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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FLEMING FOUNDATION		A Employer identification number 23-2585510
Number and street (or P.O. box number if mail is not delivered to street address) 7661 BERYL ROAD	Room/suite	B Telephone number (610) 966-2010
City or town, state, and ZIP code ZIONSVILLE, PA 18092		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,648,143.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	150,043.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	246,473.	246,473.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<115,289.>			
	b Gross sales price for all assets on line 6a	7,075,477.			
	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					
12 Total. Add lines 1 through 11	281,227.	246,473.			
Operating and Administrative Expenses	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 2	8,715.	8,715.	0.
	c Other professional fees	STMT 3	69,270.	69,248.	0.
	17 Interest				
	18 Taxes	STMT 4	26,511.	11,492.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	104,496.	89,455.		0.
	25 Contributions, gifts, grants paid	382,063.			382,063.
26 Total expenses and disbursements. Add lines 24 and 25	486,559.	89,455.		382,063.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<205,332.>				
b Net investment income (if negative, enter -0-)		157,018.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	355,813.	327,592.	327,592.
	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 6	7,857,530.	6,690,560.	7,320,551.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)	STATEMENT 7)	<985,577.>	629,991.	0.
16 Total assets (to be completed by all filers)		7,223,484.	7,648,143.	7,648,143.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29 Retained earnings, accumulated income, endowment, or other funds		7,223,484.	7,648,143.	
30 Total net assets or fund balances		7,223,484.	7,648,143.	
31 Total liabilities and net assets/fund balances		7,223,484.	7,648,143.	

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	7,223,484.
2 Enter amount from Part I, line 27a	2	<205,332.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	629,991.
4 Add lines 1, 2, and 3	4	7,648,143.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,648,143.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 7,075,477.		7,189,781.	<115,289.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<115,289.>

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	<115,289.>
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	357,825.	7,813,065.	.045798
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

2 Total of line 1, column (d)	2	.256432
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	.051286
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,468,573.
5 Multiply line 4 by line 3	5	383,033.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,570.
7 Add lines 5 and 6	7	384,603.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	382,063.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,140.
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	3,140.
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	3,140.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,600.	
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	8,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,460.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 5,460. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

Form 990-PF (2012)

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?	13	X	

Website address ► **N/A**

14 The books are in care of ► **RICHARD FLEMING** Telephone no. ► **(610) 966-2010**
 Located at ► **7661 BERYL ROAD, ZIONSVILLE, PA** ZIP+4 ► **18092**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2012, 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? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐ Yes ☒ No	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	4b	X

Form 990-PF (2012)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

N/A

7b

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

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

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

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

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

0

Form 990-PF (2012)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

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

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2012)

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	7,029,568.
b	Average of monthly cash balances	1b	552,740.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,582,308.
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	7,582,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,735.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,468,573.
6	Minimum investment return. Enter 5% of line 5	6	373,429.

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	373,429.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,140.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,140.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	370,289.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	370,289.
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	370,289.

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	382,063.
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	382,063.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	382,063.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				370,289.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			382,063.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 382,063.				
a Applied to 2011, but not more than line 2a			382,063.	
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 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				370,289.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

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

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

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

3 Subtract line 2d from line 2c. Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

RICHARD FLEMING

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

NONE

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

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

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

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

c Any submission deadlines:

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

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 534 CHEW STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO	2,500.
ALLENTOWN RESCUE MISSION 355 HAMILTON ST ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
ALZHEIMERS ASSOCIATION 399 MARKET ST - SUITE 102 PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
AMERICAN CANCER SOCIETY PO BOX 1337 BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	382,063.
b Approved for future payment				
NONE				
Total			▶ 3b	0

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

2012

Name of the organization

Employer identification number

FLEMING FOUNDATION**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) (2012)

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) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD FLEMING 7661 BERYL ROAD ZIONSVILLE, PA 18092	\$ 150,043.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number

23-2585510

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1880 SHARES - AIR PRODUCTS AND CHEMICALS COMMON STOCK VALUED AT \$79.81 PER SHARE	\$ 150,043.	11/16/12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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. from 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

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - #8104-3435	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - #8104-3435	P	VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - #8104-3435	P	VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - #8104-3435	P	VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - #3289-4114	P	VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - #3289-4114	P	VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - #7465-6049	P	VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - #7465-6049	P	VARIOUS	VARIOUS
i	1414 SHARES - POLYUS GOLD	P	07/26/11	05/21/12
j	WELLS FARGO ADVISORS - #7465-6049	P	VARIOUS	VARIOUS
k	WELLS FARGO ADVISORS - #2688-7759	P	VARIOUS	VARIOUS
l	WELLS FARGO ADVISORS - #3249-9673	P	VARIOUS	VARIOUS
m	WELLS FARGO ADVISORS - #3249-9673	P	VARIOUS	VARIOUS
n	703 SHARES - POLYUS GOLD	P	07/26/11	07/19/12
o	WELLS FARGO ADVISORS - #3249-9677	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,597,031.		2,539,083.	57,948.
b 254,564.		249,056.	5,508.
c 174,087.		158,978.	15,109.
d 2,187,229.		2,199,117.	<11,888.>
e 19,318.		33,321.	<14,003.>
f 172,230.		156,322.	14,921.
g 234,539.		261,281.	<26,742.>
h 71,023.		97,984.	<26,961.>
i 3,812.		5,580.	<1,768.>
j 343,525.		486,673.	<143,148.>
k 238,249.		231,265.	6,984.
l 1,235.		1,209.	26.
m 82,502.		83,086.	<583.>
n 2,250.		2,383.	<133.>
o 118,755.		107,982.	10,773.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			57,948.
b			5,508.
c			15,109.
d			<11,888.>
e			<14,003.>
f			14,921.
g			<26,742.>
h			<26,961.>
i			<1,768.>
j			<143,148.>
k			6,984.
l			26.
m			<583.>
n			<133.>
o			10,773.

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 }

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

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - #3249-9677	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - #3249-9677	P	VARIOUS	VARIOUS
c	IVANHOE MINES RIGHTS	P	06/27/12	07/13/12
d	WELLS FARGO ADVISORS - #3249-9683	P	VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - #3249-9683	P	06/26/12	06/27/12
f	WELLS FARGO ADVISORS - #3249-9683	P	VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - #3249-9683	P	VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - #3249-9685	P	12/03/12	12/03/12
i	WELLS FARGO ADVISORS - #3249-9685	P	VARIOUS	12/03/12
j	1898 SHARES - POLYUS GOLD	P	07/26/11	12/27/12
k	CAPITAL GAINS DIVIDENDS			
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 2,880.		2,377.	503.
b 116,584.		133,639.	<17,055.>
c 112.			112.
d 176,538.		199,366.	<22,828.>
e 3.			3.
f 118,914.		127,519.	<8,605.>
g 122,020.		89,680.	32,340.
h 47.		48.	<1.>
i 31,746.		17,398.	14,349.
j 6,219.		6,434.	<215.>
k 65.			65.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			503.
b			<17,055.>
c			112.
d			<22,828.>
e			3.
f			<8,605.>
g			32,340.
h			<1.>
i			14,349.
j			<215.>
k			65.
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	<115,289.>
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 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
AMERICAN HEART ASSOCIATION PO BOX 2763 HARRISBURG, PA 17105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
AMERICAN RED CROSS OF THE GLV 2200 AVENUE A BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,500.
ANIMAL RESCUE LEAGUE OF BERKS COUNTY PO BOX 69 MOHNTON, PA 19540	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PLACE BETHLEHEM, PA 18018	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,250.
CANCER SUPPORT COMMUNITY OF GLV 210 E. BROAD STREET - SUITE 202 FALLS CHURCH, VA 22046	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE, PA 19330	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
CENTER FOR VISION LOSS 845 WEST WYOMING STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
COMMUNITIES IN SCHOOLS, LV PO BOX 722 ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
Total from continuation sheets				374,863.

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
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	15,000.
FEEDING AMERICA 35 E. WACKER DRIVE - SUITE 2000 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
GOOD SHEPHERD HOME 850 SOUTH 5TH STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO FLEMING ENDOWMENT FUND	100,000.
GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, PA 11787	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
LEHIGH COUNTY SENIOR CITIZENS CENTER 1633 ELM STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
LEHIGH VALLEY HOSPICE 2100 MACK BLVD ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
LEHIGH VALLEY HOSPITAL 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,000.
MACUNGIE AMBULANCE CORPS 5550 NORTH WALNUT STREET MACUNGIE, PA 18062	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
Total from continuation sheets				

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
MERCY SPECIAL LEARNING CENTER 830 SOUTH WOODWARD STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
MISCELLANEOUS ORGANIZED CHARITIES VARIOUS VARIOUS	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	580.
NE PA LIONS EYE BANK 2346 JACKSONVILLE ROAD BETHLEHEM, PA 18107	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	150.
PARALYZED VETERANS OF AMERICA PO BOX 96010 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
SATORI 2985 FAIRFIELD DRIVE NORTH ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
SECOND HARVEST FOOD BANK OF LV & NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	750.
SIXTH STREET SHELTER 219 NORTH 6TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
SPECIAL OLYMPICS 4076 MARKET STREET CAMP HILL, PA 17011	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	150.
STANFORD UNIVERISTY PO BOX 20466 STANFORD, CA 94309	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
Total from continuation sheets				

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
THE CAT SHACK INC PO BOX 950 TREXLEERTOWN, PA 18187	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,500.
THE LEONARD POOL SOCIETY 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
THE LEUKEMIA AND LYMPHOMA SOCIETY #2 INTERNATIONAL PLAZA PHILADELPHIA, PA 19113	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	100.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	20,150.
THE USO PO BOX 96860 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A - THIRD FLOOR BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	15,000.
UPPER MILFORD WESTERN DISTRICT FIRE CO 4093 MAIN ROAD WEST EMMAUS, PA 18049	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
VALLEY YOUTH HOUSE 829 W. LINDEN STREET ALLENTOWN, PA 18101	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	50,500.
VANGUARD CHARITBLE ENDOWMENT PROGRAM 95 WELLS AVENUE - SUITE 155 NEWTOWN, MA 02459	N/A	DONOR ASSISTED FUND	CONTRIBUTION TO DONOR ASSISTED FUND	152,483.
Total from continuation sheets				

23-2585510

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE		GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
WELLS FARGO ADVISORS - A/C #3435		110,286.	0.	110,286.	
WELLS FARGO ADVISORS - A/C #4114		18,755.	0.	18,755.	
WELLS FARGO ADVISORS - A/C #6469		28,514.	0.	28,514.	
WELLS FARGO ADVISORS - A/C #7759		48,335.	65.	48,270.	
WELLS FARGO ADVISORS - A/C #9673		9,699.	0.	9,699.	
WELLS FARGO ADVISORS - A/C #9675		962.	0.	962.	
WELLS FARGO ADVISORS - A/C #9677		7,584.	0.	7,584.	
WELLS FARGO ADVISORS - A/C #9683		7,760.	0.	7,760.	
WELLS FARGO ADVISORS - A/C #9685		14,643.	0.	14,643.	
TOTAL TO FM 990-PF, PART I, LN 4		246,538.	65.	246,473.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES		8,715.	8,715.		0.
TO FORM 990-PF, PG 1, LN 16B		8,715.	8,715.		0.

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES		69,270.	69,248.		0.
TO FORM 990-PF, PG 1, LN 16C		69,270.	69,248.		0.

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 WITTHELD ON DIVIDENDS	11,492.	11,492.			0.
FEDERAL EXCISE TAXES PAID IN 2012 FOR 2011	6,419.	0.			0.
FEDERAL EXCISE TAXES PAID IN 2012 FOR 2012	8,600.	0.			0.
TO FORM 990-PF, PG 1, LN 18	26,511.	11,492.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
DESCRIPTION		AMOUNT	
UNREALIZED APPRECIATION IN INVESTMENTS		629,991.	
TOTAL TO FORM 990-PF, PART III, LINE 3		629,991.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	6,690,560.	7,320,551.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,690,560.	7,320,551.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAINS (LOSSES)	<985,577.>	629,991.	0.
TO FORM 990-PF, PART II, LINE 15	<985,577.>	629,991.	0.

FLEMING FOUNDATION

STATEMENT ATTACHED TO FORM 990PF

PART VII-A - QUESTION 12

The Fleming Foundation donated \$152,483 to the Vanguard Charitable Endowment Program in 2012. Richard Fleming has advisory privileges with respect to the money donated to this donor advised fund. The foundation has treated this distribution to the donor advised fund as a qualifying distribution.

The monies distributed to the donor advised fund will be used to accomplish a purpose described in Section 170(c)(2)(B), since the funds will be distributed for general charitable purposes solely to qualified 501(c)(3) organizations.

2012 ENHANCED SUMMARY

Page 21 of 37

WELLS
FARGOAccount Number: 8104-3435
FLEMING FOUNDATION
(GH)

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 SECURITIES		NONCOVERED SECURITIES		TOTAL
Short term		\$57,947.78		\$5,507.94		\$63,455.72
Long term		\$15,108.72		-\$11,888.57		\$3,220.15
Unknown term		Not applicable		\$0.00		\$0.00
Index options		Not applicable		\$0.00		\$0.00
Total - Realized Gain/Loss		\$73,056.50		-\$6,380.63		\$66,675.87

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
ASTRAZENECA PLC									
SPON ADR									
CUSIP 046353108	155 00000	40 9899	05/23/12	10/25/12	7,228.19	6,353.43		874.76	
CARREFOUR SA SPONS ADR									
CUSIP 144430204	1,490 00000	4 2467	01/12/12	10/25/12	6,868.75	6,327.58		541.17	
	126 00000	0.0000	08/02/12	10/25/12	580.85	322.06		258.79	

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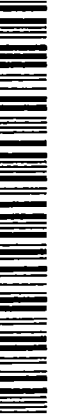
2012 ENHANCED SUMMARY

Page 22 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
Subtotal	1,616.00000				7,449.60	6,649.64	799.96		
DAIMLER AG CUSIP D1668R123	460.00000	43.9259	07/24/12	10/25/12	21,863.77	20,205.91	1,657.86		
DOW CHEMICAL COMPANY CUSIP 260543103	215.00000	25.9313	12/19/11	02/03/12	7,348.57	5,575.23	1,773.34		
	785.00000	25.9313	12/19/11	10/25/12	23,207.22	20,356.07	2,851.15		
Subtotal	1,000.00000				30,555.79	25,931.30	4,624.49		
ERICSSON (LM) TEL-SP ADR NEW	735.00000	9.0900	04/23/12	10/25/12	6,588.40	6,681.15	-92.75		
GDF SUEZ SPON ADR CUSIP 36160B105	925.00000	25.7634	03/08/12	10/25/12	20,895.41	23,831.15	-2,935.74		
	500.00000	21.4502	05/14/12	10/25/12	11,294.82	10,725.10	569.72		
Subtotal	1,425.00000				32,190.23	34,556.25	-2,366.02		
HEWLETT-PACKARD COMPANY CUSIP 428236103	995.00000	25.2474	10/26/11	10/25/12	14,143.61	25,121.16	-10,977.55		
ISHARES CORE S&P 500 ETF S&P 500 INDEX FD CUSIP 464287200	5,519.00000	141.1899	10/26/12	11/01/12	790,660.17	779,227.15	11,433.02		
ISHARES TR -RUSSELL 2000 INDEX FD CUSIP 464287655	9,669.00000	80.5843	10/26/12	11/01/12	796,431.23	779,170.27	17,260.96		
NEWS CORP INC-CL A CUSIP 65248E104	355.00000	15.9324	07/29/11	05/25/12	6,906.37	5,656.02	1,250.35		
PROSHARES ULTRA S&P ETF 500 2X NON-TRADITIONAL ETF CUSIP 74347R107	6,894.00000	58.2985	10/26/12	11/01/12	413,578.35	401,910.36	11,667.99		



001 / DIC / DI43

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2012 ENHANCED SUMMARY

Page 23 of 37



Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
TESCO PLC SPON ADR							
CUSIP 881575302	1,550 00000	15 0200	03/12/12	10/25/12	23,606 47	23,281 00	325 47
ULTRA RUSSELL 2000							
PROSHARES ETF 2X							
NON-TRADITIONAL ETF							
CUSIP 74347R842	9,743.00000	41.2300	10/26/12	11/01/12	419,436 49	401,703.89	17,732 60
WAL-MART STORES INC							
CUSIP 931142103	425.00000	53.2597	04/14/11	02/14/12	26,392.03	22,635.39	3,756.64
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$2,597,030.70	\$2,539,082.92	\$57,947.78

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CITIGROUP INC							
SENIOR NOTES							
CPN 4 450% DUE 01/10/17							
DTD 01/10/12 FC 07/10/12							
CUSIP 172967FW6	8,000 00000	105 3480	03/19/12	05/29/12	8,241.84	8,427.84	-186.00
	54,000 00000	105 3480	03/19/12	10/25/12	59,517.72	56,887.92	2,629.80
Subtotal	62,000.00000				67,759.56	65,315.76	2,443.80
FEDERAL NATL MTG ASSN							
BONDS							
CPN 5.375% DUE 07/15/16							
DTD 06/15/06 FC 07/15/06							
CUSIP 31359MS61	2,000 00000	117.6621	03/19/12	10/25/12	2,346.74	2,353 24	-6 50
GOLDMAN SACHS GRP INC							
SR UNSECURED							
CPN 3 625% DUE 02/07/16							
DTD 02/07/11 FC 08/07/11							
CUSIP 38143USC6	7,000 00000	101 0760	06/28/11	05/29/12	6,881 42	7,075.32	-193.90

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2012 ENHANCED SUMMARY

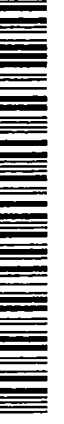
Page 24 of 37

Account Number 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Continued	
						Adjusted Cost/ Original Cost	Gain or Loss Amount
U.S. TREASURY BONDS 02/29 CPN 5.250% DUE 02/15/29 DTD 02/15/99 FC 08/15/99 CUSIP 912810FG8	2,000.00000	97.6020	12/14/11	10/25/12	2,111.88	1,952.04	159.84
		97.0185				1,940.37	
	2,000.00000	100.0976	03/07/12	10/25/12	2,111.88	2,001.95	109.93
Subtotal	11,000.00000				11,105.18	11,029.31	75.87
						11,017.64	
U.S. TREASURY NOTES CPN 3.375% DUE 11/15/19 DTD 11/15/09 FC 05/15/10 CUSIP 912828LY4	1,000.00000	129.3710	03/19/12	10/25/12	1,373.09	1,293.71	79.38
U.S. TREASURY NOTES CPN 4.750% DUE 02/15/37 DTD 02/15/07 FC 08/15/07 CUSIP 912810PT9	17,000.00000	113.1718	11/17/11	05/29/12	19,610.43	19,239.22	371.21
	7,000.00000	113.1718	11/17/11	10/25/12	7,998.04	7,922.03	76.01
	9,000.00000	113.1562	12/09/11	10/25/12	10,283.20	10,184.06	99.14
	1,000.00000	113.6093	03/07/12	10/25/12	1,142.57	1,136.09	6.48
	82,000.00000	110.5859	03/19/12	10/25/12	93,691.42	90,680.47	3,010.95
Subtotal	116,000.00000				132,725.66	129,161.87	3,563.79
U.S. TREASURY NOTES CPN 4.750% DUE 02/15/37 DTD 02/15/07 FC 08/15/07 CUSIP 912810PT9	3,000.00000	124.6289	03/19/12	10/25/12	4,050.83	3,738.87	311.96
U.S. TREASURY NOTE CPN 4.250% DUE 08/15/14 DTD 08/15/04 FC 02/15/05 CUSIP 912828CT5	20,000.00000	110.4179	12/14/11	10/25/12	21,417.20	22,083.59	-666.39
	10,000.00000	109.4531	03/07/12	10/25/12	10,708.60	10,945.31	-236.71



001 / Dir / D143

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2012 ENHANCED SUMMARY

Page 25 of 37

WELLS
FARGOAccount Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
US TREASURY NOTE	1,000.00000	108.9921	03/19/12	10/25/12	1,070.86	1,089.92	-19.06
CPN 3.375% DUE 11/30/12 DTD 11/30/07 FC 05/31/08 CUSIP 912828HK9	31,000.00000				33,196.66	34,118.82	-922.16
Subtotal							

US TREASURY

NOTE

CPN 3.375% DUE 11/30/12

DTD 11/30/07 FC 05/31/08

CUSIP 912828HK9

2,000.00000

102.2148

03/19/12

10/25/12

2,006.10

2,044.30

-38.20

TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

					\$254,563.82	\$249,055.88	\$5,507.94
						\$249,044.21	

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
BANK OF AMERICA CORP CUSIP 060505104	625.00000	10.0000	07/25/11	10/25/12	5,764.38	6,250.00	-485.62
BARCLAYS PLC ADR CUSIP 06738E204	635.00000	14.6948	07/14/11	10/25/12	9,533.56	9,331.20	202.36
BP PLC SPONS ADR CUSIP 055622104	210.00000	45.5664	07/21/11	10/25/12	8,759.38	9,568.94	-809.56
CITIGROUP INC NEW CUSIP 172967424	320.00000	26.6525	09/09/11	10/25/12	11,940.00	8,528.83	3,411.17
ENI S P A SPON ADR CUSIP 26874R108	225.00000	35.7265	09/21/11	10/25/12	10,141.63	8,038.46	2,103.17
FRANCE TELECOM SPON ADR CUSIP 35177Q105	385.00000	16.2901	09/19/11	10/25/12	4,413.55	6,271.69	-1,858.14
MICROSOFT CORP CUSIP 594918104	315.00000	24.0000	06/07/11	10/25/12	8,817.92	7,560.00	1,257.92

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 26 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount	
NEWS CORP INC-CL A CUSIP 65248E104	1,060.00000	15.9324	07/29/11	10/25/12		25,665.74	16,888.38	8,777.36	
PEPSICO INCORPORATED CUSIP 713448108	195.00000	63.8654	08/01/11	10/25/12		13,451.50	12,453.75	997.75	
	105.00000	64.6899	08/05/11	10/25/12		7,243.12	6,792.44	450.68	
	115.00000	61.8660	10/18/11	10/25/12		7,932.95	7,114.60	818.35	
Subtotal	415.00000					28,627.57	26,360.79	2,266.78	
POSCO SPONSORED ADR CUSIP 693483109	220.00000	100.5065	03/10/11	10/25/12		17,239.60	22,111.43	-4,871.83	
PROCTER & GAMBLE CO CUSIP 742718109	365.00000	61.5612	03/07/11	10/25/12		25,682.57	22,469.87	3,212.70	
TOTAL S A SPONS ADR CUSIP 89151E109	180.00000	44.2371	09/21/11	10/25/12		8,974.62	7,962.68	1,011.94	
UNILEVER PLC SPONS ADR CUSIP 904767704	230.00000	33.1999	07/08/11	10/25/12		8,526.45	7,635.98	890.47	
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						\$174,086.97	\$158,978.25	\$15,108.72	
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange		Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount	
ASTRAZENECA PLC SPON ADR CUSIP 046353108	275.00000	35.9487	03/17/08	10/25/12		12,824.20	9,885.89	2,938.31	
	200.00000	48.9442	09/06/07	10/25/12		9,326.69	9,788.84	-462.15	
Subtotal	475.00000					22,150.89	19,674.73	2,476.16	
BANK OF AMERICA CORP CUSIP 060505104	335.00000	30.0476	08/18/08	10/25/12		3,089.70	10,065.95	-6,976.25	
	295.00000	14.3100	11/03/09	10/25/12		2,720.78	4,221.45	-1,500.67	
	525.00000	17.5200	05/06/10	10/25/12		4,842.07	9,198.00	-4,355.93	



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2012 ENHANCED SUMMARY

Page 27 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

WELLS
FARGO

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
Subtotal	445.00000	13.2699	10/07/10	10/25/12	4,104.23	5,905.11	-1,800.88
Subtotal	1,600.00000				14,756.78	29,390.51	-14,633.73
BARCLAYS PLC ADR CUSIP 06738E204	375.00000	35.6785	02/13/08	10/25/12	5,630.04	13,379.44	-7,749.40
	280.00000	25.4874	06/10/08	10/25/12	4,203.77	7,136.47	-2,932.70
Subtotal	655.00000				9,833.81	20,515.91	-10,682.10
BP PLC SPONS ADR CUSIP 055622104	220.00000	50.7031	08/12/09	10/25/12	9,176.48	11,154.70	-1,978.22
	75.00000	54.6080	09/16/09	10/25/12	3,128.34	4,095.60	-967.26
	85.00000	45.2691	07/08/09	10/25/12	3,545.45	3,847.87	-302.42
Subtotal	380.00000				15,850.27	19,098.17	-3,247.90
BRANDES SEPARATELY MANAGED ACCT RESERVE TRUST FUND CUSIP 105262885	10,150.00000	9.6000	08/10/07	05/25/12	88,305.00	97,440.00	-9,135.00
	38,992.00000	9.6000	08/10/07	10/12/12	352,877.60	374,323.20	-21,445.60
	634.00000	9.5600	08/31/07	10/12/12	5,737.70	6,061.04	-323.34
	362.00000	9.6200	09/07/07	10/12/12	3,276.10	3,482.44	-206.34
	4,198.00000	9.6300	10/26/07	10/12/12	37,991.90	40,426.74	-2,434.84
	3,669.00000	9.3100	11/21/07	10/12/12	33,204.45	34,158.39	-953.94
	334.00000	9.4600	11/30/07	10/12/12	3,022.70	3,159.64	-136.94
	1,817.76400	8.0500	08/08/08	10/12/12	16,450.76	14,633.00	1,817.76
	11,734.35300	5.5600	03/20/09	10/12/12	106,195.89	65,243.00	40,952.89
	23,727.85300	7.3600	09/16/09	10/12/12	214,737.07	174,637.00	40,100.07
	35,174.05500	8.0100	03/08/10	10/12/12	318,325.21	281,744.18	36,581.03
Subtotal	130,793.02500				1,180,124.38	1,095,308.63	84,815.75

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 28 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
CARREFOUR SA SPONS ADR CUSIP 144430204	250.00000	9.0526	08/12/09	10/25/12	1,152.47	2,263.15	-1,110.68
	370.00000	9.1271	09/17/09	10/25/12	1,705.66	3,377.03	-1,671.37
	1,145.00000	9.2156	11/20/09	10/25/12	5,278.33	10,551.86	-5,273.53
	190.00000	9.4746	12/18/09	10/25/12	875.88	1,800.17	-924.29
	980.00000	8.5468	12/09/10	10/25/12	4,517.70	8,375.86	-3,858.16
Subtotal	2,935.00000				13,530.04	26,368.07	-12,838.03
CHEVRON CORPORATION CUSIP 166764100	140.00000	74.2570	03/25/10	07/19/12	15,202.87	10,395.99	4,806.88
	80.00000	71.2400	06/07/10	07/19/12	8,687.36	5,699.20	2,988.16
Subtotal	220.00000				23,890.23	16,095.19	7,795.04
CITIGROUP INC NEW CUSIP 172967424	120.50000	20.0610	03/30/09	10/25/12	4,496.15	2,417.36	2,078.79
	100.50000	42.7000	09/16/09	10/25/12	3,749.90	4,291.35	-541.45
	120.00000	32.4000	12/18/09	10/25/12	4,477.49	3,888.00	589.49
Subtotal	341.00000				12,723.54	10,596.71	2,126.83
DEUTSCHE TELEKOM AG SPON ADR CUSIP 251566105	810.00000	17.8300	08/10/07	10/25/12	9,152.80	14,442.30	-5,289.50
	230.00000	11.4772	05/14/09	10/25/12	2,598.94	2,639.76	-40.82
	300.00000	13.4984	10/01/09	10/25/12	3,389.93	4,049.55	-659.62
	75.00000	16.6589	03/02/07	10/25/12	847.48	1,249.41	-401.93
	485.00000	18.5397	07/18/07	10/25/12	5,480.37	8,991.75	-3,511.38
Subtotal	1,900.00000				21,469.52	31,372.77	-9,903.25
DIAGEO PLC SPONSORED ORD NEW CUSIP 25243Q205	125.00000	62.9093	09/04/09	03/05/12	11,980.99	7,863.67	4,117.32



001 / DIC ' D143

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2012 ENHANCED SUMMARY

Page 29 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

**WELLS
FARGO**

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	
					Proceeds	Adjusted Cost/ Original Cost
						Gain or Loss Amount
	95.00000	63.3847	09/16/09	03/05/12	9,105.56	6,021.55
	120.00000	74.3795	12/28/10	03/05/12	11,501.76	8,925.54
Subtotal	340.00000				32,588.31	22,810.76
ENI S P A						
SPON ADR						
CUSIP 26874R108	180.00000	47.9058	05/27/09	10/25/12	8,113.29	8,623.04
	65.00000	46.9934	08/04/09	10/25/12	2,929.80	3,054.57
	80.00000	50.6661	10/09/09	10/25/12	3,605.90	4,053.29
	25.00000	48.5416	06/15/09	10/25/12	1,126.84	1,213.54
	180.00000	46.6896	08/03/09	10/25/12	8,113.29	8,404.13
	70.00000	45.5079	08/12/09	10/25/12	3,155.17	3,185.55
Subtotal	600.00000				27,044.29	28,534.12
ERICSSON (LM) TEL-SP ADR						
NEW						
CUSIP 294821608	420.00000	11.0800	01/08/08	10/25/12	3,764.79	4,653.60
	440.00000	10.3500	10/15/09	10/25/12	3,944.07	4,554.00
	135.00000	14.5122	11/20/07	10/25/12	1,210.11	1,959.14
	690.00000	12.3348	11/29/07	10/25/12	6,185.02	8,510.98
Subtotal	1,685.00000				15,103.99	19,677.72
FEDERAL NATL MTG ASSN						
BONDS						
CPN 5.375% DUE 07/15/16						
DTD 06/15/06 FC 07/15/06						
CUSIP 31359MS61	8,000.00000	100.5659	08/10/07	05/29/12	9,462.74	8,045.27
	22,000.00000	100.5659	08/10/07	10/25/12	25,814.05	22,124.49
	4,000.00000	111.8479	09/16/09	10/25/12	4,693.46	4,473.92
	19,000.00000	117.1610	06/17/11	10/25/12	22,293.95	22,260.59
						1,417.47
						3,689.56
						219.54
						33.36
						-888.81
						-609.93
						-749.03
						-2,325.96
						-4,573.73

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 30 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
Subtotal	53,000.00000				62,264.20	56,904.27	5,359.93		
FRANCE TELECOM									
SPON ADR									
CUSIP 35177Q105									
	455.00000	27.3299	08/10/07	10/25/12	5,216.00	12,435.10	-7,219.10		
	8.00000	0.0000	07/21/09	10/25/12	91.71	179.38	-87.67		
	160.00000	25.9082	11/19/09	10/25/12	1,834.20	4,145.31	-2,311.11		
	485.00000	22.6717	02/15/06	10/25/12	5,559.91	10,995.77	-5,435.86		
	17.00000	22.6717	07/21/09	10/25/12	194.88	381.17	-186.29		
Subtotal	1,125.00000				12,896.70	28,136.73	-15,240.03		
GLAXOSMITHKLINE PLC-ADR									
CUSIP 37733W105									
	245.00000	51.4288	08/10/07	10/25/12	11,091.83	12,600.06	-1,508.23		
	170.00000	38.8265	09/16/09	10/25/12	7,696.38	6,600.51	1,095.87		
	5.00000	52.4048	12/22/06	10/25/12	226.36	262.02	-35.66		
	220.00000	56.1697	04/11/07	10/25/12	9,960.01	12,357.33	-2,397.32		
Subtotal	640.00000				28,974.58	31,819.92	-2,845.34		
GMAC LLC									
FDIC GUARANTEED									
CPN 2 200% DUE 12/19/12									
DTD 06/08/09 FC 12/19/09									
CUSIP 36186CBF9									
	46,000.00000	99.8240	06/30/09	03/14/12	46,673.44	45,919.04	754.40		
	22,000.00000	101.0483	09/16/09	03/14/12	22,322.08	22,230.63	91.45		
	1,000.00000	101.7000	02/17/10	03/14/12	1,014.64	1,017.00	-2.36		
	31,000.00000	101.7900	03/08/10	03/14/12	31,453.84	31,554.90	-101.06		
Subtotal	100,000.00000				101,464.00	100,721.57	742.43		



001 / D1C / D143

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2012 ENHANCED SUMMARY

Page 31 of 37

WELLS
FARGOAccount Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
GOLDMAN SACHS GRP INC SR UNSECURED CPN 3 625% DUE 02/07/16 DTD 02/07/11 FC 08/07/11 CUSIP 38143USC6	54,000.00000	101.0760	06/28/11	10/25/12	57,020.76	54,581.04	2,439.72
MICROSOFT CORP CUSIP 594918104	200.00000	28.5900	08/10/07	05/25/12	5,818.86	5,718.00	100.86
	180.00000	28.5900	08/10/07	10/25/12	5,038.80	5,146.20	-107.40
	225.00000	15.5568	03/06/09	10/25/12	6,298.51	3,500.30	2,798.21
	340.00000	24.9999	07/16/10	10/25/12	9,517.75	8,499.97	1,017.78
Subtotal	945.00000				26,673.92	22,864.47	3,809.45
MITSUBISHI UFJ FINANCIAL ADR CUSIP 606822104	1,275.00000	9.8236	08/10/07	10/25/12	5,808.51	12,525.09	-6,716.58
	1,040.00000	5.8880	09/16/09	10/25/12	4,737.94	6,123.52	-1,385.58
	4.00000	9.9842	01/05/05	10/25/12	18.22	39.93	-21.71
	505.00000	11.9655	11/13/06	10/25/12	2,300.62	6,042.58	-3,741.96
	690.00000	11.8965	02/09/07	10/25/12	3,143.43	8,208.59	-5,065.16
Subtotal	3,514.00000				16,008.72	32,939.71	-16,930.99
MIZUHO FINANCIAL GRP ADR CUSIP 60687Y109	720.00000	8.3094	01/23/08	01/04/12	1,962.46	5,982.77	-4,020.31
	920.00000	11.8399	08/10/07	01/04/12	2,507.59	10,892.71	-8,385.12
	1,500.00000	4.3280	09/16/09	01/04/12	4,088.48	6,492.00	-2,403.52
	185.00000	11.9637	08/08/07	01/04/12	504.24	2,213.28	-1,709.04
	456.00000	10.8777	09/25/07	01/04/12	1,242.89	4,960.23	-3,717.34
	915.00000	10.4515	10/26/07	01/04/12	2,493.96	9,563.12	-7,069.16
	1,860.00000	3.1999	07/15/10	01/04/12	5,069.72	5,951.81	-882.09

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 32 of 37

Account Number 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	6,556.00000				17,869.34	46,055.92	-28,186.58
NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR CUSIP 654624105	665.00000	21.5761	02/23/05	05/25/12	14,137.58	14,348.10	-210.52
	605.00000	20.9210	08/10/07	10/25/12	14,248.77	12,657.21	1,591.56
	74.00000	21.5761	02/23/05	10/25/12	1,742.82	1,596.63	146.19
	460.00000	22.3070	07/25/07	10/25/12	10,833.77	10,261.22	572.55
Subtotal	1,804.00000				40,962.94	38,863.16	2,099.78
PFIZER INCORPORATED CUSIP 717081103	160.00000	23.7900	08/10/07	05/25/12	3,542.33	3,806.40	-264.07
	90.00000	16.2496	09/16/09	05/25/12	1,992.57	1,462.47	530.10
	505.00000	16.2496	09/16/09	10/25/12	12,944.77	8,206.04	4,738.73
	575.00000	16.4199	04/23/10	10/25/12	14,739.11	9,441.44	5,297.67
Subtotal	1,330.00000				33,218.78	22,916.35	10,302.43
SANOFI ADR CUSIP 80105N105	310.00000	40.2216	08/10/07	10/25/12	13,579.23	12,468.70	1,110.53
	145.00000	35.6674	09/16/09	10/25/12	6,351.58	5,171.77	1,179.81
	80.00000	43.7869	02/22/07	10/25/12	3,504.31	3,502.95	1.36
	185.00000	41.1092	09/06/07	10/25/12	8,103.74	7,605.20	498.54
Subtotal	720.00000				31,538.86	28,748.62	2,790.24
TELECOM ITALIA SPA SPON ADR CUSIP 87927Y102	550.00000	26.2178	08/10/07	10/25/12	5,045.37	14,419.79	-9,374.42
	450.00000	18.4695	09/16/09	10/25/12	4,128.03	8,311.28	-4,183.25
	315.00000	14.7889	01/22/10	10/25/12	2,889.63	4,658.50	-1,768.87
	203.00000	32.3646	08/17/05	10/25/12	1,862.19	6,570.01	-4,707.82



001 / Dir / D143

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2012 ENHANCED SUMMARY

Page 33 of 37

WELLS
FARGOAccount Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
	215.00000	29.9027	01/03/06	10/25/12	1,972.28	6,429.08	-4,456.80
	540.00000	27.9279	02/01/06	10/25/12	4,953.63	15,081.07	-10,127.44
	45.00000	30.9250	01/04/07	10/25/12	412.80	1,391.63	-978.83
	345.00000	31.6712	02/16/07	10/25/12	3,164.82	10,926.56	-7,761.74
	85.00000	29.2193	03/02/07	10/25/12	779.73	2,483.64	-1,703.91
	485.00000	16.2180	08/29/08	10/25/12	4,449.10	7,865.73	-3,416.63
Subtotal	3,233.00000				29,657.58	78,137.29	-48,479.71
TOTAL S.A. SPONS ADR							
CUSIP 89151E109	215.00000	57.0251	04/26/10	10/25/12	10,719.65	12,260.41	-1,540.76
	10.00000	57.0251	04/26/10	10/25/12	498.58	570.25	-71.67
	130.00000	45.3095	06/02/10	10/25/12	6,481.65	5,890.24	591.41
	125.00000	49.7467	06/22/10	10/25/12	6,232.36	6,218.34	14.02
Subtotal	480.00000				23,932.24	24,939.24	-1,007.00
TOYOTA MTR CORP ADR							
NEW 3/82	50.00000	74.1459	05/14/09	10/25/12	3,920.67	3,707.30	213.37
CUSIP 892331307	145.00000	82.0055	09/16/09	10/25/12	11,369.95	11,890.80	-520.85
	60.00000	79.0636	10/28/09	10/25/12	4,704.80	4,743.82	-39.02
	95.00000	72.2046	09/17/10	10/25/12	7,449.29	6,859.44	589.85
Subtotal	350.00000				27,444.71	27,201.36	243.35
U.S. TREASURY BONDS 02/29							
CPN 5.250% DUE 02/15/29	20,000.00000	102.3242	08/10/07	03/14/12	26,082.03	20,464.83	5,617.20
DTD 02/15/99 FC 08/15/99	5,000.00000	113.9453	09/16/09	03/14/12	6,520.51	5,697.27	823.24
CUSIP 912810FG8	6,000.00000	113.9453	09/16/09	10/25/12	8,238.51	6,836.71	1,401.80

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 34 of 37

Account Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	
					Proceeds	Adjusted Cost/ Original Cost
	3,000.00000	109.4257	03/08/10	10/25/12	4,119.25	3,282.77
	20,000.00000	118.6171	06/17/11	10/25/12	27,461.73	23,723.44
Subtotal	54,000.00000				72,422.03	60,005.02
UNILEVER PLC SPONS ADR						
CUSIP 904767704	265.00000	29.7500	08/10/07	10/25/12	9,823.93	7,883.75
	160.00000	21.9970	02/03/09	10/25/12	5,931.43	3,519.53
	160.00000	18.5955	04/23/09	10/25/12	5,931.43	2,975.28
Subtotal	585.00000				21,686.79	14,378.56
US TREASURY						
NOTES						
CPN 4 750% DUE 02/15/37						
DTD 02/15/07 FC 08/15/07						
CUSIP 912810PT9	28,000.00000	108.6953	06/28/11	10/25/12	37,807.65	30,434.69
US TREASURY						
NOTE						
CPN 4 250% DUE 08/15/14						
DTD 08/15/04 FC 02/15/05						
CUSIP 912828CT5	18,000.00000	108.5507	07/02/09	05/29/12	19,548.28	19,539.15
	29,000.00000	108.5507	07/02/09	10/25/12	31,054.92	31,479.72
	23,000.00000	108.6835	09/16/09	10/25/12	24,629.76	24,997.23
	2,000.00000	109.4765	02/17/10	10/25/12	2,141.71	2,189.53
	32,000.00000	109.4414	03/08/10	10/25/12	34,267.50	35,021.25
	8,000.00000	109.4726	02/04/11	10/25/12	8,566.87	8,757.81
Subtotal	112,000.00000				120,209.04	121,984.69
						-1,775.65



001 / DIC / DI43

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2012 ENHANCED SUMMARY

Page 35 of 37

WELLS
FARGOAccount Number: 8104-3435
FLEMING FOUNDATION
(GH)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
US TREASURY WI									
NOTE									
CPN 3.375% DUE 11/30/12									
DTD 11/30/07 FC 05/31/08									
CUSIP 912828HK9									
	34,000.00000	105.7148	03/08/10	10/25/12	34,103.59	35,943.04		-1,839.45	
	2,000.00000	104.9101	02/04/11	10/25/12	2,006.09	2,098.20		-92.11	
Subtotal	36,000.00000				36,109.68	38,041.24		-1,931.56	
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$2,187,228.57	\$2,199,117.14		-\$11,888.57	

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2012 ENHANCED SUMMARY

Page 16 of 24



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 SECURITIES		NONCOVERED SECURITIES		TOTAL
Short term		-\$14,002.77		\$0.00		-\$14,002.77
Long term		\$0.00		\$14,920.90		\$14,920.90
Unknown term		Not applicable		\$0.00		\$0.00
Index options		Not applicable		\$0.00		\$0.00
Total - Realized Gain/Loss		-\$14,002.77		\$14,920.90		\$918.13

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount		
BEST BUY CO INC CUSIP 086516101	200.00000	21.7441	04/11/12	10/24/12	3,375.02	4,348.82	-973.80		
HEWLETT-PACKARD COMPANY CUSIP 428236103	270.00000	24.9002	03/05/12	11/20/12	3,201.99	6,723.05	-3,521.06		
	191.00000	24.5770	03/06/12	11/20/12	2,265.11	4,694.21	-2,429.10		
	135.00000	24.4942	03/13/12	11/20/12	1,600.99	3,306.72	-1,705.73		

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 17 of 24

Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	162.00000	24.2812	03/14/12	11/20/12	1,921.19	3,933.55	-2,012.36
	230.00000	23.4645	03/21/12	11/20/12	2,727.63	5,396.84	-2,669.21
	192.00000	17.6930	08/02/12	11/20/12	2,276.98	3,397.06	-1,120.08
Subtotal	1,180.00000				13,993.89	27,451.43	-13,457.54

MOTOROLA SOLUTIONS INC
COM NEW
CUSIP 620076307

TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

38.00000 40.0219 08/12/11 04/25/12 1,949.40 1,520.83 428.57
\$19,318.31 \$33,321.08 -\$14,002.77

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AON CORP	17.00000	26.0807	07/28/04	04/02/12	834.36	443.37	390.99
CUSIP 037389103	165.00000	34.0067	09/08/06	04/02/12	8,098.20	5,611.11	2,487.09
	80.00000	33.9784	09/11/06	04/02/12	3,926.40	2,718.27	1,208.13
	32.00000	34.1600	09/12/06	04/02/12	1,570.56	1,093.12	477.44
	65.00000	38.4636	12/02/09	04/02/12	3,190.20	2,500.13	690.07
	95.00000	38.3885	12/03/09	04/02/12	4,662.60	3,646.91	1,015.69
	22.00000	38.4197	12/04/09	04/02/12	1,079.76	845.23	234.53
Subtotal	476.00000				23,362.08	16,858.14	6,503.94

BARRICK GOLD CORP
CUSIP 067901108

CA INC

CUSIP 12673P105

CITIGROUP INC NEW

CUSIP 172967424

115.00000 20.1800 07/20/04 06/06/12 4,629.55 2,320.70 2,308.85
 218.00000 24.9923 07/20/04 04/12/12 5,800.46 5,448.34 352.12
 203.00000 31.8540 12/17/09 04/12/12 6,865.32 6,466.38 398.94



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Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

2012 ENHANCED SUMMARY

95,955

Page 18 of 24

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
CVS CAREMARK CORP CUSIP 126650100	93.00000	28.7887	11/05/09	07/19/12	4,297.29	2,677.34	1,619.95		
GENWORTH FINANCIAL INC CL-A CUSIP 37247D106									
	347.00000	22.8400	07/20/04	04/12/12	2,627.66	7,925.48	-5,297.82		
	43.00000	22.5400	07/28/04	04/12/12	325.62	969.22	-643.60		
	1.00000	23.7853	01/09/08	04/18/12	6.15	23.79	-17.64		
	289.00000	33.1572	05/01/06	04/18/12	1,777.19	9,582.43	-7,805.24		
	100.00000	22.5400	07/28/04	04/18/12	614.94	2,254.00	-1,639.06		
	419.00000	23.7853	01/09/08	04/19/12	2,530.95	9,966.04	-7,435.09		
	315.00000	11.4055	10/29/10	04/19/12	1,902.74	3,592.73	-1,689.99		
	75.00000	11.5100	11/01/10	04/19/12	453.03	863.25	-410.22		
	55.00000	11.5298	11/03/10	04/19/12	332.22	634.14	-301.92		
	73.00000	11.5928	11/15/10	04/19/12	440.96	846.27	-405.31		
	110.00000	12.4804	12/03/10	04/19/12	664.46	1,372.84	-708.38		
	33.00000	12.4207	12/06/10	04/19/12	199.34	409.89	-210.55		
	65.00000	12.4207	12/06/10	04/20/12	395.57	807.34	-411.77		
	7.00000	12.4207	12/06/10	04/23/12	42.05	86.94	-44.89		
	78.00000	12.6964	12/07/10	04/23/12	468.62	990.32	-521.70		
	40.00000	12.6964	12/07/10	04/24/12	242.46	507.86	-265.40		
	17.00000	12.6964	12/07/10	04/25/12	99.49	215.83	-116.34		
	78.00000	13.0261	12/08/10	04/25/12	456.49	1,016.04	-559.55		
	40.00000	13.0261	12/08/10	04/26/12	236.47	521.04	-284.57		
	27.00000	13.0261	12/08/10	04/27/12	160.84	351.70	-190.86		
	40.00000	13.0025	12/09/10	04/27/12	238.30	520.10	-281.80		

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 19 of 24

Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	2,252.00000				14,215.55	43,457.25	-29,241.70
GOLDMAN SACHS GROUP INC							
CUSIP 38141G104	23.00000	144.3047	08/25/10	04/12/12	2,698.29	3,319.01	-620.72
	26.00000	144.3737	08/26/10	04/12/12	3,050.26	3,753.72	-703.46
Subtotal	49.00000				5,748.55	7,072.73	-1,324.18
HESS CORPORATION							
CUSIP 42809H107	67.00000	56.7591	04/17/07	01/03/12	3,917.67	3,802.86	114.81
	43.00000	56.4195	04/18/07	01/03/12	2,514.33	2,426.04	88.29
	92.00000	56.4195	04/18/07	01/04/12	5,394.76	5,190.59	204.17
Subtotal	202.00000				11,826.76	11,419.49	407.27
INGERSOLL-RAND PLC							
SHARES							
CUSIP G47791101	163.00000	19.6300	07/16/02	02/21/12	6,662.06	3,199.65	3,462.41
JPMORGAN CHASE & CO							
CUSIP 46625H100	82.00000	36.5500	07/20/04	04/12/12	3,628.41	2,997.10	631.31
LINCOLN NATL CORP IND							
CUSIP 534187109	230.00000	27.4742	06/22/10	03/15/12	6,269.86	6,319.07	-49.21
LOEWS CORPORATION							
CUSIP 540424108	10.00000	45.8864	11/09/07	07/03/12	413.27	NOT PROVIDED	N/A
	14.00000	45.8864	11/09/07	07/05/12	573.55	NOT PROVIDED	N/A
	6.00000	34.4388	10/06/08	07/05/12	245.82	206.64	39.18
	30.00000	34.4388	10/06/08	07/18/12	1,232.09	1,033.17	198.92
	51.00000	34.4388	10/06/08	07/19/12	2,093.07	1,756.38	336.69
Subtotal	111.00000				4,557.80	2,996.19	574.79
METLIFE INC							
CUSIP 59156R108	173.00000	31.9214	10/08/08	04/12/12	6,152.67	5,522.41	630.26



001 / 1 / DI43

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2012 ENHANCED SUMMARY

Page 20 of 24



Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
MOTOROLA SOLUTIONS INC							
COM NEW							
CUSIP 620076307	50.00000	15.6606	02/06/09	02/01/12	2,338.75	783.16	1,555.59
	11.00000	15.6606	02/06/09	02/03/12	516.35	172.30	344.05
	50.00000	15.6606	02/06/09	03/23/12	2,528.05	783.16	1,744.89
	54.00000	15.6606	02/06/09	03/26/12	2,752.14	845.81	1,906.33
	52.87160	15.6606	02/06/09	04/25/12	2,712.29	828.13	1,884.16
	67.84622	24.9899	01/29/10	04/25/12	3,480.48	1,695.75	1,784.73
	22.28218	25.5574	02/01/10	04/25/12	1,143.06	569.57	573.49
Subtotal	308.00000				15,471.12	5,677.88	9,793.24
NOBLE ENERGY INC							
CUSIP 655044105	15.00000	34.7131	05/20/05	07/30/12	1,338.87	520.70	818.17
	5.00000	34.7131	05/20/05	07/31/12	445.89	173.57	272.32
	10.00000	34.7131	05/20/05	08/01/12	885.04	347.13	537.91
	10.00000	34.7131	05/20/05	08/06/12	874.90	347.12	527.78
	8.00000	34.7131	05/20/05	08/07/12	714.37	277.69	436.68
	25.00000	57.7875	09/15/08	09/14/12	2,422.58	1,444.69	977.89
	15.00000	57.7875	09/15/08	10/18/12	1,445.47	866.82	578.65
	13.00000	57.7875	09/15/08	11/06/12	1,257.02	751.24	505.78
Subtotal	101.00000				9,384.14	4,728.96	4,655.18
PFIZER INCORPORATED							
CUSIP 717081103	7.00000	17.0502	04/14/10	05/21/12	157.61	119.36	38.25
	326.00000	17.0502	04/14/10	07/18/12	7,701.70	5,558.36	2,143.34
	90.00000	17.0502	04/14/10	12/10/12	2,298.80	1,534.52	764.28
	106.00000	17.0502	04/14/10	12/11/12	2,717.16	1,807.31	909.85
Subtotal	529.00000				12,875.27	9,019.55	3,855.72

001 / DICG / D143

2012 ENHANCED SUMMARY

Page 21 of 24

Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

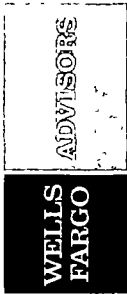
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PHILIP MORRIS INTERNATIONAL INC CUSIP 718172109	9.00000	25.9151	07/20/04	09/07/12		798.57	233.23	565.34
	6.00000	24.6501	07/28/04	09/07/12		532.38	147.91	384.47
	34.00000	24.6501	07/28/04	09/11/12		3,020.99	838.10	2,182.89
Subtotal	49.00000					4,351.94	1,219.24	3,132.70
RAYTHEON COMPANY CUSIP 755111507	18.00000	33.1000	07/20/04	04/26/12		972.61	595.80	376.81
	17.00000	32.2700	07/28/04	04/26/12		918.59	548.59	370.00
	36.00000	32.2700	07/28/04	04/27/12		1,943.14	1,161.72	781.42
Subtotal	71.00000					3,834.34	2,306.11	1,528.23
UNION PACIFIC CORP CUSIP 907818108	33.00000	29.4950	07/16/02	02/01/12		3,840.65	973.32	2,867.33
VIACOM INC CL B CUSIP 92553P201	60.50000	42.7266	12/17/04	01/05/12		2,799.77	2,584.95	214.82
	18.50000	41.4602	09/13/05	01/05/12		856.14	767.02	89.12
	30.00000	41.4602	09/13/05	02/06/12		1,457.67	1,243.81	213.86
	25.00000	41.4602	09/13/05	02/07/12		1,217.79	1,036.51	181.28
	55.00000	41.4602	09/13/05	09/11/12		2,806.23	2,280.31	525.92
	45.00000	41.4602	09/13/05	09/12/12		2,289.81	1,865.71	424.10
	24.00000	41.4602	09/13/05	09/13/12		1,234.57	995.04	239.53
Subtotal	258.00000					12,661.98	10,773.35	1,888.63
WELLS FARGO COMPANY CUSIP 949746101	103.00000	28.9400	07/20/04	04/12/12		3,470.45	2,980.82	489.63
	5.00000	28.6100	07/28/04	04/12/12		168.47	143.05	25.42



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2012 ENHANCED SUMMARY

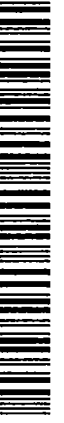
Account Number: 3289-4114
FLEMING FOUNDATION
(NWQ)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
	61.00000	28 6100	07/28/04	09/19/12	2,155.28	1,745.21
Subtotal	169.00000				5,794.20	4,869.08
					\$172,230.00	\$156,322.28

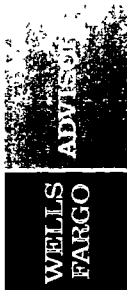
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds or Gain/Loss column, or Not Provided in the Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

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2012 ENHANCED SUMMARY

Page 26 of 46



Account Number: 7465-6049
FLEMING FOUNDATION
(NFJ 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 SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	-\$26,742.14	\$0.00	-\$26,742.14
Long term	-\$26,960.76	-\$143,147.72	-\$170,108.48
Unknown term	Not applicable	\$0.00	\$0.00
Index options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	-\$53,702.90	-\$143,147.72	-\$196,850.62

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
AGEAS							
SPONSORED ADR							
CUSIP 00844W109							
	1,750.00000	1.9998	04/10/12	05/21/12	2,782.43	3,499.65	-717.22
	1,895.00000	1.8374	04/23/12	05/21/12	3,012.99	3,481.87	-468.88
Subtotal	3,645.00000				5,795.42	6,981.52	-1,186.10

2012 ENHANCED SUMMARY

Page 27 of 46

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
AGRIUM INC CUSIP 008916108	76.00000	78.3300	05/21/12	06/07/12	6,084.42	5,953.08	131.34
ALLIANZ SE-ADR CUSIP 018805101	482.00000	11.0518	08/09/11	05/21/12	4,646.38	5,326.97	-680.59
ALSTOM SA-UNSPON ADR CUSIP 021244207	1,441.00000	4.3988	08/18/11	05/21/12	4,265.25	6,338.67	-2,073.42
	715.00000	3.1821	10/03/11	05/21/12	2,116.36	2,275.20	-158.84
Subtotal	2,156.00000				6,381.61	8,613.87	-2,232.26
ALUMINA LTD SPONSORED ADR	308.00000	5.5249	10/03/11	05/21/12	1,103.86	1,701.67	-597.81
CUSIP 022205108	230.00000	5.6582	09/30/11	05/21/12	824.30	1,301.39	-477.09
Subtotal	538.00000				1,928.16	3,003.06	-1,074.90
ASAHI GLASS ADR	595.00000	6.9800	05/21/12	09/10/12	3,754.42	4,153.10	-398.68
CUSIP 043393206	80.00000	6.9800	05/21/12	09/11/12	488.80	558.40	-69.60
	173.00000	6.9800	05/21/12	09/12/12	1,063.66	1,207.54	-143.88
Subtotal	848.00000				5,306.88	5,919.04	-612.16
ASML HOLDING NV-NY REG SHARES	15.00000	45.5310	05/21/12	08/06/12	845.66	682.97	162.69
CUSIP N07059186	114.00000	45.5310	05/21/12	08/07/12	6,613.01	5,190.53	1,422.48
Subtotal	129.00000				7,458.67	5,873.50	1,585.17
BARRICK GOLD CORP CUSIP 067901108	48.00000	44.6419	12/15/11	05/21/12	1,811.27	2,142.81	-331.54
CAMECO CORP CUSIP 13321L108	119.00000	24.5709	08/04/11	05/21/12	2,301.73	2,923.94	-622.21



001 / DJ / DI43

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2012 ENHANCED SUMMARY

Page 28 of 46



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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	169.00000	22.6019	08/08/11	05/21/12	3,268.85	3,819.72	-550.87
	131.00000	22.1356	08/26/11	05/21/12	2,533.85	2,899.76	-365.91
Subtotal	419.00000				8,104.43	9,643.42	-1,538.99
CARREFOUR SA SPONS ADR							
CUSIP 144430204	1,452.00000	4.4756	10/04/11	05/21/12	5,110.92	6,498.57	-1,387.65
	655.00000	4.2198	01/12/12	05/21/12	2,305.55	2,763.97	-458.42
	633.00000	4.3029	04/10/12	05/21/12	2,228.12	2,723.74	-495.62
Subtotal	2,740.00000				9,644.59	11,986.28	-2,341.69
CENTRAIS ELEC BRAZ COM							
ELBRAS ON SPON ADR SHRS							
CUSIP 15234Q207	821.00000	9.6817	03/28/12	05/21/12	5,642.38	7,948.68	-2,306.30
CIA SANEAMENTO BASICO							
DE-ADR							
CUSIP 20441A102	39.00000	69.0799	05/21/12	08/22/12	3,581.24	2,694.12	887.12
	48.00000	69.0799	05/21/12	09/13/12	3,796.70	3,315.84	480.86
Subtotal	87.00000				7,377.94	6,009.96	1,367.98
COMPANHIA PARANAENSE DE							
ENERGIA-COPEL SPONSORED							
ADR REPSTG PFD SHS							
CUSIP 20441B407	65.00000	21.3200	05/21/12	09/11/12	1,145.21	1,385.80	-240.59
	83.00000	21.3200	05/21/12	10/11/12	1,300.73	1,769.56	-468.83
Subtotal	148.00000				2,445.94	3,155.36	-709.42
DELHAIZE GROUP							
SPONSORED ADR							
CUSIP 29759W101	65.00000	39.8221	05/21/12	06/06/12	2,370.50	2,588.44	-217.94
	80.00000	39.8221	05/21/12	06/11/12	2,746.52	3,185.77	-439.25
	60.00000	39.8221	05/21/12	06/12/12	1,997.62	2,389.33	-391.71
	65.00000	39.8221	05/21/12	06/13/12	2,102.19	2,588.44	-486.25

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 29 of 46

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	34.00000	39.8221	05/21/12	06/14/12	1,111.16	1,353.94	-242.78
ERICSSON (LM) TEL-SP ADR NEW	304.00000				10,327.99	12,105.92	-1,777.93
CUSIP 294821608	383.00000	9.6188	02/08/12	05/21/12	3,318.58	3,684.00	-365.42
	402.00000	9.4871	02/09/12	05/21/12	3,483.21	3,813.81	-330.60
Subtotal	785.00000				6,801.79	7,497.81	-696.02
FINMECCANICA SPA-UNS ADR							
CUSIP 318027208	2,343.00000	3.4626	08/05/11	05/21/12	4,100.17	8,112.87	-4,012.70
FRANCE TELECOM SPON ADR							
CUSIP 35177Q105	355.00000	13.0652	05/21/12	06/07/12	4,234.09	4,638.15	-404.06
FUJII HEAVY INDS LTD ADR							
CUSIP 359556206	163.00000	15.2200	05/21/12	11/30/12	3,616.11	2,480.86	1,135.25
GAZPROM O A O SPONSORED ADR							
CUSIP 368287207	631.00000	10.7654	08/11/11	05/21/12	5,716.73	6,792.97	-1,076.24
	530.00000	9.7150	09/29/11	05/21/12	4,801.69	5,148.95	-347.26
	24.00000	9.6899	09/30/11	05/21/12	217.44	232.56	-15.12
Subtotal	1,185.00000				10,735.86	12,174.48	-1,438.62
HOME RETAIL GROUP PLC SPONSARED ADR							
CUSIP 43731T102	152.00000	12.7319	03/10/11	01/27/12	965.20	1,935.25	-970.05
	363.00000	11.8360	06/09/11	05/21/12	1,735.10	4,296.47	-2,561.37
	462.00000	7.5621	09/06/11	05/21/12	2,208.31	3,493.69	-1,285.38
	230.00000	5.1766	05/15/12	05/21/12	1,099.38	1,190.62	-91.24
Subtotal	1,207.00000				6,007.99	10,916.03	-4,908.04



001 / D1r / D143

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2012 ENHANCED SUMMARY

Page 30 of 46



Account Number: 74655-6049
FLEMING FOUNDATION
(NFI INTL)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
IMPALA PLATINUM SPON ADR							
CUSIP 452553308	173.00000	20.7726	03/08/12	05/21/12	2,911.52	3,593.66	-682.14
ING GROEP N V							
SPON ADR							
CUSIP 456837103	505.00000	6.5900	05/09/12	05/21/12	2,976.60	3,327.95	-351.35
KINROSS GOLD CORP							
(NEW) NO PAR							
CUSIP 496902404	94.00000	15.3746	09/27/11	05/21/12	745.65	1,445.21	-699.56
	178.00000	14.2675	10/17/11	05/21/12	1,411.99	2,539.62	-1,127.63
	321.00000	10.5046	01/17/12	05/21/12	2,546.35	3,371.98	-825.63
Subtotal	593.00000				4,703.99	7,356.81	-2,652.82
KOC HOLDING AS-UNSPON							
ADR							
CUSIP 49989A109	0.10000	0.0000	06/19/12	06/19/12	1.78	0.01	1.77
MARINE HARVEST-UNSPN ADR							
CUSIP 56824R106	467.00000	10.7117	09/06/11	05/21/12	4,795.04	5,002.36	-207.32
	508.00000	10.3652	09/13/11	05/21/12	5,216.03	5,265.52	-49.49
Subtotal	975.00000				10,011.07	10,267.88	-256.81
NEWCREST MINING LTD							
SPONS ADR							
CUSIP 651191108	120.00000	31.0341	12/19/11	05/21/12	3,005.93	3,724.09	-718.16
	110.00000	27.0370	04/26/12	05/21/12	2,755.45	2,974.07	-218.62
Subtotal	230.00000				5,761.38	6,698.16	-936.78
NEXEN INC							
CUSIP 65334H102	111.00000	19.4911	09/09/11	07/24/12	2,894.89	2,163.51	731.38
	222.00000	17.3242	09/27/11	07/24/12	5,789.80	3,845.97	1,943.83
Subtotal	333.00000				8,684.69	6,009.48	2,675.21

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 31 of 46

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
NINTENDO LTD ADR CUSIP 654445303	304.00000	19.8114	08/01/11	05/21/12		4,389.67	6,022.67	-1,633.00
NOKIA CORP SPONSORED ADR								
CUSIP 654902204	513.00000	7.0319	05/31/11	05/21/12		1,508.25	3,607.36	-2,099.11
POLYUS GOLD INTL LTD GDR LEVEL 1								
CUSIP 73180Y203	1,414.00000	0.0000	07/26/11	05/21/12		3,812.05	5580 - NOT PROVIDED	<1768> N/A
	922.00000	3.3194	08/11/11	05/21/12		2,485.65	3,060.49	-574.84
	653.00000	3.3000	08/12/11	05/21/12		1,760.45	2,154.90	-394.45
Subtotal	2,989.00000					8,058.15	5,215.39	-969.29
PT BANK RAKYAT INDONESIA UNSPONSORED ADR-TO PUR SHS B								
CUSIP 69356X100	25.00000	12.3006	06/06/12	08/14/12		371.37	307.52	63.85
SEKISUI HOUSE UNSPONSORED ADR								
CUSIP 816078307	363.00000	9.2591	08/03/11	05/21/12		3,038.25	3,364.68	-326.43
SHIASEIDO CO LTD SPON ADR								
CUSIP 824841407	441.00000	16.6214	05/25/11	05/21/12		6,980.88	7,330.04	-349.16
SIEMENS A G - ADR CUSIP 826197501	31.00000	94.7133	09/27/11	05/21/12		2,640.91	2,936.11	-295.20
TALISMAN ENERGY INC CUSIP 87425E103	723.00000	13.5046	10/20/11	05/21/12		7,139.32	9,763.83	-2,624.51
TNT EXPRESS NV ADR CUSIP 87262N109								
	231.00000	9.9806	07/12/11	01/19/12		1,835.92	2,305.52	-469.60
	434.00000	9.9806	07/12/11	02/21/12		5,703.13	4,331.58	1,371.55
	254.00000	8.3030	09/12/11	02/21/12		3,337.78	2,108.97	1,228.81



001 / D/R / D143

0000 001065

2012 ENHANCED SUMMARY

Page 32 of 46

WELLS
FARGOAccount Number: 7465-6049
FLEMING FOUNDATION
(NFJ INTL)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
TRANSOCEAN LTD ORDINARY SHARES CUSIP H8817H100	325 00000	8.3030	09/12/11	02/23/12	4,149.49	2,698.47	1,451.02
	91.00000	8.3030	09/12/11	02/27/12	1,127.52	755.57	371.95
	200 00000	7.1914	09/30/11	02/27/12	2,478.07	1,438.28	1,039.79
	Subtotal 1,535.00000				18,631.91	13,638.39	4,993.52
UBS AG-REG CUSIP H89231338	33.00000	45.4026	12/07/11	04/03/12	1,766.82	1,498.29	268.53
	45.00000	45.4026	12/07/11	05/21/12	1,914.65	2,043.11	-128.46
	90 00000	43.8366	12/08/11	05/21/12	3,829.32	3,945.29	-115.97
	Subtotal 168.00000				7,510.79	7,486.69	24.10
UNILEVER PLC SPONS ADR CUSIP 904767704	152.00000	15.2257	08/04/11	05/21/12	1,755.22	2,314.32	-559.10
		15.3343				2,330.81	
	203.00000	32.2656	05/21/12	08/07/12	7,329.12	6,549.92	779.20
	179.00000	32.2656	05/21/12	11/01/12	6,698.66	5,775.54	923.12
Subtotal 382.00000					14,027.78	12,325.46	1,702.32
VIVENDI SA UNSPONSORED ADR CUSIP 92852T201	201.22850	17.9673	03/09/12	05/21/12	3,406.72	3,615.53	-208.81
	218.77150	16.6476	04/10/12	05/21/12	3,703.72	3,642.03	61.69
	0.56938	0.0000	06/18/12	06/18/12	9.69	0.01	9.68
	Subtotal 420.56938				7,120.13	7,257.57	-137.44

2012 ENHANCED SUMMARY

Page 33 of 46

Account Number 7465-6049
FLEMING FOUNDATION
(NFJ INTL)

1414 sh. - Polys 6.12 - 3812 - 5580 - Gain/Loss
(1768)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES				Continued			
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
WOLTERS KLUWER N V SPONSORED ADR CUSIP 977874205	109.00000	18.1054	08/08/11	05/21/12	1,675.30	1,973.49	-298.19
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$238,251.05 234,539	\$261,281.14 \$261,297.63	-26,742.14 -26,742.14
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 the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.							
LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ANGLOGOLD ASHANTI LTD SPON ADR CUSIP 035128206	104.00000	45.6139	02/08/11	05/21/12	3,594.67	4,743.85	-1,149.18
BARRICK GOLD CORP CUSIP 067901108	165.00000	47.2699	01/21/11	05/21/12	6,226.20	7,799.53	-1,573.33
CAMECO CORP CUSIP 13321L108	222.00000	31.8524	03/15/11	05/21/12	4,293.98	7,071.23	-2,777.25
DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 CUSIP 23381D102	86.00000 306.00000 392.00000	18.7037 19.0622	04/13/11 04/25/11	05/21/12 05/21/12	1,421.54 5,058.07 6,479.61	1,608.51 5,833.03 7,441.54	-186.97 -774.96 -961.93
Subtotal							
EAST JAPAN RAILWAY CO. ADR CUSIP 273202101	164.00000 530.00000 694.00000	11.5689 11.6599	02/24/11 03/02/11	05/21/12 05/21/12	1,595.68 5,156.78 6,752.46	1,897.29 6,179.75 8,077.04	-301.61 -1,022.97 -1,324.58
Subtotal							
EDF - UNSPON CUSIP 285039103	258.00000	7.8681	04/07/11	05/21/12	993.28	2,029.97	-1,036.69



001 / DJr / DI43

0000 001065

2012 ENHANCED SUMMARY

Page 34 of 46

WELLS
FARGOAccount Number: 7465-6049
FLEMING FOUNDATION
(NFJ INTL)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	
					Proceeds	Adjusted Cost/ Original Cost
GLAXOSMITHKLINE PLC-ADR CUSIP 37733W105	221.00000	38.9301	02/07/11	05/21/12	9,809.97	8,603.55
HOME RETAIL GROUP PLC SPONSARED ADR CUSIP 43731T102	307.00000	12.7319	03/10/11	05/21/12	1,467.42	3,908.69
KINROSS GOLD CORP (NEW) NO PAR CUSIP 496902404	322.00000	17.1654	01/21/11	05/21/12	2,554.26	5,527.26
	173.00000	15.9458	02/25/11	05/21/12	1,372.32	2,758.62
Subtotal	495.00000				3,926.58	8,285.88
MS&AD INS GROUP HLDGS CUSIP 553491101	90.00000	11.3219	04/21/11	05/21/12	729.88	1,018.97
	710.00000	11.2112	04/25/11	05/21/12	5,757.98	7,959.95
Subtotal	800.00000				6,487.86	8,978.92
NOKIA CORP SPONSORED ADR CUSIP 654902204	605.00000	9.4300	02/11/11	05/21/12	1,778.73	5,705.15
	267.00000	8.0647	03/16/11	05/21/12	784.99	2,153.27
Subtotal	872.00000				2,563.72	7,858.42
PANASONIC CORP - ADR CUSIP 69832A205	248.00000	11.8421	03/17/11	05/21/12	1,657.80	2,936.84
PERUSAHAAN PERSEROAN PERSERO PT INDONESIA TELEKOMUNIKASI SPON ADR CUSIP 715684106	31.00000	33.4346	02/17/11	04/24/12	1,069.05	1,036.47
	19.00000	34.0191	02/25/11	04/24/12	655.24	646.37
	66.00000	34.0191	02/25/11	04/25/12	2,259.99	2,245.26
	97.00000	34.0191	02/25/11	05/21/12	3,261.84	3,299.85
						32.58
						8.87
						14.73
						-38.01

001 / DICG / DI43

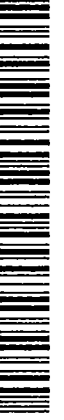
2012 ENHANCED SUMMARY

Page 35 of 46

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	213.00000				7,246.12	7,227.95	18.17
SUMITOMO MITSUI TRUST HOLDINGS INC SPON ADR CUSIP 86562X106	3,720.00000	3.5000	04/04/11	05/21/12	9,522.98	13,020.00	-3,497.02
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
					\$71,022.65	\$97,983.41	-\$26,960.76
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	1,179.00000				4,225.43	14,969.03	-10,743.60
ANGLOGOLD ASHANTI LTD SPON ADR CUSIP 035128206	179.14300	0.0000	07/28/08	05/21/12	6,191.90	4,409.53	1,782.37
	0.85700	23.9311	09/08/08	05/21/12	29.62	20.51	9.11
	101.00000	38.8720	01/20/10	05/21/12	3,490.96	3,926.07	-435.11
Subtotal	281.00000				9,712.48	8,356.11	1,356.37
BARRICK GOLD CORP CUSIP 067901108	187.00000	33.4732	08/18/09	05/21/12	7,056.36	6,259.49	796.87
	125.00000	38.4820	12/17/09	05/21/12	4,716.81	4,810.25	-93.44
Subtotal	312.00000				11,773.17	11,069.74	703.43



001 / DJr / D/43

0000 001065

2012 ENHANCED SUMMARY

Page 36 of 46

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



WELLS
FARGO

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
CAMECO CORP CUSIP 13321L108	120.00000	27.0569	03/04/10	05/21/12	2,321.07	3,246.82	-925.75
	231.00000	26.9803	04/05/10	05/21/12	4,468.06	6,232.45	-1,764.39
	162.00000	24.0409	05/26/10	05/21/12	3,133.44	3,894.63	-761.19
Subtotal	513.00000				9,922.57	13,373.90	-3,451.33
CARREFOUR SA SPONS ADR CUSIP 144430204	183.00000	9.1133	10/20/09	05/21/12	644.14	1,667.73	-1,023.59
	534.00000	8.8008	10/28/09	05/21/12	1,879.63	4,699.63	-2,820.00
	615.00000	8.8663	12/03/10	05/21/12	2,164.75	5,452.77	-3,288.02
Subtotal	1,332.00000				4,688.52	11,820.13	-7,131.61
CENTRAIS ELEC BRAZ COM ELBRAS ON SPON ADR SHRS CUSIP 15234Q207	94.00000	13.8343	07/24/07	05/21/12	646.01	1,300.42	-654.41
	218.00000	12.7894	08/13/07	05/21/12	1,498.21	2,788.09	-1,289.88
Subtotal	312.00000				2,144.22	4,088.51	-1,944.29
DAI NIPPON PRINT-UNSPON ADR CUSIP 233806306	1,571.00000	12.7388	12/14/09	05/21/12	11,797.94	20,012.65	-8,214.71
EDF - UNSPON ADR CUSIP 285039103	1,007.00000	10.3491	03/23/10	05/21/12	3,876.86	10,421.54	-6,544.68
	932.00000	8.7440	11/09/10	05/21/12	3,588.12	8,149.41	-4,561.29
Subtotal	1,939.00000				7,464.98	18,570.95	-11,105.97
FINMECCANICA SPA-UNSPON ADR CUSIP 318027208	68.00000	5.9979	05/12/10	05/21/12	118.99	407.85	-288.86
	850.00000	5.6385	05/19/10	05/21/12	1,487.46	4,792.73	-3,305.27
	2,101.00000	5.8563	11/26/10	05/21/12	3,676.66	12,304.09	-8,627.43
Subtotal	3,019.00000				5,283.11	17,504.67	-12,221.56

2012 ENHANCED SUMMARY

Page 37 of 46

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
FUJIFILM HLDGS CORP ADR 2 ORD							
CUSIP 35958N107	192.00000	36.7164	03/05/08	05/21/12	3,694.00	7,049.55	-3,355.55
	450.00000	32.5894	03/28/06	05/21/12	8,657.80	14,665.21	-6,007.41
Subtotal	642.00000				12,351.80	21,714.76	-9,362.96
GAZPROM O A O SPONSORED ADR							
CUSIP 368287207	61.00000	5.3607	10/15/10	05/21/12	552.64	654.01	-101.37
GLAXOSMITHKLINE PLC-ADR							
CUSIP 37733W105	19.00000	42.0632	01/14/10	05/21/12	843.39	799.20	44.19
	159.00000	39.0297	04/22/10	05/21/12	7,057.85	6,205.72	852.13
Subtotal	178.00000				7,901.24	7,004.92	896.32
GOLD FIELDS LTD NEW ADR RAND							
CUSIP 38059T106	63.00000	13.9051	04/08/08	05/21/12	788.28	876.02	-87.74
	461.00000	14.1931	05/22/08	05/21/12	5,768.22	6,543.02	-774.80
	346.00000	11.2387	02/05/10	05/21/12	4,329.30	3,888.59	440.71
Subtotal	870.00000				10,885.80	11,307.63	-421.83
HACHIJUNI BANK LTD UNS ADR							
CUSIP 404508202	60.00000	62.2625	07/14/08	05/21/12	2,879.33	3,735.74	-856.41
	58.00000	55.7064	10/08/09	05/21/12	2,783.36	3,230.97	-447.61
Subtotal	118.00000				5,662.69	6,966.71	-1,304.02
KINROSS GOLD CORP (NEW) NO PAR							
CUSIP 496902404	214.00000	18.2603	10/30/09	05/21/12	1,697.55	3,907.70	-2,210.15
	150.00000	17.3822	02/03/10	05/21/12	1,189.87	2,607.33	-1,417.46
	185.00000	15.4483	08/18/10	05/21/12	1,467.51	2,857.94	-1,390.43



001 / DJ / D143

0000 001065

2012 ENHANCED SUMMARY

Page 38 of 46

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	549.00000				4,354.93	9,372.97	-5,018.04
KOREA ELEC PWR CORP SPONSORED ADR CUSIP 500631106	305.00000	14.0012	03/17/08	05/21/12	2,953.15	4,270.37	-1,317.22
	324.00000	21.4303	03/28/06	05/21/12	3,137.11	6,943.40	-3,806.29
	257.00000	19.6006	10/18/06	05/21/12	2,488.39	5,037.35	-2,548.96
	183.00000	12.6697	11/24/10	05/21/12	1,771.90	2,318.56	-546.66
Subtotal	1,069.00000				10,350.55	18,569.68	-8,219.13
MS&AD INS GROUP HLDGS CUSIP 553491101	143.00000	18.9495	12/07/07	05/21/12	1,159.70	2,709.77	-1,550.07
	229.00000	12.3312	02/24/10	05/21/12	1,857.14	2,823.84	-966.70
	627.00000	11.5512	08/13/10	05/21/12	5,084.86	7,242.60	-2,157.74
Subtotal	999.00000				8,101.70	12,776.21	-4,674.51
NEWCREST MINING LTD SPONS ADR CUSIP 651191108	87.00000	21.1314	08/13/08	05/21/12	2,179.30	1,838.43	340.87
	196.00000	24.8205	08/11/09	05/21/12	4,909.68	4,864.82	44.86
	104.00000	27.3679	05/28/10	05/21/12	2,605.14	2,846.26	-241.12
Subtotal	387.00000				9,694.12	9,549.51	144.61
NEXEN INC CUSIP 65334H102	227.00000	21.9554	10/28/09	05/21/12	3,662.10	4,983.88	-1,321.78
	11.00000	21.9554	10/28/09	07/24/12	286.88	241.50	45.38
	257.00000	21.0559	05/19/10	07/24/12	6,702.59	5,411.37	1,291.22
	149.00000	21.6436	10/20/10	07/24/12	3,885.93	3,224.90	661.03
Subtotal	644.00000				14,537.50	13,861.65	675.85
NINTENDO LTD ADR CUSIP 654445303	98.00000	33.2796	08/28/09	05/21/12	1,415.08	3,261.40	-1,846.32

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 39 of 46

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
Subtotal	141.00000	31.7236	10/04/10	05/21/12	2,035.99	4,473.03	-2,437.04		
Subtotal	239.00000				3,451.07	7,734.43	-4,283.36		
NIPPON TELEGRAPH & TELEPHONE CORP SPONSORED ADR CUSIP 654624105	54.00000	22.4076	06/19/07	05/21/12	1,172.03	1,210.01	-37.98		
	332.00000	22.8054	10/18/07	05/21/12	7,205.83	7,571.39	-365.56		
	302.00000	19.3417	04/14/09	05/21/12	6,554.70	5,841.19	713.51		
	295.00000	22.7445	12/15/10	05/21/12	6,402.78	6,709.63	-306.85		
Subtotal	983.00000				21,335.34	21,332.22	3.12		
NOKIA CORP SPONSORED ADR CUSIP 654902204	6.00000	10.5069	02/20/09	05/21/12	17.64	63.04	-45.40		
	222.00000	13.1175	07/20/09	05/21/12	652.68	2,912.09	-2,259.41		
	460.00000	13.9505	11/18/09	05/21/12	1,352.41	6,417.23	-5,064.82		
	229.00000	12.1901	04/30/10	05/21/12	673.26	2,791.53	-2,118.27		
	168.00000	10.0751	05/24/10	05/21/12	493.92	1,692.62	-1,198.70		
Subtotal	1,085.00000				3,189.91	13,876.51	-10,686.60		
PANASONIC CORP - ADR CUSIP 69832A205	277.00000	17.3084	08/16/07	05/21/12	1,851.64	4,794.42	-2,942.78		
	378.00000	17.4998	09/12/07	05/21/12	2,526.80	6,614.92	-4,088.12		
	207.00000	13.5771	09/27/10	05/21/12	1,383.72	2,810.46	-1,426.74		
Subtotal	862.00000				5,762.16	14,219.80	-8,457.64		
ROHM CO LTD ADR CUSIP 775376106	125.00000	21.7953	12/24/08	05/21/12	2,404.94	2,724.41	-319.47		
	120.00000	25.1616	02/05/09	05/21/12	2,308.74	3,019.39	-710.65		
	293.00000	31.1334	10/29/10	05/21/12	5,637.20	9,122.09	-3,484.89		



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2012 ENHANCED SUMMARY

Page 40 of 46



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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	
					Proceeds	Adjusted Cost/ Original Cost
Subtotal	538.00000				10,350.88	14,865.89
SANOFI ADR CUSIP 80105N105						-4,515.01
	33.00000	38.4196	04/08/08	03/08/12	1,245.04	1,267.84
	76.00000	38.1281	04/14/08	03/08/12	2,867.37	2,897.74
	15.00000	37.1662	05/22/08	03/08/12	565.93	557.50
	139.00000	37.1662	05/22/08	05/21/12	4,825.97	5,166.10
Subtotal	263.00000				9,504.31	9,889.18
SEKISUI HOUSE UNSPONSOREDADR CUSIP 816078307						-384.87
	771.00000	8.8092	03/11/08	05/21/12	6,453.12	6,791.89
	75.00000	12.1046	10/09/07	05/21/12	627.73	907.84
Subtotal	846.00000				7,080.85	-618.88
SEVEN & I HOLDINGS ADR CUSIP 81783H105						
	35.00000	47.3058	06/05/09	05/10/12	2,105.17	1,655.71
	94.00000	47.3058	06/05/09	05/21/12	5,588.17	4,446.73
	128.00000	47.3047	08/19/09	05/21/12	7,609.43	6,055.00
Subtotal	257.00000				15,302.77	3,145.33
SHIASEIDO CO LTD SPON ADR CUSIP 824841407						
	19.00000	21.1113	12/19/08	05/21/12	300.76	401.11
	307.00000	14.5790	04/01/09	05/21/12	4,859.69	4,475.75
Subtotal	326.00000				5,160.45	283.59
SIEMENS A G - ADR CUSIP 826197501						
	76.00000	50.3714	10/24/08	05/21/12	6,474.47	3,828.22
SK TELECOMMUNICATIONS CO LMT SPON ADR CUSIP 78440P108						
	317.00000	16.2734	04/14/09	05/21/12	3,830.66	5,158.67
						-1,328.01

2012 ENHANCED SUMMARY

Page 41 of 46

Account Number 7465-6049
FLEMING FOUNDATION
(NFJ INTL)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
	68.00000	15.9737	05/22/09	05/21/12	821.72	1,086.22	-264.50		
Subtotal	385.00000				4,652.38	6,244.89	-1,592.51		
SOCIETE GENERALE FRANCE SPONSORED ADR CUSIP 83364L109	129.00000	8.4082	01/16/09	02/08/12	823.99	1,084.66	-260.67		
	216.00000	6.4600	01/20/09	02/08/12	1,379.71	1,395.36	-15.65		
	504.00000	8.8382	05/17/10	02/08/12	3,219.35	4,454.45	-1,235.10		
Subtotal	849.00000				5,423.05	6,934.47	-1,511.42		
SWISSCOM AG SPONSORED ADR CUSIP 871013108	375.00000	32.4203	03/29/06	05/21/12	14,002.18	12,157.60	1,844.58		
TELECOM ITALIA SPA SPON ADR CUSIP 87927Y201	1,017.00000	26.5922	03/29/06	05/21/12	7,530.53	27,044.26	-19,513.73		
	442.00000	16.4220	05/06/08	05/21/12	3,272.86	7,258.52	-3,985.66		
	178.00000	26.8175	05/10/06	05/21/12	1,318.03	4,773.52	-3,455.49		
	503.00000	10.8308	12/15/10	05/21/12	3,724.55	5,447.89	-1,723.34		
Subtotal	2,140.00000				15,845.97	44,524.19	-28,678.22		
TOYOTA MTR CORP ADR NEW 3/82 CUSIP 892331307	29.00000	69.9163	09/09/10	02/16/12	2,384.93	2,027.58	357.35		
	11.00000	69.9163	09/09/10	05/21/12	838.05	769.07	68.98		
	35.00000	70.6072	09/10/10	05/21/12	2,666.55	2,471.25	195.30		
	84.00000	71.5800	10/21/10	05/21/12	6,399.74	6,012.72	387.02		
Subtotal	159.00000				12,289.27	11,280.62	1,008.65		
UBS AG-REG CUSIP H89231338	145.95000	36.3693 36.4776	01/18/08	05/21/12	1,685.35	5,308.10 5,323.90	-3,622.75		



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2012 ENHANCED SUMMARY

Page 42 of 46

WELLS
FARGOAccount Number: 7465-6049
FLEMING FOUNDATION
(NFJ INTL)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
	157.50000	35.2942	01/18/08	05/21/12	1,818.72	5,558.85	-3,740.13
		35.4026				5,575.91	
	164.55000	29.2380	02/29/08	05/21/12	1,900.13	4,811.12	-2,910.99
		29.3463				4,828.94	
	161.00000	26.6884	06/23/08	05/21/12	1,859.14	4,296.83	-2,437.69
	248.00000	14.1806	01/22/10	05/21/12	2,863.77	3,516.79	-653.02
		14.2889				3,543.65	
Subtotal	877.00000				10,127.11	23,491.69	-13,364.58
						23,569.23	
VODAFONE GROUP PLC SPONSORED ADR NEW CUSIP 92857W209	2.00000	21.8794	08/03/06	05/21/12	52.44	43.75	8.69
	185.00000	21.6344	09/29/08	05/21/12	4,851.48	4,002.36	849.12
	456.00000	15.9406	10/27/08	05/21/12	11,958.25	7,268.91	4,689.34
Subtotal	643.00000				16,862.17	11,315.02	5,547.15
WACOAL HOLDINGS CORP-SP ADR CUSIP 930004205	29.00000	68.2586	04/04/06	05/21/12	1,569.44	1,979.49	-410.05
	34.00000	63.1765	05/10/07	05/21/12	1,840.03	2,148.00	-307.97
	20.00000	63.5618	06/04/07	05/21/12	1,082.37	1,271.24	-188.87
	21.00000	64.4921	06/05/07	05/21/12	1,136.49	1,354.33	-217.84
	15.00000	62.2041	11/21/07	05/21/12	811.78	933.06	-121.28
	42.00000	62.8178	11/26/07	05/21/12	2,273.01	2,638.35	-365.34
Subtotal	161.00000				8,713.12	10,324.47	-1,611.35
WOLTERS KLUWER N V SPONSORED ADR CUSIP 977874205	182.00000	16.5813	04/29/09	05/21/12	2,797.27	3,017.79	-220.52

2012 ENHANCED SUMMARY

Page 43 of 46

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
	216.00000	19.4051	06/04/09	05/21/12	3,319.84	4,191.50	-871.66		
	319.00000	16.8596	06/15/09	05/21/12	4,902.92	5,378.21	-475.29		
Subtotal	717.00000				11,020.03	12,587.50	-1,567.47		
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$343,524.67	\$486,672.39	-\$143,147.72		
						\$486,749.93			



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2012 ENHANCED SUMMARY

Page 13 of 17

Account Number 2688-7759
FLEMING FOUNDATION
(FED ACV)

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.**

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- * 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 SECURITIES		NONCOVERED SECURITIES		TOTAL
Short term		\$6,983.89		\$0.00		\$6,983.89
Long term		\$0.00		\$0.00		\$0.00
Unknown term		Not applicable		\$0.00		\$0.00
Index options		Not applicable		\$0.00		\$0.00
Total - Realized Gain/Loss		\$6,983.89		\$0.00		\$6,983.89

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
ABBOTT LABORATORIES CUSIP 002824100	166.00000	54.1748	12/05/11	07/24/12	10,602.03	8,993.02		1,609.01	
	148.00000	54.1748	12/05/11	08/10/12	9,758.10	8,017.87		1,740.23	
	85.00000	54.1748	12/05/11	10/11/12	5,901.99	4,604.86		1,297.13	
	76.00000	54.1748	12/05/11	10/12/12	5,302.74	4,117.28		1,185.46	
	6.00000	62.2600	06/25/12	10/12/12	418.64	373.56		45.08	

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Account Number: 2688-7759
FLEMING FOUNDATION
(FED ACV)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
						Gain or Loss Amount
Subtotal	481.00000				31,983.50	26,106.59
AT & T INC CUSIP 00206R102	278.00000	29.1060	12/05/11	10/11/12	10,086.69	8,091.47
CINCINNATI FINCL CORP CUSIP 172062101	301.00000	29.2648	12/05/11	02/08/12	10,053.62	8,808.70
CONSOLIDATED EDISON INC CUSIP 209115104	289.00000	58.7960	12/05/11	01/06/12	17,111.36	16,992.04
DOMINION RES INC VA NEW CUSIP 25746U109	258.00000	50.4460	12/05/11	01/06/12	13,255.96	13,015.07
ELI LILLY & CO CUSIP 532457108	296.00000	37.4651	12/05/11	10/24/12	14,988.06	11,089.67
EXELON CORPORATION CUSIP 30161N101	563.00000	39.0754	07/24/12	12/05/12	16,578.96	21,999.45
	294.00000	38.7044	08/10/12	12/05/12	8,657.58	11,379.09
Subtotal	857.00000				25,236.54	33,378.54
KIMBERLY-CLARK CORP CUSIP 494368103	126.00000	70.4051	12/05/11	07/24/12	10,562.34	8,871.05
	156.00000	70.4051	12/05/11	08/10/12	12,923.67	10,983.20
Subtotal	282.00000				23,486.01	19,854.25
MCDONALDS CORP CUSIP 580135101	131.00000	95.6460	12/05/11	01/06/12	13,160.48	12,529.63
PHILIP MORRIS INTERNATIONAL INC CUSIP 718172109	57.00000	75.7660	12/05/11	04/17/12	4,964.62	4,318.67
	245.00000	75.7660	12/05/11	07/24/12	21,408.04	18,562.67
Subtotal	302.00000				26,372.66	22,881.34
PHILLIPS 66 CUSIP 718546104	202.00000	33.3569	12/05/11	05/04/12	6,151.99	6,738.10
						-586.11



2012 ENHANCED SUMMARY

Page 15 of 17

WELLS
FARGOAccount Number: 2688-7759
FLEMING FOUNDATION
(FED ACV)

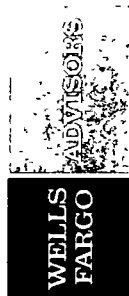
Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
PROCTER & GAMBLE CO CUSIP 742718109	75.00000	64.5661	12/05/11	04/17/12	5,024.63	4,842.46	182.17
TELEFONICA S A SPON ADR CUSIP 879382208	1,289.00000	18.7878	12/05/11	05/18/12	16,126.05	24,217.58	-8,091.53
UNILEVER PLC SPONS ADR CUSIP 904767704	367.00000	32.8870	12/05/11	10/24/12	13,281.72	12,069.53	1,212.19
VENTAS INC CUSIP 92276F100	184.00000	56.9001	04/17/12	08/10/12	11,738.42	10,469.62	1,268.80
	3.00000	60.2000	06/25/12	08/10/12	191.39	180.60	10.79
Subtotal	187.00000				11,929.81	10,650.22	1,279.59
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$238,249.08	\$231,265.19	\$6,983.89

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

Realized Gain/Loss

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* 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 SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	\$0.00	\$25.65	\$25.65
Long term	\$0.00	-\$583.45	-\$583.45
Unknown term	Not applicable	\$0.00	\$0.00
Index options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	\$0.00	-\$557.80	-\$557.80

2012 ENHANCED SUMMARY

Page 10 of 15

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

Realized Gain/Loss

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FND CL C CUSIP 4812A4377	98.62300	11.2900	12/16/11	05/16/12	1,137.06	1,113.45	23.61
	8.48100	11.2900	12/16/11	05/16/12	97.79	95.75	2.04
Subtotal	107.10400				1,234.85	1,209.20	25.65
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
					\$1,234.85	\$1,209.20	\$25.65
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FND CL C CUSIP 4812A4377	7,149.00900	11.6100	03/11/10	05/16/12	82,423.14	83,005.00	-581.86
	6.85100	11.7600	12/16/10	05/16/12	78.98	80.57	-1.59
Subtotal	7,155.86000				82,502.12	83,085.57	-583.45
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
					\$82,502.12	\$83,085.57	-\$583.45



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2012 ENHANCED SUMMARY

Page 22 of 37



Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

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* 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 SECURITIES		NONCOVERED SECURITIES		TOTAL
Short term		\$10,772.87		\$503.32		\$11,276.19
Long term		-\$17,055.05		\$0.00		-\$17,055.05
Unknown term		Not applicable		\$0.00		\$0.00
Index options		Not applicable		\$0.00		\$0.00
Total - Realized Gain/Loss		-\$6,282.18		\$503.32		-\$5,778.86

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
AETNA INC(NEW)									
CUSIP 00817Y108	24.00000	38.3456	02/18/11	01/03/12	1,018.00	920.30			97.70
AGCO CORP									
CUSIP 001084102	13.00000	56.6000	02/18/11	02/01/12	670.69	735.80			-65.11
	22.00000	36.0286	09/22/11	02/01/12	1,135.02	792.63			342.39
	18.00000	36.0286	09/22/11	02/02/12	929.88	648.51			281.37

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2012 ENHANCED SUMMARY

Page 23 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued		Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	55.00000	36.3795	09/23/11	02/02/12			2,841.30	2,000.87	840.43
AGEAS SPONSORED ADR NEW CUSIP 00844W208	108.00000						5,576.89	4,177.81	1,399.08
AMEREN CORP CUSIP 023608102	0.30000	0.0000	08/07/12	08/07/12			6.30	0.01	6.29
BANRO CORPORATION CUSIP 066800103	119.00000	28.7928	02/18/11	01/10/12			3,848.32	3,426.35	421.97
BEST BUY CO INC CUSIP 086516101	461.00000	3.2260	02/18/11	02/17/12			2,147.85	1,487.19	660.66
Subtotal	110.00000	24.1599	08/08/11	08/06/12			2,228.39	2,657.59	-429.20
	10.00000	23.8646	08/18/11	08/06/12			202.59	238.65	-36.06
Subtotal	120.00000						2,430.98	2,896.24	-465.26
BRISTOW GROUP INC CUSIP 110394103	6.00000	39.3264	05/31/12	08/01/12			272.96	235.96	37.00
Subtotal	45.00000	39.3264	05/31/12	09/13/12			2,306.48	1,769.69	536.79
CAMECO CORP CUSIP 13321L108	51.00000						2,579.44	2,005.65	573.79
CANADIAN PACIFIC RAILWAY LTD CUSIP 13645T100	118.00000	42.8608	02/18/11	02/08/12			2,733.10	5,057.58	-2,324.48
Subtotal	46.00000	68.7900	02/18/11	01/03/12			3,148.34	3,164.34	-16.00
	8.00000	68.7900	02/18/11	02/08/12			614.69	550.32	64.37
	25.00000	47.2720	10/03/11	02/08/12			1,920.92	1,181.80	739.12
	31.00000	47.2720	10/03/11	05/04/12			2,325.36	1,465.43	859.93
Subtotal	110.00000						8,009.31	6,361.89	1,647.42
COMPUTER SCIENCES CORP CUSIP 205363104	48.00000	32.7346	08/05/11	02/08/12			1,519.26	1,571.27	-52.01



001 / D' / DI43

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2012 ENHANCED SUMMARY

Page 24 of 37



Account Number 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
DEAN FOODS CO CUSIP 242370104	33.00000	28.1552	08/10/11	08/08/12	988.50	929.13	59.37
	44.00000	23.8761	07/18/12	12/05/12	1,694.23	1,050.55	643.68
Subtotal	125.00000				4,201.99	3,550.95	651.04
INGRAM MICRO INC CL A CUSIP 457153104	94.00000	10.3253	02/18/11	01/03/12	1,027.70	970.58	57.12
	285.00000	10.3253	02/18/11	02/17/12	3,457.38	2,942.71	514.67
	38.00000	8.4444	08/10/11	05/09/12	544.02	320.89	223.13
	65.00000	8.4444	08/10/11	05/16/12	957.13	548.88	408.25
	7.00000	8.4444	08/10/11	05/17/12	101.77	59.11	42.66
	134.00000	8.4490	08/11/11	05/17/12	1,948.20	1,132.17	816.03
	85.00000	8.3100	10/03/11	05/17/12	1,235.81	706.35	529.46
Subtotal	708.00000				9,272.01	6,680.69	2,591.32
KINROSS GOLD CORP (NEW) NO PAR CUSIP 496902404	65.00000	20.5100	02/18/11	01/26/12	1,234.59	1,333.15	-98.56
	42.00000	20.5100	02/18/11	01/27/12	797.81	861.42	-63.61
Subtotal	107.00000				2,032.40	2,194.57	-162.17
KROGER COMPANY COMMON CUSIP 501044101	450.00000	13.0117	11/23/11	10/09/12	4,813.41	5,855.27	-1,041.86
LOEWS CORPORATION CUSIP 540424108	64.00000	22.9353	02/18/11	01/20/12	1,528.28	1,467.86	60.42
	20.00000	43.2059	02/18/11	01/24/12	769.58	864.12	-94.54
	75.00000	43.2059	02/18/11	01/25/12	2,847.30	3,240.45	-393.15
	78.00000	43.2059	02/18/11	02/01/12	2,925.46	3,370.05	-444.59
Subtotal	173.00000				6,542.34	7,474.62	-932.28

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 25 of 37

Account Number 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
MANPOWERGROUP						Gain or Loss Amount
CUSIP 56418H100	25 00000	38.9363	05/10/12	12/18/12	1,060.01	973.41
NEXEN INC						86.60
CUSIP 65334H102	46.00000	22.2941	08/03/11	07/23/12	1,190.31	1,025.53
	189.00000	18.8714	08/08/11	07/23/12	4,890.63	3,566.69
	75.00000	16.5517	10/18/11	07/23/12	1,940.73	1,241.38
Subtotal	310.00000				8,021.67	5,833.60
NII HLDGS INC CL B						2,188.07
NEW						
CUSIP 62913F201	95.00000	19.3484	04/19/12	10/31/12	760.53	1,838.10
	125.00000	19.3484	04/19/12	11/02/12	1,002.26	2,418.55
Subtotal	220.00000				1,762.79	4,256.65
NORTHERN TRUST CORP						-2,493.86
CUSIP 665859104	60 00000	35.2062	09/30/11	05/10/12	2,734.95	2,112.37
NOVACOPPER INC						622.58
CUSIP 66988K102	222.00000	3.1300	04/30/12	05/04/12	738.09	694.86
NOVACOPPER INC W/I						43.23
CUSIP 66988K102	0 00444	3 1300	04/30/12	04/30/12	0.02	0.01
OLD REPUBLIC INTL CORP						0.01
CUSIP 680223104	285 00000	7.5398	11/28/11	11/27/12	3,020.36	2,148.84
	49.00000	8.3027	07/12/12	11/27/12	519.29	406.84
Subtotal	334.00000				3,539.65	2,555.68
PEABODY ENERGY CORP						983.97
CUSIP 704549104	35.00000	35 1526	02/15/12	10/22/12	986.24	1,230.34
	26 00000	35.4400	02/23/12	10/22/12	732.65	921.44
Subtotal	61.00000				1,718.89	2,151.78
						-244.10
						-188.79
						-432.89



001 / D / DI43

0000 001065

2012 ENHANCED SUMMARY

Page 26 of 37



Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
POLYUS GOLD INTL LTD GDR LEVEL 1 CUSIP 73180Y203	703.00000	0.0000	07/26/11	07/19/12		2,249.54	2383 -	(133-)
SHAW GROUP INC CUSIP 820280105	123.00000	21.8962	08/08/11	07/30/12		5,129.85	NOT PROVIDED	N/A
SILVER STANDARD RES INC CUSIP 82823L106	37.00000	15.1091	11/10/11	09/06/12		562.05	559.04	3.01
	117.00000	15.1091	11/10/11	09/07/12		1,792.88	1,767.77	25.11
Subtotal	154.00000					2,354.93	2,326.81	28.12
SMITHFIELD FOODS INC CUSIP 832248108	97.00000	20.4967	05/17/12	11/27/12		2,147.32	1,988.18	159.14
	11.00000	19.8442	05/24/12	11/27/12		243.52	218.29	25.23
Subtotal	108.00000					2,390.84	2,206.47	184.37
SOUTHWEST AIRLINES CO CUSIP 844741108	217.00000	8.5871	09/29/11	07/10/12		2,070.50	1,863.41	207.09
SOUTHWESTERN ENERGY CO CUSIP 845467109	41.00000	33.4017	02/28/12	07/10/12		1,301.29	1,369.47	-68.18
SUMITOMO MITSUI TRUST HOLDINGS INC SPON ADR CUSIP 86562X106	750.00000	3.5000	04/04/11	01/11/12		2,193.63	2,625.00	-431.37
	524.00000	3.5000	04/04/11	01/12/12		1,514.85	1,834.00	-319.15
Subtotal	1,274.00000					3,708.48	4,459.00	-750.52
TALISMAN ENERGY INC CUSIP 87425E103	163.00000	13.5046	10/20/11	08/06/12		2,158.40	2,201.25	-42.85
	5.00000	12.7600	11/21/11	08/06/12		66.21	63.80	2.41
Subtotal	168.00000					2,224.61	2,265.05	-40.44

001 / DICG / DI43

2012 ENHANCED SUMMARY

Page 27 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
TECH DATA CORP CUSIP 878237106	46.00000	51.0008	02/18/11	01/20/12	2,405.56	2,346.03
TNT EXPRESS NV ADR CUSIP 87262N109	100.00000	8.4537	09/09/11	02/17/12	1,256.99	845.37
	115.00000	8.4537	09/09/11	02/21/12	1,511.20	972.18
	42.00000	8.4537	09/09/11	02/22/12	541.96	355.05
	166.00000	6.3695	11/25/11	02/22/12	2,142.08	1,057.34
	93.00000	6.3695	11/25/11	02/23/12	1,187.38	592.36
Subtotal	516.00000				6,639.61	3,822.30
TRANSOCEAN LTD ORDINARY SHARES CUSIP H8817H100	41.00000	40.1497	12/15/11	01/27/12	1,972.24	1,646.14
TYSON FOODS INC CL A CUSIP 902494103	53.00000	14.9952	07/31/12	11/20/12	1,006.32	794.75
WESTERN DIGITAL CORP CUSIP 958102105	38.00000	33.0866	02/18/11	01/11/12	1,248.11	1,257.29
	73.00000	33.0866	02/18/11	02/02/12	2,751.12	2,415.33
	87.00000	29.4798	08/09/11	07/26/12	3,431.34	2,564.74
	35.00000	38.4466	09/26/12	12/19/12	1,433.60	1,345.64
Subtotal	233.00000				8,864.17	7,583.00
ZIMMER HOLDINGS INC CUSIP 98956P102	39.00000	63.3722	02/18/11	01/31/12	2,370.30	2,471.52
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$107,982.52	\$10,772.87

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 the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

Polys 6.12 2350 2383 10640
Total 121005 110365 001 / DI / D143
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2012 ENHANCED SUMMARY

Page 28 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID



Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
IVANHOE MINES RTS EXP 07/19/12 LTD-EXPIRING 2012 CUSIP 46579N152	362.00000	0.0000	06/27/12	07/13/12	112.68	NOT PROVIDED	N/A

JETBLUE AIRWAYS CORP CONV DEBENTURES CPN 6 750% DUE 10/15/39 DTD 06/09/09 FC 10/15/09 PUT 10/15/16 @ 100.000 CUSIP 477143AG6	2,000.00000	118.8340	08/08/11	01/10/12	2,880.00	2,376.68	503.32
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TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

\$2,992.68
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 the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
AETNA INC(NEW) CUSIP 00817Y108	43.00000	38.3456	02/18/11	04/04/12	2,119.66	1,648.86	470.80
	34.00000	38.3456	02/18/11	11/01/12	1,497.22	1,303.75	193.47
Subtotal	77.00000				3,616.88	2,952.61	664.27

ALLIANT TECHSYSTEMS INC

CUSIP 018804104	69.00000	72.7694	02/18/11	11/01/12	4,089.78	5,021.09	-931.31
	4.00000	69.5543	06/08/11	11/01/12	237.09	278.22	-41.13
Subtotal	73.00000				4,326.87	5,299.31	-972.44

AMEREN CORP

CUSIP 023608102	90.00000	28.7928	02/18/11	05/30/12	2,905.29	2,591.35	313.94
	63.00000	28.7928	02/18/11	05/31/12	2,038.01	1,813.95	224.06
	55.00000	28.7928	02/18/11	08/01/12	1,879.52	1,563.60	295.92

2012 ENHANCED SUMMARY

Page 29 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss	Amount	
Subtotal	66.00000	28.7928	02/18/11	08/02/12	2,219.60	1,900.31		319.29	
AON CORP	274.00000				9,042.42	7,889.21		1,153.21	
CUSIP 037389103									
AON PLC	96.00000	51.7800	02/18/11	04/02/12	4,970.88	4,970.88		0.00	
CLASS A									
CUSIP G0408V102	20.00000	51.7800	02/18/11	11/14/12	1,123.59	1,035.60		87.99	
	76.00000	51.7800	02/18/11	11/27/12	4,308.93	3,935.28		373.65	
Subtotal	96.00000				5,432.52	4,970.88		461.64	
ARCH COAL INC									
CUSIP 039380100	176.00000	33.7413	02/18/11	10/16/12	1,426.95	5,938.47		-4,511.52	
	118.00000	33.7413	02/18/11	10/22/12	970.17	3,981.47		-3,011.30	
	45.00000	29.4037	05/20/11	10/22/12	369.99	1,323.17		-953.18	
Subtotal	339.00000				2,767.11	11,243.11		-8,476.00	
BANRO CORPORATION									
CUSIP 066800103	315.00000	3.2260	02/18/11	06/01/12	1,359.44	1,016.19		343.25	
	298.00000	3.2260	02/18/11	06/04/12	1,260.33	961.35		298.98	
Subtotal	613.00000				2,619.77	1,977.54		642.23	
BEST BUY CO INC									
CUSIP 086516101	8.00000	32.7254	03/04/11	08/06/12	162.06	261.80		-99.74	
	51.00000	26.9033	08/03/11	08/06/12	1,033.16	1,372.07		-338.91	
Subtotal	59.00000				1,195.22	1,633.87		-438.65	
BRISTOW GROUP INC									
CUSIP 110394103	49.00000	48.4000	02/18/11	08/01/12	2,229.17	2,371.60		-142.43	
CAMECO CORP									
CUSIP 13321L108	112.00000	42.8608	02/18/11	07/03/12	2,513.38	4,800.41		-2,287.03	



001 / D' / D143

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Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Continued Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost Gain or Loss Amount
CENTRAIS ELEC BRAZ CL B						
ELBRAS PNB ADR SPON SHRS						
CUSIP 15234Q108	127.00000	17.1942	02/18/11	11/16/12	696.37	-1,487.30
CHESAPEAKE ENERGY CORP						
CUSIP 165167107	130.00000	30.4465	02/18/11	07/10/12	2,544.33	-1,413.72
	113.00000	30.4465	02/18/11	08/30/12	2,160.51	-1,279.95
Subtotal	243.00000				4,704.84	-2,693.67
COMPUTER SCIENCES CORP						
CUSIP 205363104	21.00000	32.7346	08/05/11	08/08/12	629.04	-58.38
	57.00000	28.1552	08/10/11	09/18/12	1,921.79	316.95
	18.00000	29.0117	09/07/11	09/18/12	606.89	84.67
	41.00000	29.0117	09/07/11	11/06/12	1,495.85	306.37
	18.00000	29.0117	09/07/11	12/04/12	695.05	172.85
	19.00000	24.6170	12/01/11	12/04/12	733.68	265.95
	11.00000	24.6170	12/01/11	12/05/12	423.55	152.77
Subtotal	185.00000				6,505.85	1,241.18
DAIWA SECS GROUP INC						
SPONSORED ADR						
CUSIP 234064301	175.00000	5.5900	02/18/11	05/01/12	643.18	-335.07
	501.00000	5.5900	02/18/11	08/01/12	1,819.58	-981.01
	545.00000	5.5900	02/18/11	08/09/12	1,999.17	-1,047.38
	574.00000	5.5900	02/18/11	08/13/12	2,097.75	-1,110.91
Subtotal	1,795.00000				6,559.68	-3,474.37
DEAN FOODS CO						
CUSIP 242370104	116.00000	10.3253	02/18/11	02/21/12	1,399.72	201.99
	63.00000	10.3253	02/18/11	05/09/12	901.91	251.42
Subtotal	179.00000				2,301.63	453.41

2012 ENHANCED SUMMARY

Page 31 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
FINMECCANICA SPA-UNS ADR CUSIP 318027208									
	120.00000	3.4626	08/05/11	10/03/12	300.92	415.51			-114.59
	200.00000	3.4936	08/08/11	10/03/12	501.54	698.72			-197.18
	238.00000	3.4564	08/26/11	10/03/12	596.85	822.62			-225.77
Subtotal	558.00000				1,399.31	1,936.85			-537.54
FOREST LABS INC CUSIP 345838106									
	35.00000	34.3704	02/18/11	05/10/12	1,194.03	1,202.97			-8.94
FRESH DEL MONTE PRODUCE INC CUSIP G36738105									
	45.00000	26.8599	02/18/11	07/31/12	1,105.07	1,208.70			-103.63
	67.00000	26.8599	02/18/11	08/01/12	1,637.86	1,799.62			-161.76
Subtotal	112.00000				2,742.93	3,008.32			-265.39
GLATFELTER CUSIP 377316104									
	14.00000	13.0269	04/19/11	06/25/12	222.22	182.37			39.85
	134.00000	13.0343	04/21/11	06/25/12	2,127.03	1,746.60			380.43
Subtotal	148.00000				2,349.25	1,928.97			420.28
GOLD FIELDS LTD NEW ADR RAND CUSIP 38059T106									
	25.00000	17.2471	02/18/11	02/21/12	397.37	431.18			-33.81
	25.00000	17.2471	02/18/11	02/22/12	397.69	431.18			-33.49
Subtotal	50.00000				795.06	862.36			-67.30
IDACORP INC CUSIP 451107106									
	65.00000	38.0270	02/18/11	02/27/12	2,668.71	2,471.75			196.96
	15.00000	38.0270	02/18/11	02/28/12	614.82	570.41			44.41
	43.00000	38.0270	02/18/11	03/01/12	1,744.52	1,635.15			109.37
Subtotal	123.00000				5,028.05	4,677.31			350.74

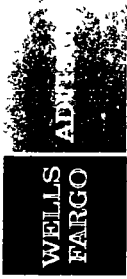


001 / D / D143

0000 001065

2012 ENHANCED SUMMARY

Page 32 of 37



Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
LAYNE CHRISTENSON CO						Gain or Loss Amount
CUSIP 521050104	78.00000	28.3760	05/12/11	12/17/12	1,817.01	2,213.33
NEXEN INC						-396.32
CUSIP 65334H102	93.00000	25.7208	02/18/11	02/28/12	1,909.48	2,392.04
	206.00000	25.7208	02/18/11	07/23/12	5,330.52	-482.56
	126.00000	23.6474	05/09/11	07/23/12	3,260.41	32.04
	55.00000	19.9083	06/27/11	07/23/12	1,423.19	2,979.57
Subtotal	480.00000				11,923.60	11,765.05
NOVAGOLD RES INC						328.23
NEW						158.55
CUSIP 66987E206	140.00000	14.6471	02/18/11	09/18/12	800.54	2,050.60
POLYUS GOLD INTL LTD						-1,250.06
GDR LEVEL 1						6434 - <205- >
CUSIP 73180Y203	1,898.00000	0.0000	07/26/11	12/27/12	6,219.04	NOT PROVIDED
SHAW GROUP INC						N/A
CUSIP 820280105	129.00000	25.6290	07/20/11	07/30/12	5,380.07	3,306.14
SILVER STANDARD RES						2,073.93
INC						
CUSIP 82823L106	106.00000	25.8840	02/18/11	02/23/12	1,823.62	2,743.71
	87.00000	25.8840	02/18/11	08/10/12	1,133.31	-920.09
	3.00000	25.8840	02/18/11	09/06/12	45.57	-1,118.59
Subtotal	196.00000				3,002.50	77.65
SK TELECOMMUNICATIONS						-32.08
CO LMT SPON ADR						-2,070.76
CUSIP 78440P108	55.00000	17.2171	02/18/11	07/31/12	759.53	946.95
	172.00000	17.2171	02/18/11	12/05/12	2,714.64	-187.42
Subtotal	227.00000				3,474.17	2,961.34
						-246.70
						-434.12

2012 ENHANCED SUMMARY

Page 33 of 37

Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
SKYWEST INC CUSIP 830879102	10 00000	15.7902	02/18/11	09/14/12	109.02	157.91
	30.00000	15.7902	02/18/11	09/17/12	325.68	473.71
	116 00000	15.7902	02/18/11	12/17/12	1,392.67	1,831.67
Subtotal	156.00000				1,827.37	2,463.29
SOUTHWEST AIRLINES CO CUSIP 844741108	36 00000	8.5871	09/29/11	12/17/12	372.09	309.13
	175 00000	8.5351	11/02/11	12/17/12	1,808.80	1,493.65
Subtotal	211.00000				2,180.89	1,802.78
ST BARBARA LTD SPON ADR 1 RCPT= 5 ORD SHRS CUSIP 852278100	45 00000	10.5574	03/04/11	09/28/12	500.78	475.08
	40.00000	10.9910	03/07/11	09/28/12	445.14	439.64
	21 00000	10.5952	03/10/11	09/28/12	233.70	222.50
Subtotal	106.00000				1,179.62	1,137.22
TELUS CORP NON VOTING SHARES CUSIP 87971M202	43.00000	47.3954	02/18/11	02/23/12	2,423.94	2,037.99
WEST JAPAN RAILWAY CO- ADR CUSIP 953432101	22.00000	39.6488	02/22/11	05/01/12	897.47	872.27
	60.00000	41.3314	02/28/11	05/01/12	2,447.65	2,479.88
Subtotal	82.00000				3,345.12	3,352.15
WESTERN DIGITAL CORP CUSIP 958102105	38 00000	33.0866	02/18/11	07/26/12	1,498.74	1,257.28
ZIMMER HOLDINGS INC CUSIP 98956P102	27 00000	63.3722	02/18/11	05/30/12	1,649.75	1,711.05
						-61.30



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2012 ENHANCED SUMMARY

Page 34 of 37



Account Number: 3249-9677
FLEMING FOUNDATION
TRDW SMID

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Continued
	49.00000	63.3722	02/18/11	06/20/12	Proceeds
					3,089.38
	76.00000				4,739.13
Subtotal					

TOTAL LONG TERM GAINS OR LOSSES FOR COVERED 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 the totals and subtotals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

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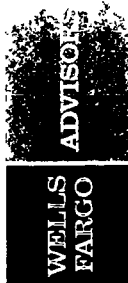
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2012 SUMMARY AMENDMENT

Page 23 of 37



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

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 SECURITIES		NONCOVERED SECURITIES		TOTAL
Short term		-\$22,827.88		\$3.00		-\$22,824.88
Long term		-\$8,605.67		\$32,339.58		\$23,733.91
Unknown term		Not applicable		\$0.00		\$0.00
Index options		Not applicable		\$0.00		\$0.00
Total - Realized Gain/Loss		-\$31,433.55		\$32,342.58		\$909.03

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/Original Price	Open Date/Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
ABBOTT LABORATORIES							
CUSIP 002824100	2.00000	66.4717	07/17/12	10/25/12	132.22	132.95	-0.73
	78.00000	66.4717	07/17/12	12/12/12	5,143.52	5,184.79	-41.27
Subtotal	80.00000				5,275.74	5,317.74	-42.00
ADVANCE AUTO PARTS							
CUSIP 00751Y106	72.00000	71.6649	01/06/12	05/21/12	4,830.77	5,159.87	-329.10

2012 SUMMARY AMENDMENT

Page 24 of 37

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
ALEXION PHARMACEUTICALS						
INC						
CUSIP 015351109	1.00000	106.6730	07/30/12	10/25/12	95.24	106.68
ALIGN TECH INC						-11.44
CUSIP 016255101	151.00000	35.8385	07/27/12	10/18/12	4,035.48	5,411.61
AMERICAN EXPRESS COMPANY						-1,376.13
CUSIP 025816109	3.00000	51.7573	10/31/11	10/25/12	166.62	155.28
AMGEN INC						11.34
CUSIP 031162100	5.00000	67.1669	03/29/12	10/25/12	440.64	335.84
ANSYS INC						104.80
CUSIP 03662Q105	39.00000	58.5905	11/18/11	05/22/12	2,420.15	2,285.02
	80.00000	58.1462	11/21/11	05/22/12	4,964.42	4,651.70
Subtotal	119.00000				7,384.57	6,936.72
ASML HOLDING NV-NY						447.85
REG SHARES						
CUSIP N07059186	64.00000	39.5912	10/17/11	09/13/12	3,552.27	2,533.84
	68.00000	39.5912	10/17/11	09/20/12	3,697.07	2,692.19
Subtotal	132.00000				7,249.34	5,226.03
BAKER HUGHES INC						2,023.31
CUSIP 057224107	43.00000	70.9475	05/05/11	03/23/12	1,882.69	3,050.74
	125.00000	64.1455	08/15/11	03/23/12	5,472.97	8,018.19
Subtotal	168.00000				7,355.66	11,068.93
BED BATH & BEYOND INC						-1,168.05
CUSIP 075896100	82.00000	70.2119	04/30/12	06/26/12	4,907.56	5,757.38
CATERPILLAR INC						-849.82
CUSIP 149123101	1.00000	88.4190	08/10/12	10/25/12	83.02	88.42
CELGENE CORP						-5.40
CUSIP 151020104	59.00000	60.2072	09/12/11	06/27/12	3,742.81	3,552.22
						190.59



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2012 SUMMARY AMENDMENT

Page 25 of 37

WELLS
FARGOAccount Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
						Gain or Loss Amount
Subtotal	100.00000	65.8042	10/19/11	06/27/12	6,343.76	6,580.42
CHECK POINT SOFTWARE TECH LTD	159.00000				10,086.57	10,132.64
CUSIP M22465104		58.2492	11/14/11	09/04/12	4,336.87	5,591.92
CHESAPEAKE ENERGY CORP	96.00000					-1,255.05
CUSIP 165167107	188.00000	30.8497	05/11/11	04/30/12	3,371.78	5,799.74
CHICOS FAS INC						-2,427.96
CUSIP 168615102	4.00000	18.8863	09/04/12	10/25/12	75.18	75.55
CITRIX SYSTEM INC						-0.37
CUSIP 177376100	2.00000	64.6116	12/16/11	10/25/12	126.94	129.23
CNOOC LTD-ADR						-2.29
CUSIP 126132109	5.00000	220.3750	02/10/12	09/10/12	918.41	1,101.88
	20.00000	220.3750	02/10/12	09/11/12	3,790.16	4,407.50
Subtotal	25.00000				4,708.57	5,509.38
COCA-COLA COMPANY						-800.81
CUSIP 191216100	1.00000	36.6819	03/29/12	10/25/12	37.09	36.69
COMPLETE PRODUCTION CHG SERVICES						0.40
CUSIP 20453E109	153.00000	39.8926	07/27/11	02/09/12	6,103.56	6,103.56
CONTINENTAL RESOURCES INC						0.00
CUSIP 212015101	1.00000	73.2408	09/04/12	10/25/12	72.26	73.25
CUBIST PHARMACEUTICALS INC						-0.99
CUSIP 229678107	1.00000	39.5863	10/28/11	10/25/12	45.27	39.59
	55.00000	39.7890	12/20/11	11/23/12	2,171.21	2,188.40
	20.00000	39.7890	12/20/11	11/26/12	780.06	795.78
						5.68
						-17.19
						-15.72

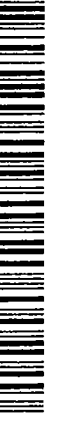
2012 SUMMARY AMENDMENT

Page 26 of 37

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
Subtotal	38.00000	39.6774	12/21/11	11/26/12	1,482.12	1,507.74	-25.62		
	114.00000				4,478.66	4,531.51	-52.85		
EM C CORP MASS									
CUSIP 268648102	37.00000	27.4751	07/26/11	07/17/12	850.10	1,016.58	-166.48		
EATON CORPORATION									
CUSIP 278058102	110.00000	37.9886	08/19/11	03/12/12	5,352.32	4,178.75	1,173.57		
EBAY INC									
CUSIP 278642103	13.00000	41.3922	04/30/12	10/25/12	637.56	538.10	99.46		
EOG RESOURCES INC									
CUSIP 26875P101	1.00000	108.9184	08/28/12	10/25/12	111.81	108.92	2.89		
EXPEDIA INC									
CUSIP 30212P303	3.00000	47.9740	06/22/12	10/25/12	157.98	143.93	14.05		
FORTINET INC									
CUSIP 34959E109	221.00000	25.1997	02/08/12	10/19/12	4,268.01	5,569.13	-1,301.12		
FREEMONT-MCMORAN COPPER									
& GOLD INC									
CLASS B									
CUSIP 35671D857	187.00000	44.4579	08/10/11	03/16/12	7,223.62	8,313.63	-1,090.01		
FUSION-IO INC									
CUSIP 36112J107	3.00000	29.0037	08/22/12	10/25/12	78.73	87.02	-8.29		
F5 NETWORKS INC									
CUSIP 315616102	47.00000	107.7097	11/07/11	03/06/12	5,676.56	5,062.35	614.21		
	1.00000	113.3897	12/13/11	03/06/12	120.78	113.39	7.39		
	47.00000	113.3897	12/13/11	08/03/12	4,364.03	5,329.32	-965.29		
Subtotal	95.00000				10,161.37	10,505.06	-343.69		
GAP INC									
CUSIP 364760108	2.00000	35.9027	08/20/12	10/25/12	71.34	71.81	-0.47		



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2012 SUMMARY AMENDMENT

Page 27 of 37

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

WELLS
FARGO

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Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
HARMAN INTL INDS INC NEW CUSIP 413086109	8 00000	51 0059	02/17/12	10/25/12	337.79	408.05	-70.26
HERBALIFE LTD CUSIP G4412G101	74.00000	54.6747	06/14/11	03/16/12	5,199.96	4,045.93	1,154.03
	1.00000	50.2200	11/02/12	12/19/12	41.86	50.22	-8.36
Subtotal	75.00000				5,241.82	4,096.15	1,145.67
IPG PHOTONICS CORP CUSIP 44980X109	3.00000	61.2945	08/08/12	10/25/12	178.34	183.89	-5.55
JAZZ PHARMACEUTICALS PLC CUSIP G50871105	1 00000	59.5300	10/05/12	10/25/12	55.60	59.53	-3.93
KOMATSU LTD SPON ADR NEW CUSIP 500458401	123.00000	22 7542	10/20/11	04/13/12	3,528.79	2,798.77	730.02
	110 00000	22.7542	10/20/11	08/08/12	2,343.34	2,502.97	-159.63
	55.00000	22.7542	10/20/11	08/09/12	1,183.12	1,251.48	-68.36
	38.00000	22.7542	10/20/11	08/10/12	810.45	864.65	-54.20
Subtotal	326.00000				7,865.70	7,417.87	447.83
LAM RESEARCH CORP CUSIP 512807108	163 00000	43.4189	01/25/12	07/18/12	5,722.43	7,077.28	-1,354.85
MEAD JOHNSON NUTRITION CO CUSIP 582839106	72.00000	75.2482	02/13/12	11/01/12	4,593.80	5,417.87	-824.07
OCCIDENTAL PETE CORP CUSIP 674599105	1.00000	97 8917	03/23/12	10/25/12	81.60	97.90	-16.30
	79 00000	97.8917	03/23/12	11/07/12	6,129.32	7,733.44	-1,604.12
Subtotal	80.00000				6,210.92	7,831.34	-1,620.42

2012 SUMMARY AMENDMENT

Page 28 of 37

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<i>Continued</i>							
PANERA BREAD COMPANY CL A							
CUSIP 69840W108	1.00000	148.1701	06/21/12	10/25/12	169.24	148.17	21.07
PATTERSON-UTI ENERGY INC							
CUSIP 703481101	294.00000	27.2314	08/16/11	02/16/12	5,410.77	8,006.03	-2,595.26
RIO TINTO PLC SPONSORED ADR							
CUSIP 767204100	6.00000	53.7249	03/23/12	10/25/12	305.52	322.35	-16.83
	139.00000	53.7249	03/23/12	11/12/12	6,799.56	7,467.76	-668.20
Subtotal	145.00000				7,105.08	7,790.11	-685.03
ROSS STORES INC (CALIF)							
CUSIP 778296103	1.00000	69.8826	07/18/12	10/25/12	61.39	69.89	-8.50
	75.00000	69.8826	07/18/12	12/19/12	4,031.67	5,241.19	-1,209.52
Subtotal	76.00000				4,093.06	5,311.08	-1,218.02
SAP AG-SPONSORED ADR							
CUSIP 803054204	4.00000	57.8534	01/25/12	10/25/12	286.50	231.42	55.08
SCRIPPS NETWORKS INTERACTIVE							
CUSIP 811065101	2.00000	60.0393	08/14/12	10/25/12	125.54	120.08	5.46
SUPERIOR ENERGY SVCS INC							
CUSIP 868157108	0.58500	34.8034	07/27/11	02/09/12	18.07	20.36	-2.29
	144.00000	34.8069	07/27/11	07/17/12	2,907.00	5,012.20	-2,105.20
Subtotal	144.58500				2,925.07	5,032.56	-2,107.49
TIBCO SOFTWARE INC							
CUSIP 88632Q103	8.00000	32.4547	04/24/12	10/25/12	212.64	259.64	-47.00
	164.00000	32.4547	04/24/12	12/06/12	3,312.99	5,322.57	-2,009.58
Subtotal	172.00000				3,525.63	5,582.21	-2,056.58



001 / DJ / D143

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2012 SUMMARY AMENDMENT

Page 29 of 37

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

Realized Gain/Loss

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
VERISIGN INC									
CUSIP 92343E102	7 00000	43.0160	07/11/12	10/25/12	329.61	301.12	28.49		
	114.00000	43.0160	07/11/12	11/01/12	4,267.38	4,903.82	-636.44		
Subtotal	121.00000				4,596.99	5,204.94	-607.95		
WATSON PHARMACEUTICALS									
INC									
CUSIP 942683103	85.00000	69.6233	07/07/11	01/19/12	5,034.65	5,917.97	-883.32		
WYNN RESORTS LTD									
CUSIP 983134107	34 00000	147.4555	09/15/11	02/17/12	3,835.95	5,013.48	-1,177.53		
YAMANA GOLD INC									
CUSIP 98462Y100	228.00000	15.0103	12/22/11	12/19/12	3,841.67	3,422.35	419.32		
	74.00000	13.6887	05/18/12	12/19/12	1,246.86	1,012.97	233.89		
Subtotal	302.00000				5,088.53	4,435.32	653.21		
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$176,538.37	\$199,366.25	-\$22,827.88		
SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
COMPANHIA DE BEBIDAS RTS									
DAS AMERSAMBEV SPONS									
ADR REPSTG PFD SHS	196.00000	0.0000	06/26/12	06/27/12	3.01	0.01	3.00		
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$3.01	\$0.01	\$3.00		

WELLS
FARGO

2012 SUMMARY AMENDMENT

Page 30 of 37

Account Number 3249-9683
FLEMING FOUNDATION
(CAL GR)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ABB LTD -SPONS ADR CUSIP 000375204	3.00000	16.9421	10/05/11	10/25/12	56.07	50.83	5.24
AGRIUM INC CUSIP 008916108	35.00000	91.7377	03/09/11	11/09/12	3,371.11	3,210.82	160.29
AUTODESK INC CUSIP 052769106	55.00000	39.8932	01/28/11	08/24/12	1,647.34	2,194.12	-546.78
	270.00000	24.7510	08/23/11	08/24/12	8,087.00	6,682.77	1,404.23
Subtotal	325.00000				9,734.34	8,876.89	857.45
BARRICK GOLD CORP CUSIP 067901108	9.00000	49.5396	07/21/11	07/30/12	295.42	445.86	-150.44
	1.00000	49.5396	07/21/11	10/25/12	39.38	49.54	-10.16
	164.00000	49.5396	07/21/11	11/06/12	5,781.07	8,124.49	-2,343.42
Subtotal	174.00000				6,115.87	8,619.89	-2,504.02
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A CUSIP 192446102	3.00000	71.2505	10/17/11	10/25/12	208.35	213.76	-5.41
COMPANHIA DE BEBIDAS DAS AMERSAMBEV SPONS ADR REPSTG PFD SHS CUSIP 20441W203	10.00000	28.2276	01/27/11	10/25/12	407.07	282.28	124.79
CUBIST PHARMACEUTICALS INC CUSIP 229678107	87.00000	39.5863	10/28/11	11/21/12	3,456.10	3,444.01	12.09
	53.00000	39.5863	10/28/11	11/23/12	2,092.25	2,098.06	-5.81
Subtotal	140.00000				5,548.35	5,542.07	6.28
DIRECTV CUSIP 25490A309	4.00000	53.2274	07/13/11	10/25/12	205.51	212.91	-7.40



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2012 SUMMARY AMENDMENT

Page 32 of 37

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
Subtotal	77.00000				3,270.58	4,217.30
INFORMATICA CORP CUSIP 45666Q102	108.00000	54.9000	05/18/11	07/06/12	3,332.67	5,929.20
INTUITIVE SURGICAL INC COM NEW CUSIP 46120E602	10.00000 7.00000 8.00000	327.7526 327.7526 331.4043	01/28/11 01/28/11 03/09/11	10/09/12 12/21/12 12/21/12	4,964.20 3,450.16 3,943.04	3,277.53 2,294.26 2,651.24
Subtotal	25.00000				12,357.40	8,223.03
KOMATSU LTD SPON ADR NEW CUSIP 500458401	20.00000 21.00000 20.00000 10.00000 100.00000 75.00000	31.9940 31.8041 31.8041 31.8041 31.8041 31.8041	03/04/11 03/07/11 03/07/11 03/07/11 03/07/11 03/07/11	03/08/12 03/08/12 03/09/12 03/12/12 03/13/12 04/13/12	580.05 609.07 575.98 281.03 2,815.72 2,151.70	639.88 667.89 636.09 318.05 3,180.40 2,385.30
Subtotal	246.00000				7,013.55	7,827.61
MEAD JOHNSON NUTRITION CO CUSIP 582839106	59.00000 2.00000 26.00000 87.00000	66.8113 66.8113 66.8113	06/02/11 06/02/11 06/02/11	08/15/12 10/25/12 11/01/12	4,295.10 130.20 1,658.87	3,941.87 133.63 1,737.08
Subtotal	87.00000				6,084.17	5,812.58
NUANCE COMMUNICATIONS INC CUSIP 67020Y100	4.00000	25.9734	10/24/11	10/25/12	89.76	103.90
						-14.14
						-59.83
						-58.82
						-60.11
						-37.02
						-364.68
						-233.60
						-814.06
						353.23
						-3.43
						-78.21
						271.59



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2012 SUMMARY AMENDMENT

Page 33 of 37

WELLS
FARGOAccount Number: 3249-9683
FLEMING FOUNDATION
(CAL GR)

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
	196.00000	25.9734	10/24/11	12/13/12	4,273.88	5,090.77	-816.89		
Subtotal	200.00000				4,363.64	5,194.67	-831.03		
OPEN TEXT CORP CUSIP 683715106	94.00000	62.0042	03/31/11	05/03/12	4,760.76	5,828.39	-1,067.63		
PATTERSON-UTI ENERGY INC									
CUSIP 703481101	146.00000	25.5600	02/09/11	02/16/12	2,686.97	3,731.76	-1,044.79		
SALESFORCE COM CUSIP 79466L302	3.00000	129.2841	09/01/11	10/25/12	445.07	387.86	57.21		
SOLARWINDS INC CUSIP 834168109	4.00000	23.2901	05/03/11	10/25/12	215.45	93.17	122.28		
TIM PARTICIPACOES S A SPONSORED ADR CUSIP 88706P205	107.90909	28.1840	06/16/11	07/24/12	2,211.57	3,041.32	-829.75		
	82.09091	28.0749	06/17/11	07/24/12	1,682.45	2,304.70	-622.25		
Subtotal	190.00000				3,894.02	5,346.02	-1,452.00		
VMWARE INC CLASS A CUSIP 928563402	7.00000	92.2862	09/01/11	10/25/12	604.89	646.01	-41.12		
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$118,913.80	\$127,519.47	-\$8,605.67		
LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
AGRIUM INC CUSIP 008916108	3.00000	47.7363	06/16/09	10/25/12	323.08	143.21	179.87		
	26.00000	47.7363	06/16/09	11/09/12	2,504.24	1,241.13	1,263.11		
Subtotal	29.00000				2,827.32	1,384.34	1,442.98		
AMAZON COM INC CUSIP 023135106	28.00000	74.4113	02/11/08	02/10/12	5,188.58	2,083.52	3,105.06		

2012 SUMMARY AMENDMENT

Page 34 of 37

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
Subtotal	1.00000	74.4113	02/11/08	10/25/12	229.38	74.41	154.97		
29.00000					5,417.96	2,157.93	3,260.03		
APACHE CORP COMMON									
CUSIP 037411105	19.00000	97.0400	11/28/07	07/16/12	1,582.12	1,843.76	-261.64		
	41.00000	105.8808	12/14/07	07/16/12	3,414.05	4,341.11	-927.06		
	52.00000	103.6222	02/17/10	07/16/12	4,330.03	5,388.35	-1,058.32		
Subtotal	112.00000				9,326.20	11,573.22	-2,247.02		
APPLE INC									
CUSIP 037833100	6.00000	179.6000	11/28/07	02/10/12	2,965.19	1,077.60	1,887.59		
	6.00000	179.6000	11/28/07	03/13/12	3,388.83	1,077.60	2,311.23		
	4.00000	179.6000	11/28/07	03/21/12	2,436.28	718.40	1,717.88		
	3.00000	179.6000	11/28/07	07/09/12	1,836.22	538.80	1,297.42		
	3.00000	179.6000	11/28/07	08/21/12	1,984.57	538.80	1,445.77		
	1.00000	179.6000	11/28/07	10/25/12	617.04	179.60	437.44		
Subtotal	23.00000				13,228.13	4,130.80	9,097.33		
BARRICK GOLD CORP									
CUSIP 067901108	26.00000	29.6572	03/16/09	07/30/12	853.41	771.08	82.33		
	119.00000	48.5137	10/06/10	07/30/12	3,906.01	5,773.13	-1,867.12		
Subtotal	145.00000				4,759.42	6,544.21	-1,784.79		
CHECK POINT SOFTWARE									
TECH LTD									
CUSIP M22465104	104.00000	42.7969	11/03/10	05/03/12	5,989.13	4,450.88	1,538.25		
	105.00000	42.7969	11/03/10	09/04/12	4,743.45	4,493.67	249.78		
Subtotal	209.00000				10,732.58	8,944.55	1,788.03		
CLIFFS NATURAL RESOURCES									
CUSIP 18683K101	68.00000	60.8710	08/31/10	07/30/12	2,634.76	4,139.22	-1,504.46		



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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
COACH INC						
CUSIP 189754104	118.00000	19.7672	10/31/08	08/02/12	5,798.87	2,332.52
DOVER CORP COMMON						
CUSIP 260003108	24.00000	52.1031	05/04/10	03/09/12	1,518.70	1,250.47
EM C CORP MASS						
CUSIP 268648102	183.00000	18.0646	07/01/10	07/17/12	4,204.52	3,305.82
EATON CORPORATION						
CUSIP 278058102	45.00000	45.3598	11/03/10	03/12/12	2,189.58	2,041.19
FLUOR CORP (NEW)						
CUSIP 343412102	1.00000	43.1810	06/30/10	10/25/12	55.65	43.19
	19.00000	43.1810	06/30/10	11/08/12	987.36	820.42
	78.00000	48.4144	07/29/10	11/08/12	4,053.39	3,776.33
Subtotal	98.00000				5,096.40	4,639.94
FRANKLIN RESOURCES INC						
CUSIP 354613101	4.00000	92.9861	08/20/09	10/25/12	506.67	371.95
FREEPORT-MCMORAN COPPER						
& GOLD INC						
CLASS B						
CUSIP 35671D857	78.00000	46.3196	10/07/10	03/16/12	3,013.06	3,612.93
GOOGLE INC CL A						
CUSIP 38259P508	1.00000	384.1942	06/08/06	10/25/12	679.51	384.20
INTEL CORP						
CUSIP 458140100	291.00000	19.7193	08/18/10	08/30/12	7,094.22	5,738.31
INTERCONTINENTAL EXCHANGE						
INC						
CUSIP 45865V100	1.00000	58.2237	02/25/09	10/25/12	131.23	58.23
INTUIT INC						
CUSIP 461202103	104.00000	48.1628	11/01/10	03/23/12	5,983.60	5,008.93
	1.00000	48.1628	11/01/10	10/25/12	59.99	48.16

2012 SUMMARY AMENDMENT

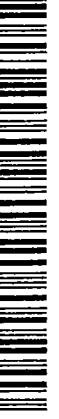
Page 36 of 37

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
Subtotal	105.00000				6,043.59	5,057.09	986.50
KOMATSU LTD SPON ADR NEW CUSIP 500458401	14.00000	28.0790	11/09/10	03/08/12	406.04	393.10	12.94
MONSTER BEVERAGE CORP CUSIP 611740101	93.00000	23.6993	09/07/10	04/27/12	6,099.45	2,204.04	3,895.41
	89.00000	23.6993	09/07/10	08/13/12	4,808.24	2,109.23	2,699.01
Subtotal	182.00000				10,907.69	4,313.27	6,594.42
NOVO NORDISK A S ADR CUSIP 670100205	3.00000	69.3818	02/08/10	10/25/12	505.76	208.15	297.61
ORACLE CORPORATION CUSIP 68389X105	15.00000	17.8658	02/11/09	10/25/12	464.41	267.99	196.42
PAN AMERICAN SILVER CORP CUSIP 697900108	165.00000	30.2977	10/22/10	01/25/12	3,614.40	4,999.11	-1,384.71
PARKER-HANNIFIN CORP CUSIP 701094104	2.00000	69.4621	04/13/10	10/25/12	155.52	138.93	16.59
	69.00000	69.4621	04/13/10	11/01/12	5,571.93	4,792.87	779.06
Subtotal	71.00000				5,727.45	4,931.80	795.65
PRICELINE COM INC COM NEW CUSIP 741503403	10.00000	239.4462	03/11/10	02/08/12	5,341.93	2,394.46	2,947.47
	3.00000	239.4462	03/11/10	08/10/12	1,689.00	718.33	970.67
	13.00000	243.8802	03/24/10	08/10/12	7,319.01	3,170.44	4,148.57
Subtotal	26.00000				14,349.94	6,283.23	8,066.71
QUALCOMM INC CUSIP 747525103	6.00000	35.2588	06/11/10	10/25/12	347.78	211.56	136.22



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2012 SUMMARY AMENDMENT

Page 37 of 37

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES									
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount		
SCHLUMBERGER LTD CUSIP 806857108	3.00000	74.1885	11/10/10	10/25/12	212.82	222.57	-9.75		
STARBUCKS CORP CUSIP 855244109	6.00000	30.4687	11/09/10	10/25/12	281.09	182.82	98.27		
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$122,020.10	\$89,680.52	\$32,339.58		

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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 SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	-\$0.51	\$0.00	-\$0.51
Long term	\$0.00	\$14,348.50	\$14,348.50
Unknown term	Not applicable	\$0.00	\$0.00
Index options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	-\$0.51	\$14,348.50	\$14,347.99

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost
EATON CORP PLC						
CUSIP G29183103	0.91600	51.9056	12/03/12	12/03/12	47.03	47.54
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						\$47.54
						-0.51
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						-\$0.51

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2012 ENHANCED SUMMARY

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

Realized Gain/Loss

LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
COOPER INDUSTRIES PLCCHG							
CLASS A							
CUSIP G24140108	370.00000	42.3555	03/22/06	12/03/12	29,365.39	15,671.53	13,693.86
	30.00000	57.5446	12/16/10	12/03/12	2,380.98	1,726.34	654.64
Subtotal	400.00000				31,746.37	17,397.87	14,348.50
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					\$31,746.37	\$17,397.87	\$14,348.50



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