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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 HOWARD & SARA FLEMING CHAR FOUNDATION		A Employer identification number 43-1525101
Number and street (or P O box number if mail is not delivered to street address) PMB 318, 338 S. SHARON AMITY ROAD	Room/suite	B Telephone number (704) 367-0935
City or town, state, and ZIP code CHARLOTTE, NC 28211-2806		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 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 <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) \$ 791,975.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" 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		29,505.	29,368.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<9,935.>			
b Gross sales price for all assets on line 6a		176,484.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,001.	1,001.		STATEMENT 2
12 Total. Add lines 1 through 11		20,571.	30,369.		
13 Compensation of officers, directors, trustees, etc		15,000.	7,500.		7,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,800.	900.		900.
c Other professional fees					
17 Interest		84.	84.		0.
18 Taxes		471.	332.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		7,438.	6,613.		825.
24 Total operating and administrative expenses. Add lines 13 through 23		24,793.	15,429.		9,225.
25 Contributions, gifts, grants paid		58,075.			58,075.
26 Total expenses and disbursements. Add lines 24 and 25		82,868.	15,429.		67,300.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<62,297.>			
b Net investment income (if negative, enter -0-)			14,940.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,425.	17,807.	17,807.
	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			
Liabilities	11 Investments - land, buildings and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	909,239.	831,960.	774,168.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	916,664.	849,767.	791,975.
	17 Accounts payable and accrued expenses	5,700.	1,100.	
	18 Grants payable			
Net Assets or Fund Balances	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)	5,700.	1,100.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
Net Assets or Fund Balances	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	910,964.	848,667.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	910,964.	848,667.	
	31 Total liabilities and net assets/fund balances	916,664.	849,767.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	910,964.
2 Enter amount from Part I, line 27a	2	<62,297.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	848,667.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	848,667.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 176,484.		186,419.	<9,935.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<9,935.>	
2 Capital gain net income or (net capital loss)		2		<9,935.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	33,671.	801,440.	.042013
2009	43,829.	703,388.	.062311
2008	49,788.	885,173.	.056247
2007	54,152.	1,101,583.	.049158
2006	47,213.	1,056,993.	.044667
2 Total of line 1, column (d)		2	.254396
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	.050879
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	871,656.
5 Multiply line 4 by line 3		5	44,349.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	149.
7 Add lines 5 and 6		7	44,498.
8 Enter qualifying distributions from Part XII, line 4		8	67,300.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	149.
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	149.
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	149.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		149.
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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MO</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

N/A

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ELIZABETH FLEMING KNIGHT</u> Telephone no. ► <u>(704) 367-0935</u> Located at ► <u>PMB 318, 338 S. SHARON AMITY RD, CHARLOTTE, NC</u> ZIP+4 ► <u>28211-2806</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	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? 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
				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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		15,000.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	872,934.
b	Average of monthly cash balances	1b	11,996.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	884,930.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	884,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,274.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	871,656.
6	Minimum investment return. Enter 5% of line 5	6	43,583.

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

1	Minimum investment return from Part X, line 6	1	43,583.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	149.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	149.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	43,434.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	43,434.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	43,434.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	67,300.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	67,300.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	149.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,151.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				43,434.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			27,873.	
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: ▶ \$ 67,300.				
a Applied to 2010, but not more than line 2a			27,873.	
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				39,427.
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				4,007.
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 Name and address (home or business)	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
a Paid during the year				
BIG BROTHERS BIG SISTERS MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
HUNTSVILLE HISTORICAL SOCIETY HUNTSVILLE, AL	NONE	PUBLIC CHARITY	GENERAL FUND	50.
MOBERLY HIGH SCHOOL BACKPACK PROJECT MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	50.
MOBERLY PUBLIC SCHOOLS FOUNDATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	100.
MOBERLY SPARTAN FOOTBALL MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	50.
Total	SEE CONTINUATION SHEET(S)			58,075.
b Approved for future payment				
NONE				
Total				0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

1a(1)	X
-------	---

(2) Other assets

1a(2)		X
-------	--	---

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)		X
-------	--	---

(4) Reimbursement arrangements

1b(4)		X
-------	--	---

(5) Loans or loan guarantees

1b(5)		X
-------	--	---

(6) Performance of services or membership or fundraising solicitations

1b(6)		X
-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN

LARRY R. JOURDEN

Firm's name ► UHY ADVISORS MO, INC.

Firm's address ▶ 15 SUNNEN DR, SUITE 100
ST. LOUIS, MO 63143

Phone no. 314-615-1200

Form **990-PF** (2011)

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

Recipient Name and address (home or business)	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
SAFE PASSAGE MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	5,750.
ST. PIUS X SCHOOL MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	25.
ROCKY MOUNTAIN ELK FOUNDATION MISSOULA, MT	NONE	PUBLIC CHARITY	GENERAL FUND	1,500.
FOURTH STREET THEATER MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	26,000.
VITAE FOUNDATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
RANDOLPH COUNTY HISTORICAL SOCIETY MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	3,000.
UNITED WAY OF RANDOLPH COUNTY MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	100.
MOBERLY AREA COUNCIL OF THE ARTS MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
ALZHEIMERS ASSOCIATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	100.
SOUTHERN AUXILLIARY MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	50.
Total from continuation sheets				56,825.

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

Recipient Name and address (home or business)	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
MULE DEER FOUNDATION SALT LAKE CITY, UT	NONE	PUBLIC CHARITY	GENERAL FUND	1,050.
MUNY PARTNERS ST LOUIS, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
BOYS AND GIRLS TOWN MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	100.
COMPASSION INTERNATIONAL COLORADO SPRINGS, CO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
TRINITY UNITED METHODIST CHURCH MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	16,650.
YOUNG LIFE MIDDLE EAST MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STIFEL NICOLAUS #2182 S/T	P	12/30/10	08/12/11
b	STIFEL NICOLAUS #2182 L/T	P	02/13/07	06/20/11
c	STIFEL NICOLAUS #7555 S/T	P	07/22/10	05/17/11
d	STIFEL NICOLAUS #7555 L/T	P	04/09/10	06/13/11
e	STIFEL NICOLAUS #7555 RETURN OF CAPITAL	P	VARIOUS	VARIOUS
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 236.		249.	<13.>
b 37,063.		39,645.	<2,582.>
c 56,775.		52,790.	3,985.
d 43,806.		41,772.	2,034.
e 34,943.		51,804.	<16,861.>
f 3,502.			3,502.
g			
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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<13.>
b			<2,582.>
c			3,985.
d			2,034.
e			<16,861.>
f			3,502.
g			
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 If (loss), enter "-0-" in Part I, line 7 }	2	<9,935.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

HOWARD T AND SARA B FLEMING
CHARITABLE FOUNDATION
FUNDAMENTALS - MUTUAL FUND
C/O ELIZABETH FLEMING KNIGHT

2011 SUPPLEMENTAL TAX INFORMATION CORRECTED AS OF 03/30/2012

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO:	43-0538770	
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CU07	3004-2182	9 of 16
TAXPAYER ID:	43-1525101	



SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

All of the supplemental tax information is being provided for your information only and will not be furnished to the Internal Revenue Service. The attached supplemental information section contains some information that is not currently regulated and reported to the IRS by Stifel, (such as Non-Covered Securities cost basis information). This additional information is being furnished on a best efforts basis according to our current records. All proper reporting on an individual's income tax return including but not limited to certain cost basis information, option reporting etc. is the responsibility of the client and their qualified tax professional.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
				COST BASIS				
FEDERATED EQTY KAUFMNN A CUSIP 314172677	16.56	12/30/10	08/12/11	\$90.39	\$80.80	(\$9.59)	N	YES
IVY MID CAP GRWTH CL I CUSIP 466001609	9.50	08/12/11	09/21/11	\$158.86	\$155.15	(\$3.71)	N	YES
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				\$249.25	\$235.95	(\$13.30)		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
				COST BASIS				
ARTISAN FDS MID CA VL FD CUSIP 04314H709	38.76	02/13/07	06/20/11	\$822.84	\$832.91	\$10.07	N	YES
ARTISAN FDS MID CA VL FD CUSIP 04314H709	14.08	02/13/07	09/21/11	\$299.01	\$271.96	(\$27.05)	N	YES
CUSIP TOTAL				\$1,121.85	\$1,104.87	(\$16.98)		
COLUMBIA MARSICO GRWTH Z CUSIP 19765H180	29.54	02/13/07	06/20/11	\$628.96	\$611.08	(\$17.88)	N	YES
COLUMBIA MARSICO GRWTH Z CUSIP 19765H180	192.85	02/13/07	09/21/11	\$4,106.75	\$3,812.62	(\$294.13)	N	YES
CUSIP TOTAL				\$4,735.71	\$4,423.70	(\$312.01)		
DAVIS NEW YORK VENTURE Y CUSIP 239080401	15.05	02/13/07	09/21/11	\$597.77	\$462.82	(\$134.95)	N	YES
EAGLE SML CAP GRWTH FD I CUSIP 269858304	128.43	02/13/07	06/20/11	\$4,907.72	\$5,278.64	\$370.92	N	YES
EAGLE SML CAP GRWTH FD I CUSIP 269858304	4.09	02/13/07	09/21/11	\$156.29	\$146.22	(\$10.07)	N	YES
CUSIP TOTAL				\$5,064.01	\$5,424.86	\$360.85		
FEDERATED EQTY KAUFMNN A CUSIP 314172677	4.47	02/13/07	06/20/11	\$26.30	\$24.24	(\$2.06)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	2,176.85	02/13/07	08/12/11	\$12,799.84	\$10,623.01	(\$2,176.83)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	167.36	11/16/07	08/12/11	\$1,020.92	\$816.73	(\$204.19)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	57.25	11/16/07	08/12/11	\$349.23	\$279.38	(\$69.85)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	147.93	12/03/07	08/12/11	\$909.76	\$721.89	(\$187.87)	N	YES

STIFEL NICOLAUS

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C/O ELIZABETH FLEMING KNIGHT

2011 SUPPLEMENTAL TAX INFORMATION CORRECTED AS OF 03/30/2012

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 43-1525101

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	CLASS	1099B
FEDERATED EQTY KAUFMNN A CUSIP 314172677	113.89	06/17/08	08/12/11	\$642.34	\$555.79	(\$86.55)	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	17.45	06/22/09	08/12/11	\$64.56	\$85.15	\$20.59	N	YES
FEDERATED EQTY KAUFMNN A CUSIP 314172677	4.87	12/31/09	08/12/11	\$22.82	\$23.74	\$0.92	N	YES
CUSIP TOTAL				\$15,835.77	\$13,129.93	(\$2,705.84)		
FLEMNG JP MORGAN MID CAP CUSIP 339183105	41.04	02/13/07	06/20/11	\$1,107.14	\$998.89	(\$108.25)	N	YES
FLEMNG JP MORGAN MID CAP CUSIP 339183105	3.60	02/13/07	09/21/11	\$97.07	\$76.89	(\$20.18)	N	YES
CUSIP TOTAL				\$1,204.21	\$1,075.78	(\$128.43)		
HARTFORD MUT II GRWTH I CUSIP 416641108	12.00	02/13/07	06/20/11	\$212.93	\$212.93	\$0.00	N	YES
HARTFORD MUT II GRWTH I CUSIP 416641108	145.01	02/13/07	09/21/11	\$2,573.86	\$2,383.90	(\$189.96)	N	YES
CUSIP TOTAL				\$2,786.79	\$2,596.83	(\$189.96)		
HIGHMRK GENEVA MID CAP F CUSIP 431113505	36.12	02/13/07	09/21/11	\$677.18	\$759.52	\$82.34	N	YES
HIGHMRK GENEVA MID CAP A CUSIP 431113604	59.97	02/13/07	06/20/11	\$1,117.81	\$1,344.48	\$226.67	N	YES
KEELEY SMALL CAP VALUE I CUSIP 487300808	86.22	02/13/07	06/20/11	\$2,321.05	\$2,180.43	(\$140.62)	N	YES
MFS SERS X INTL GRWTH I CUSIP 55273E848	28.12	02/13/07	06/20/11	\$803.24	\$751.26	(\$51.98)	N	YES
PIONEER TR I OAK RIDGE Y CUSIP 72387T785	98.35	02/13/07	06/20/11	\$2,588.02	\$2,992.82	\$404.80	N	YES
PIONEER TR I OAK RIDGE Y CUSIP 72387T785	30.08	02/13/07	09/21/11	\$791.61	\$815.25	\$23.64	N	YES
CUSIP TOTAL				\$3,379.63	\$3,808.07	\$428.44		
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				\$39,645.02	\$37,062.55	(\$2,582.47)		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

TOTAL GROSS PROCEEDS LESS COMMISSION
ON STOCKS, BONDS, ETC.
(ADJUSTED FOR ASSIGNED
OR EXERCISED OPTIONS ABOVE)

\$37,298.50

STIFEL NICOLAUS

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2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 43-1525101

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

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SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED		PROCEEDS	GAIN/(LOSS)	CLASS	1099B
				COST BASIS					
CWALT 06-31CB 6 0 112536 CUSIP 02148HAG6	35,000 00	07/22/10	05/17/11	\$19,711 95	AJ	\$22,435 57	\$2,723.62	N	YES
CWALT 06-41CB 6 0 012537 CUSIP 02149CAU5	35,000 00	07/09/10	05/17/11	\$20,996 50	AJ	\$22,745 00	\$1,748 50	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	06/22/11	12/12/11	\$12,081 09	AJ	\$11,435 16	(\$645 93)	N	YES
DELTA AIRLINES INC NEW CUSIP 247361702	8 00	01/21/11	11/17/11	\$0 00		\$60 71	\$0 00	N	YES
DELTA AIRLINES INC NEW CUSIP 247361702	13 00	04/08/11	11/17/11	\$0 00		\$98 67	\$0 00	N	YES
CUSIP TOTAL				\$0 00		\$159 38	\$0 00		
TOTAL SHORT TERM CAPITAL GAIN/(LOSS)				\$52,789.54		\$56,775.11	\$3,826.19		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

AJ - The original cost basis on this security was adjusted for one of the following reasons: Amortization, Accretion, Return of Principal, Partnership Distributions, Liquidation Payment, or a Wash Sale occurred. Please use this amount to calculate your Gain/Loss on the security. If you need additional information contact your Financial Advisor or the Tax Reporting Department.

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	COST BASIS/ ADJUSTED		PROCEEDS	GAIN/(LOSS)	CLASS	1099B
				COST BASIS					
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	04/09/10	06/13/11	\$16,298 48	AJ	\$16,345 97	\$47 49	N	YES
CWALT 05-21A 5 5 112535 CUSIP 12668APD1	25,000 00	07/26/10	12/12/11	\$18,517 81	AJ	\$19,575 39	\$1,057 58	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	03/15/10	12/12/11	\$6,956 04	AJ	\$7,884 72	\$928 68	N	YES
TOTAL LONG TERM CAPITAL GAIN/(LOSS)				\$41,772.33		\$43,806.08	\$2,033.75		

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

AJ - The original cost basis on this security was adjusted for one of the following reasons: Amortization, Accretion, Return of Principal, Partnership Distributions, Liquidation Payment, or a Wash Sale occurred. Please use this amount to calculate your Gain/Loss on the security. If you need additional information contact your Financial Advisor or the Tax Reporting Department.

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2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:

STIFEL NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

F.A. ACCOUNT

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TAXPAYER ID: 43-1525101

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
CWALT 06-31CB 6 0 112536 CUSIP 02148HAG6	35,000 00	PRINCIPAL	04/25/11	\$283 77	N	YES
CWALT 06-31CB 6 0 112536 CUSIP 02148HAG6	35,000 00	PRINCIPAL	05/25/11	\$127 62	N	YES
CUSIP TOTAL				\$411 39		
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	02/25/11	\$5 37	N	YES
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	03/25/11	\$65 48	N	YES
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	09/25/11	\$13 06	N	YES
ALTR 07-26RA1 7 0 012537 CUSIP 02152JAA8	25,000 00	PRINCIPAL	11/25/11	\$64.80	N	YES
CUSIP TOTAL				\$148 71		
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	01/25/11	\$42 36	N	YES
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	02/25/11	\$40 76	N	YES
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	03/25/11	\$3 95	N	YES
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	04/25/11	\$320 94	N	YES
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	05/25/11	\$165 51	N	YES
BANC 07-82A1 7 0 102537 CUSIP 05953LAD1	40,000 00	PRINCIPAL	06/25/11	\$112 94	N	YES
CUSIP TOTAL				\$686 46		
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	01/25/11	\$211 21	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	02/25/11	\$2 53	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	03/25/11	\$32 91	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	04/25/11	\$84 68	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	05/25/11	\$68 12	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	07/25/11	\$200 52	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	08/25/11	\$278 82	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	10/25/11	\$385 05	N	YES
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	11/25/11	\$28 67	N	YES

**STIFEL
NICOLAUS**
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

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

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO: 43-0538770		
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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
CSMC 06-48A1 7 0 052536 CUSIP 12637HAX6	100,000 00	PRINCIPAL	12/25/11	\$0 40	N	YES
CUSIP TOTAL				\$1,292 91		
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	07/25/11	\$156 03	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	08/25/11	\$65 43	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	09/25/11	\$63 59	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	10/25/11	\$92 13	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	11/25/11	\$114 05	N	YES
CWALT28CB-3A1 6 0 012535 CUSIP 12667FYS8	50,000 00	PRINCIPAL	12/25/11	\$74 08	N	YES
CUSIP TOTAL				\$565 31		
CWALT 05-21A 5 5 112535 CUSIP 12668APD1	25,000 00	PRINCIPAL	12/25/11	\$214 69	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	01/25/11	\$1,926 19	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	02/25/11	\$1,641 85	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	03/25/11	\$1,778 57	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	04/25/11	\$1,482 18	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	05/25/11	\$817 37	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	06/25/11	\$713 94	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	07/25/11	\$254 48	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	08/25/11	\$1,044 11	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	09/25/11	\$197 38	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	10/25/11	\$159 86	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	11/25/11	\$280 89	N	YES
CWALT 06-4CB 5 5 042536 CUSIP 12668BPX5	164,000 00	PRINCIPAL	12/25/11	\$227 18	N	YES
CUSIP TOTAL				\$10,524 00		

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

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

2011 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/10/2012

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	02/25/11	\$255 05	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	03/25/11	\$344 30	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	04/25/11	\$91 44	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	05/25/11	\$79 11	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	06/25/11	\$85 55	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	07/25/11	\$165 83	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	08/25/11	\$6.25	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	09/25/11	\$164 42	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	10/25/11	\$100 20	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	11/25/11	\$247.50	N	YES
CSFB 06-24A7 5 75 032536 CUSIP 225470YS6	15,000 00	PRINCIPAL	12/25/11	\$83 17	N	YES
CUSIP TOTAL				\$1,622 82		
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	75,000 00	PRINCIPAL	06/25/11	\$606 61	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	75,000 00	PRINCIPAL	07/25/11	\$609.51	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	75,000 00	PRINCIPAL	08/25/11	\$612 43	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	75,000 00	PRINCIPAL	09/25/11	\$615 37	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	80,000 00	PRINCIPAL	10/25/11	\$659 54	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	80,000 00	PRINCIPAL	11/25/11	\$662 70	N	YES
FHMT 05-81A9 5 75 052516 CUSIP 32051GP33	80,000 00	PRINCIPAL	12/25/11	\$665 87	N	YES
CUSIP TOTAL				\$4,432 05		
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	01/25/11	\$1,121 34	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	02/25/11	\$557 90	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	03/25/11	\$424 41	N	YES

**STIFEL
NICOLAUS**
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2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

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

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770
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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	04/25/11	\$778 81	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	05/25/11	\$785 84	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	06/25/11	\$582 70	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	07/25/11	\$956 40	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	08/25/11	\$415 29	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	09/25/11	\$66.97	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	11/25/11	\$315 46	N	YES
RAST 07-A1A7 6 0 032537 CUSIP 761136AG5	80,000 00	PRINCIPAL	12/25/11	\$735 39	N	YES
CUSIP TOTAL				\$6,740 51		
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	01/25/11	\$86 53	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	02/25/11	\$337 67	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	03/25/11	\$289 22	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	04/25/11	\$158 96	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	05/25/11	\$111 72	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	06/25/11	\$187 83	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	07/25/11	\$130 19	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	08/25/11	\$303 99	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	09/25/11	\$258 08	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	10/25/11	\$255 09	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	11/25/11	\$258 18	N	YES
WMMP 06-52CB9 6 5 072536 CUSIP 93934NAY1	52,000 00	PRINCIPAL	12/25/11	\$137 11	N	YES
CUSIP TOTAL				\$2,514 57		
WFMB5 06-91A8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	01/25/11	\$235 65	N	YES

**STIFEL
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2011 SUPPLEMENTAL TAX INFORMATION
ORIGINAL 02/10/2012

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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HOWARD T FLEMING AND
SARA B FLEMING
CHARITABLE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2011 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)

DESCRIPTION	QUANTITY	ACTIVITY	DATE SOLD	PROCEEDS	CLASS	1099B
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	02/25/11	\$833 87	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	03/25/11	\$540 53	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	04/25/11	\$708 28	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	05/25/11	\$522 94	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	06/25/11	\$293 53	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	07/25/11	\$491 68	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	08/25/11	\$463 76	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	09/25/11	\$473 77	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	10/25/11	\$334 42	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	11/25/11	\$416 96	N	YES
WFMBS 06-9LA8 6 0 082536 CUSIP 94980SAH8	20,000 00	PRINCIPAL	12/25/11	\$474 57	N	YES
CUSIP TOTAL				\$5,789 96		

TOTAL RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

\$34,943.36

N - Tax basis information for this security is not covered by IRS reporting requirements. (See Supplemental Information and Disclosure Section for additional information.)

**TOTAL GROSS PROCEEDS LESS COMMISSION
ON STOCKS, BONDS, ETC.
(ADJUSTED FOR ASSIGNED
OR EXERCISED OPTIONS ABOVE)**

\$135,524.55

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
STIFEL NICOLAUS #2182 CAP GN DISTR	3,414.	3,414.	0.
STIFEL NICOLAUS #7555 ACCRUED INTEREST	<239.>	0.	<239.>
STIFEL NICOLAUS #7555 CAP GN DISTR	88.	88.	0.
STIFEL NICOLAUS #7555 NON DIVIDEND DISTR	137.	0.	137.
STIFEL NICOLAUS #7555 OID	20,840.	0.	20,840.
STIFEL NICOLAUS MANAGED ACCT 2182 DIV	5,518.	0.	5,518.
STIFEL NICOLAUS MANAGED ACCT 7555 DIV	3,249.	0.	3,249.
TOTAL TO FM 990-PF, PART I, LN 4	33,007.	3,502.	29,505.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SOUTHWEST ROYALTIES INST X-B L.P.	1,001.	1,001.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,001.	1,001.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JHY ADVISORS	1,800.	900.		900.
TO FORM 990-PF, PG 1, LN 16B	1,800.	900.		900.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	332.	332.		0.	
FEDERAL TAXES	139.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	471.	332.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	957.	479.		478.	
MANAGEMENT FEES	5,786.	5,786.		0.	
ASSOCIATION OF SMALL FOUNDATIONS	695.	348.		347.	
TO FORM 990-PF, PG 1, LN 23	7,438.	6,613.		825.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
STIFEL NICOLAUS	COST	830,544.	772,752.	
SWR INST X-B L.P.	COST	1,416.	1,416.	
TOTAL TO FORM 990-PF, PART II, LINE 13		831,960.	774,168.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 7
 TRUSTEES AND FOUNDATION MANAGERS

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