/11      | 1,033.28         | 1,058.67                        | -25.39              |
|                                                                                 |           | X          | 29,000.00000        | 105.7148                          | 03/08/10         | 11/17/11      | 29,965.16        | 30,657.31                       | -692.15             |
| <b>Subtotal</b>                                                                 |           |            | <b>30,000.00000</b> |                                   |                  |               | <b>30,998.44</b> | <b>31,715.98</b>                | <b>-717.54</b>      |



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