Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

**2012**

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation: FLEMING FAMILY FOUNDATION 8215000239

A Employer identification number: 26-6214365

Number and street (or P O. box number if mail is not delivered to street address): PO BOX 1558 DEPT EA4E86

Room/suite:

B Telephone number (see instructions): 866- 398-5072

City or town, state, and ZIP code: COLUMBUS, OH 43216

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)* ▶ $ 27,705,615.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ________
*(Part I, column (d) must be on cash basis.)*

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) (see instructions).)*

| | | | (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 (attach schedule) | | | | |
| | 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 | 608,694. | 608,694. | | STMT 1 |
| | 5a | Gross rents | 3,874. | 3,874. | 3,874. | |
| | b | Net rental income or (loss) 3,874. | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 299,512. | | | |
| | b | Gross sales price for all assets on line 6a 1,597,031. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 299,512. | | |
| | 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) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 912,080. | 912,080. | 3,874. | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc. | 153,852. | 76,926. | | 76,926. |
| | 14 | Other employee salaries and wages | | NONE | NONE | |
| | 15 | Pension plans, employee benefits | | NONE | NONE | |
| | 16a | Legal fees (attach schedule) STMT 5 | 1,086. | NONE | NONE | 1,086. |
| | b | Accounting fees (attach schedule) | | | | |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) STMT 6 | 10,147. | 7,998. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | NONE | NONE | |
| | 22 | Printing and publications | | NONE | NONE | |
| | 23 | Other expenses (attach schedule) STMT 7 | 20,708. | 10,079. | | 10,354. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 185,793. | 95,003. | NONE | 88,366. |
| | 25 | Contributions, gifts, grants paid | 1,200,000. | | | 1,200,000. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 1,385,793. | 95,003. | NONE | 1,288,366. |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -473,713. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 817,077. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 3,874. | |

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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## Part II Balance Sheets

|  |  | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year | End of year |  |
|---|---|---|---|---|---|
|  |  |  | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing |  |  |  |
|  | 2 | Savings and temporary cash investments |  |  |  |
|  | 3 | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶ |  |  |  |
|  | 4 | Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶ |  |  |  |
|  | 5 | Grants receivable |  |  |  |
|  | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) |  |  |  |
|  | 7 | Other notes and loans receivable (attach schedule) ▶<br>Less: allowance for doubtful accounts ▶ NONE |  |  |  |
|  | 8 | Inventories for sale or use |  |  |  |
|  | 9 | Prepaid expenses and deferred charges |  |  |  |
|  | 10 a | Investments - U.S and state government obligations (attach schedule) |  |  |  |
|  | b | Investments - corporate stock (attach schedule) |  |  |  |
|  | c | Investments - corporate bonds (attach schedule) |  |  |  |
|  | 11 | Investments - land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶ |  |  |  |
|  | 12 | Investments - mortgage loans |  |  |  |
|  | 13 | Investments - other (attach schedule) | 22,868,610. | 22,394,901. | 27,705,615. |
|  | 14 | Land, buildings, and equipment: basis ▶<br>Less: accumulated depreciation (attach schedule) ▶ |  |  |  |
|  | 15 | Other assets (describe ▶ ) |  |  |  |
|  | 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 22,868,610. | 22,394,901. | 27,705,615. |
| Liabilities | 17 | Accounts payable and accrued expenses |  |  |  |
|  | 18 | Grants payable |  |  |  |
|  | 19 | Deferred revenue |  |  |  |
|  | 20 | Loans from officers, directors, trustees, and other disqualified persons |  |  |  |
|  | 21 | Mortgages and other notes payable (attach schedule) |  |  |  |
|  | 22 | Other liabilities (describe ▶ ) |  |  |  |
|  | 23 | Total liabilities (add lines 17 through 22) |  | NONE |  |
| 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 | 22,868,610. | 22,394,901. |  |
|  | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund |  |  |  |
|  | 29 | Retained earnings, accumulated income, endowment, or other funds |  |  |  |
|  | 30 | Total net assets or fund balances (see instructions) | 22,868,610. | 22,394,901. |  |
|  | 31 | Total liabilities and net assets/fund balances (see instructions) | 22,868,610. | 22,394,901. |  |

## 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 | 22,868,610. |
| 2 | Enter amount from Part I, line 27a | 2 | -473,713. |
| 3 | Other increases not included in line 2 (itemize) ▶ ROUNDING | 3 | 4. |
| 4 | Add lines 1, 2, and 3 | 4 | 22,394,901. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 |  |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 22,394,901. |

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

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

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 1,597,031. | | 1,297,519. | 299,512. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | | 299,512. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 299,512. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 3 | |

## 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 | 1,439,221. | 18,851,894. | 0.076344 |
| 2010 | 1,389,027. | 25,459,647. | 0.054558 |
| 2009 | 446,948. | 22,120,633. | 0.020205 |
| 2008 | 642,637. | 24,641,902. | 0.026079 |
| 2007 | | | |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 2 | 0.177186 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . . . . . . | 3 | 0.044297 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . . . . . . | 4 | 26,852,086. |
| 5 | Multiply line 4 by line 3 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 5 | 1,189,467. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . . . . . . . . . . . . | 6 | 8,171. |
| 7 | Add lines 5 and 6 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 7 | 1,197,638. |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . . . . . . . . . . . . . . . . | 8 | 1,288,366. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . .<br>Date of ruling or determination letter: ________________ **(attach copy of letter if necessary - see instructions)** | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 1 | 8,171. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . | | | 2 | |
| 3 | Add lines 1 and 2 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | | | 3 | 8,171. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . | | | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- . . . . . . . . . . . . | | | 5 | 8,171. |
| 6 | Credits/Payments: | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . | 6a | 10,100. | | |
| b | Exempt foreign organizations - tax withheld at source . . . . . . . . . . . . . | 6b | NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) . . . . . . . | 6c | NONE | | |
| d | Backup withholding erroneously withheld . . . . . . . . . . . . . . . . . . . | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d . . . . . . . . . . . . . . . . . . . . . . . . . | | | 7 | 10,100. |
| 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 | 1,929. |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,929. **Refunded** ▶ | | | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1b | | X |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>**(1)** On the foundation. ▶ $ ________________ **(2)** On foundation managers. ▶ $ ________________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . . . . . . . . .<br>*If "Yes," attach a detailed description of the activities.* | 2 | | 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* . . . . . . . . . . . . . . . . | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? . . . . . . . . . . . . . . | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . . . . . . . . .<br>*If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>● By language in the governing instrument, or<br>● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 6 | 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* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>FL | | | |
| 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* . . . . . . . . . . . . . . . . . . . . . | 8b | 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* . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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 | | |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ HUNTINGTON NATIONAL BANK Telephone no. ▶ (866)398-5072

Located at ▶ 127 W SPRING STREET, TITUSVILLE, PA ZIP+4 ▶ 16354

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

| | | | Yes | No |
|---|---|---|---|---|
| 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? | 16 | | X |
| | 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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<br>If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | 2b | | X |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.<br>▶ ____, ____, ____, ____ | | | |
| 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.)* | 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 |

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

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

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

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

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

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

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

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | Yes: | No: 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? **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 (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| HUNTINGTON NATIONAL BANK<br>127 W SPRING STREET, TITUSVILLE, PA 16354 | TRUSTEE<br>40 | 153,852. | | -0- |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ▶

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services ▶ | | NONE |

## Part IX-A Summary of Direct Charitable Activities

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

## Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments. See instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

## 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 | 26,622,412. |
| b | Average of monthly cash balances | 1b | 638,589. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 27,261,001. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 27,261,001. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 408,915. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 26,852,086. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,342,604. |

## 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 | 1,342,604. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 8,171. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 8,171. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,334,433. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 1,334,433. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 1,334,433. |

## 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 | 1,288,366. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,288,366. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 8,171. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,280,195. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|---|
| 1 | Distributable amount for 2012 from Part XI, line 7 | | | | | 1,334,433. |
| 2 | Undistributed income, if any, as of the end of 2012: | | | | | |
| a | Enter amount for 2011 only | | | | 396,934. | |
| b | Total for prior years: 20 10 , 20____, 20____ | | | NONE | | |
| 3 | Excess distributions carryover, if any, to 2012: | | | | | |
| a | From 2007 | NONE | | | | |
| b | From 2008 | NONE | | | | |
| c | From 2009 | NONE | | | | |
| d | From 2010 | NONE | | | | |
| e | From 2011 | NONE | | | | |
| f | **Total** of lines 3a through e | | NONE | | | |
| 4 | Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,288,366. | | | | | |
| a | Applied to 2011, but not more than line 2a | | | | 396,934. | |
| b | Applied to undistributed income of prior years (Election required - see instructions) | | | NONE | | |
| c | Treated as distributions out of corpus (Election required - see instructions) | | NONE | | | |
| d | Applied to 2012 distributable amount | | | | | 891,432. |
| e | Remaining amount distributed out of corpus | | NONE | | | |
| 5 | Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | NONE | | | NONE |
| 6 | **Enter the net total of each column as indicated below:** | | | | | |
| a | Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | NONE | | | |
| b | Prior years' undistributed income. Subtract line 4b from line 2b | | | NONE | | |
| c | Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | NONE | | |
| d | Subtract line 6c from line 6b. Taxable amount - see instructions | | | NONE | | |
| e | Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | | | |
| f | Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | | 443,001. |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | NONE | | | |
| 8 | Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 | **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 | Analysis of line 9: | | | | | |
| a | Excess from 2008 | NONE | | | | |
| b | Excess from 2009 | NONE | | | | |
| c | Excess from 2010 | NONE | | | | |
| d | Excess from 2011 | NONE | | | | |
| e | Excess from 2012 | NONE | | | | |

## Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . . . . | | | | | |
| b 85% of line 2a . . . . . | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed . | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . . | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . . . | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon<br>a "Assets" alternative test - enter<br>(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<br>(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).)

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

## Part XV Supplementary Information (continued)

### 3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE STATEMENT 17 | | | | 1,200,000. |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | 1,200,000. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 608,694. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | 16 | 3,874. | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 299,512. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 912,080. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . . . . . 13 912,080.

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
|---|---|
| | NOT APPLICABLE |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | |

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

**b** If "Yes," complete the following schedule.

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

**Sign Here**

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

Signature of officer or trustee — Date: 03/22/2013 — Title:

HUNTINGTON NATIONAL BANK

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| JEFF MASLANICH, EA | | 03/22/2013 | | P00390783 |

Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)  Firm's EIN ▶ 75-1297386

Firm's address ▶ 6135 TRUST DRIVE, STE. 118
HOLLAND, OH 43528  Phone no. 419-861-2300

Form **990-PF** (2012)

# RENT AND ROYALTY INCOME

**Taxpayer's Name** FLEMING FAMILY FOUNDATION 8215000239

**Identifying Number** 26-6214365

**DESCRIPTION OF PROPERTY**
OZ GAS, LTD

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

**TYPE OF PROPERTY:** 4 - COMMERCIAL

| | | |
|---|---|---|
| RENTAL INCOME | 1,463. | |
| **OTHER INCOME:** | | |
| | | |
| | | |
| **TOTAL GROSS INCOME** | | 1,463. |
| **OTHER EXPENSES:** | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **DEPRECIATION (SHOWN BELOW)** | | |
| **LESS: Beneficiary's Portion** | | |
| **AMORTIZATION** | | |
| **LESS: Beneficiary's Portion** | | |
| **DEPLETION** | | |
| **LESS: Beneficiary's Portion** | | |
| **TOTAL EXPENSES** | | |
| **TOTAL RENT OR ROYALTY INCOME (LOSS)** | | 1,463. |
| **Less Amount to** | | |
| **Rent or Royalty** | | |
| **Depreciation** | | |
| **Depletion** | | |
| **Investment Interest Expense** | | |
| **Other Expenses** | | |
| **Net Income (Loss) to Others** | | |
| **Net Rent or Royalty Income (Loss)** | | 1,463. |
| **Deductible Rental Loss (if Applicable)** | | |

## SCHEDULE FOR DEPRECIATION CLAIMED

| (a) Description of property | (b) Cost or unadjusted basis | (c) Date acquired | (d) ACRS des. | (e) Bus. % | (f) Basis for depreciation | (g) Depreciation in prior years | (h) Method | (i) Life or rate | (j) Depreciation for this year |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | |
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| | | | | | | | | | |
| | | | | | | | | | |
| **Totals** | | | | | | | | | |

# RENT AND ROYALTY INCOME

**Taxpayer's Name** FLEMING FAMILY FOUNDATION 8215000239

**Identifying Number** 26-6214365

**DESCRIPTION OF PROPERTY**
BELDEN & BLAKE CORP

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

**TYPE OF PROPERTY:** 4 - COMMERCIAL

| | | | |
|---|---|---|---|
| RENTAL INCOME | | 2,411. | |
| **OTHER INCOME:** | | | |
| **TOTAL GROSS INCOME** | | | 2,411. |
| **OTHER EXPENSES:** | | | |
| **DEPRECIATION (SHOWN BELOW)** | | | |
| **LESS: Beneficiary's Portion** | | | |
| **AMORTIZATION** | | | |
| **LESS: Beneficiary's Portion** | | | |
| **DEPLETION** | | | |
| **LESS: Beneficiary's Portion** | | | |
| **TOTAL EXPENSES** | | | |
| **TOTAL RENT OR ROYALTY INCOME (LOSS)** | | | 2,411. |
| **Less Amount to** | | | |
| **Rent or Royalty** | | | |
| **Depreciation** | | | |
| **Depletion** | | | |
| **Investment Interest Expense** | | | |
| **Other Expenses** | | | |
| **Net Income (Loss) to Others** | | | |
| **Net Rent or Royalty Income (Loss)** | | | 2,411. |
| **Deductible Rental Loss (if Applicable)** | | | |

## SCHEDULE FOR DEPRECIATION CLAIMED

| (a) Description of property | (b) Cost or unadjusted basis | (c) Date acquired | (d) ACRS des. | (e) Bus. % | (f) Basis for depreciation | (g) Depreciation in prior years | (h) Method | (i) Life or rate | (j) Depreciation for this year |
|---|---|---|---|---|---|---|---|---|---|
| Totals | | | | | | | | | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| AT&T INC | 14,608. | 14,608. |
| ABBOTT LABS | 536. | 536. |
| AMERICAN EXPRESS CO | 702. | 702. |
| AMGEN INC W/1 RT/SH | 216. | 216. |
| ANALOG DEVICES INC | 555. | 555. |
| APACHE CORP W/1 RT/SH | 1,419. | 1,419. |
| APPLE COMPUTER INC | 7,155. | 7,155. |
| BRISTOL MYERS SQUIBB CO | 10,336. | 10,336. |
| BROADCOM CORP | 210. | 210. |
| CARDINAL HEALTH INC | 3,168. | 3,168. |
| CATERPILLAR INC W/1 RT/SH | 936. | 936. |
| CENTURYTEL INC | 3,843. | 3,843. |
| CHEVRONTEXACO CORP | 2,648. | 2,648. |
| CHURCH & DWIGHT CO INC W/1 RT/SH | 408. | 408. |
| COACH INC W/1 RT/SH | 90. | 90. |
| COCA COLA CO | 2,219. | 2,219. |
| COLGATE PALMOLIVE | 5,612. | 5,612. |
| COMCAST CORP CL A | 4,590. | 4,590. |
| CONOCOPHILLIPS | 8,118. | 8,118. |
| COSTCO WHOLESALES CORP | 4,365. | 4,365. |
| DOW CHEMICAL CO | 192. | 192. |
| DU PONT E I DE NEMOURS & CO | 559. | 559. |
| EASTMAN CHEMICAL CO | 450. | 450. |
| EMERSON ELEC CO W/1 RT/SH | 5,957. | 5,957. |
| EXXON MOBIL CORP | 6,431. | 6,431. |
| FIDELITY ADVISOR NEW INSIGHTS FUND - CL | 210. | 210. |
| FRANKLIN RES INC | 11,890. | 11,890. |
| FREEPORT MCMORAN COPPER & GOLD | 4,631. | 4,631. |
| GENERAL DYNAMICS W/1 RT/SH | 4,981. | 4,981. |
| HALLIBURTON CO W/1 RT/SH | 405. | 405. |
| HEINZ H J CO | 773. | 773. |
| HOME DEPOT INC | 8,758. | 8,758. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| HONEYWELL INTERNATIONAL INC | 451. | 451. |
| HUNTINGTON MID CORP AMERICA FD I | 3,831. | 3,831. |
| HUNTINGTON DIVIDEND CAPTURE FUND I | 11,346. | 11,346. |
| HUNTINGTON INTL EQUITY FUND I | 30,475. | 30,475. |
| HUNTINGTON DISCIPLINED EQUITY FD TR III | 9,796. | 9,796. |
| HUNTINGTON SITUS FUND I | 8,757. | 8,757. |
| ILLINOIS TOOL WORKS | 5,612. | 5,612. |
| INTEL CORP | 180. | 180. |
| IBM CORP | 6,188. | 6,188. |
| INTERNATIONAL PAPER CO | 6,525. | 6,525. |
| ISHARES MSCI EMERGING MARKETS INDEX FUND | 6,716. | 6,716. |
| ISHARES MSCI EAFE INDEX FUND | 1,370. | 1,370. |
| ISHARES RUSSELL MIDCAP VALUE INDEX FUND | 7,358. | 7,358. |
| ISHARES RUSSELL MIDCAP GROWTH INDEX FUND | 7,021. | 7,021. |
| ISHARES RUSSELL MIDCAP INDEX FUND | 6,156. | 6,156. |
| ISHARES CORE S&P MID-CAP ETF | 4,789. | 4,789. |
| ISHARES RUSSELL 2000 VALUE | 8,006. | 8,006. |
| ISHARES RUSSELL 2000 GROWTH INDEX FUND | 5,165. | 5,165. |
| ISHARES S&P SMALLCAP 600 INDEX FUND | 5,171. | 5,171. |
| ISHARES S&P US PREFERRED STOCK INDEX | 43,984. | 43,984. |
| JP MORGAN CHASE & CO | 5,405. | 5,405. |
| JOHNSON & JOHNSON | 9,600. | 9,600. |
| JOHNSON CTLS INC W/1 RT/SH | 133. | 133. |
| KLA-TENCOR CORP W/1 RT/SH | 500. | 500. |
| MARATHON OIL CORP | 170. | 170. |
| MARATHON PETROLEUM CORP | 350. | 350. |
| MCDONALDS CORP W/1 RT/SH | 8,036. | 8,036. |
| HUNTINGTON FIXED INC FUND I | 24,518. | 24,518. |
| HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT | 1,716. | 1,716. |
| NATIONAL RETAIL PROPERTIES I (REIT) | 754. | 754. |
| NEXTERA ENERGY INC | 570. | 570. |
| NIKE INC CL B | 2,196. | 2,196. |
| ORACLE CORPORATION W/1 RT/SH | 4,974. | 4,974. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---:|---:|
| OPPENHEIMER DEVELOPING MARKETS FUND - CL | 682. | 682. |
| PIMCO LOW DURATION FUND INSTL | 16,728. | 16,728. |
| PIMCO TOTAL RETURN FUND INSTL CLASS | 14,933. | 14,933. |
| PARKER HANNIFIN CORP W/1 RT/SH | 972. | 972. |
| PEABODY ENERGY CORP COM | 1,020. | 1,020. |
| PEPSICO INC | 5,767. | 5,767. |
| PFIZER INC W/1 RT/SH | 10,032. | 10,032. |
| PHILIP MORRIS INTL INC | 15,800. | 15,800. |
| PHILLIPS 66 | 675. | 675. |
| PRAXAIR INC | 413. | 413. |
| PROCTER & GAMBLE CO | 1,437. | 1,437. |
| QUALCOMM INC W/1 RT/SH | 4,950. | 4,950. |
| QUESTAR CORP W/1 RT/SH | 561. | 561. |
| RIDGEWORTH MID CAP VALUE EQUITY FUND - C | 1,014. | 1,014. |
| ROYAL DUTCH SHELL PLC -ADR | 9,234. | 9,234. |
| SPDR BARCLAYS HIGH YIELD BOND ETF | 13,742. | 13,742. |
| SCHLUMBERGER LTD | 3,978. | 3,978. |
| SUNCOR ENERGY INC | 1,552. | 1,552. |
| TARGET CORP | 6,072. | 6,072. |
| TEMPLETON GLOBAL BOND FUND CLASS A | 26,290. | 26,290. |
| TEXAS INSTR INC W/1 RT/SH | 3,888. | 3,888. |
| THORNBURG INTERNATIONAL VALUE - I SHARES | 18,197. | 18,197. |
| 3M CO | 6,254. | 6,254. |
| TRAVELERS COS INC | 9,723. | 9,723. |
| UNION PACIFIC CORP | 5,160. | 5,160. |
| UPS | 570. | 570. |
| UNITED TECH CORP | 6,395. | 6,395. |
| UNITEDHEALTH GROUP INC | 64. | 64. |
| V F CORP W/1 RT/SH | 696. | 696. |
| VALERO ENERGY | 1,430. | 1,430. |
| VANGUARD INTERMEDIATE-TERM CORPORATE FUN | 9,634. | 9,634. |
| VANGUARD INTERNATIONAL EQUITY INDEX FUN | 5,714. | 5,714. |
| VANGUARD REIT FUND | 17,573. | 17,573. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| VERIZON COMMUNICATIONS | 8,564. | 8,564. |
| WAL MART STORES INC | 6,718. | 6,718. |
| WELLS FARGO & CO NEW W/1 RT/SH | 5,192. | 5,192. |
| WHOLE FOODS MARKET INC | 1,600. | 1,600. |
| ACCENTURE PLC CL A | 3,375. | 3,375. |
| EVEREST RE GROUP LTD | 240. | 240. |
| PARTNERRE LTD | 620. | 620. |
| ACE LIMITED | 6,172. | 6,172. |
| NOBLE CORP | 273. | 273. |
| TOTAL | 608,694. | 608,694. |

## FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES - PRINCIPAL (ALLOCA | 709. | | | 709. |
| LEGAL FEES - INCOME (ALLOCABLE | 377. | | | 377. |
| TOTALS | 1,086. | NONE | NONE | 1,086. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 233. | 233. |
| FEDERAL ESTIMATES - PRINCIPAL | 2,149. | |
| FOREIGN TAXES ON QUALIFIED FOR | 6,888. | 6,888. |
| FOREIGN TAXES ON NONQUALIFIED | 877. | 877. |
| TOTALS | 10,147. | 7,998. |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| OTHER NON-ALLOCABLE EXPENSE - | 15,350. | 7,675. | 7,675. |
| OTHER NON-ALLOCABLE EXPENSE - | 4,808. | 2,404. | 2,404. |
| TAX PREPARATION FEE (NON-ALLOC | 550. |  | 275. |
| TOTALS | 20,708. | 10,079. | 10,354. |

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  LYNNETTE PEDENSKY
ADDRESS:
  127 W SPRING STREET
  TITUSVILLE, PA 16354
RECIPIENT'S PHONE NUMBER: 866-398-5072
FORM, INFORMATION AND MATERIALS:
  WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE FOR WHICH THE GRANT WILL BE USED AND A COPY OF THE ORGANIZATIONS IRS EXEMPTION LETTER.
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  NONE

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CASTING FOR CATS
ADDRESS:
PO BOX 650
ISLAMORADA, FL 33036
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 100,000.

RECIPIENT NAME:
ISLAMORADA FISHING & CONSERVATION TRUST
ADDRESS:
PO BOX 22
ISLAMORADA, FL 33036
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 30,000.

RECIPIENT NAME:
FRIENDS OF DRAKE WELL, INC
ADDRESS:
205 MUSEUM LANE
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 27,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE BILLFISH FOUNDATION
ADDRESS:
2161 E COMMERCIAL BLVD
FORT LAUDERDALE, FL 33308
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 30,000.

RECIPIENT NAME:
PALM BEACH COUNTY FISHING
FOUNDATION
ADDRESS:
201 FIFTH STREET
WEST PALM BEACH, FL 33401
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 30,000.

RECIPIENT NAME:
TITUSVILLE AREA UNITED WAY
ADDRESS:
208 W SPRING
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ........................................ 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==============================================================

RECIPIENT NAME:
YMCA OF TITUSVILLE
ADDRESS:
201 W SPRING STREET
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .......................................... 7,400.

RECIPIENT NAME:
THE BUSCH WILDLIFE SANCTUARY
ADDRESS:
2500 JUPITER PARK DRIVE
JUPITER, FL 33458
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .......................................... 30,000.

RECIPIENT NAME:
TOWN OF PALM BEACH SHORES
ADDRESS:
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .......................................... 65,000.

RECIPIENT NAME:
EVERGLADES GOLDEN RETRIEVER RESCUE
ADDRESS:
10729 ROYAL CARIBBEAN CIRCLE
BOYNTON BEACH, FL 33437
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .......................................... 50,000.

STATEMENT 11

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
LOGGERHEAD MARINE LIFE CENTER
ADDRESS:
14200 US 1
JUNO BEACH, FL 33408
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ............................................ 100,000.

RECIPIENT NAME:
PEGGY ADAMS ANIMAL RESCUE LEAGUE
ADDRESS:
3100/3200 N MILITARY TRAIL
WEST PALM BEACH, FL 33409
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ............................................ 50,000.

RECIPIENT NAME:
INTERNATIONAL GAME FISH ASSN
ADDRESS:
300 GULF STREAM WAY
DANIA BEACH, FL 33004
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ............................................ 20,000.

RECIPIENT NAME:
CONSERVATION FORCE
ADDRESS:
3240 S I-10 SERVICE ROAD
METAIRIE, LA 70001
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID ............................................ 300,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YWCA
ADDRESS:
2025 M ST. NW, SUITE 550
WASHINGTON, DC 20036
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
NA
AMOUNT OF GRANT PAID .............................................. 26,000.

RECIPIENT NAME:
AMERICAN BOXER CHARITABLE FND
ADDRESS:
PO BOX 8667
SPOKANE, WA 99203
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .............................................. 10,000.

RECIPIENT NAME:
STEPHENS COLLEGE
ADDRESS:
1200 EAST BROADWAY
COLUMBIA, MO 65215
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .............................................. 50,000.

RECIPIENT NAME:
EDUCATION FND OF PALM BEACH CNTY
ADDRESS:
3300 FOREST HILL BLVD, SUITE 50-116
WEST PALM BEACH, FL 33406
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID .............................................. 28,600.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
================================================================

RECIPIENT NAME:
SOUTHEAST FLORIDA HONOR FLIGHT
ADDRESS:
PO BOX 494488
PORT CHARLOTTE, FL 33949
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ........................................... 20,000.

RECIPIENT NAME:
ZOOLOGICAL SOCIETY OF THE PALM
BEACHES
ADDRESS:
1301 SUMMIT BLVD
WEST PALM BEACH, FL 33405
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ........................................... 20,000.

RECIPIENT NAME:
PAWS 4 LIBERTY
ADDRESS:
8939 PALOMINO DR
LAKE WORTH, FL 33467
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ........................................... 30,000.

STATEMENT 14

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==================================================================

RECIPIENT NAME:
TITUSVILLE AREA HEALTH CENTER
FOUNDATION
ADDRESS:
406 WEST OAK STREET
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 55,000.

RECIPIENT NAME:
TITUSVILLE TOY SHOP
ADDRESS:
115 SAINT JOHN ST
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 10,000.

RECIPIENT NAME:
PALM BEACH COUNTY FOOD BANK
ADDRESS:
525 GATOR DRIVE
LANTANA, FL 33462
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 20,500.

FLEMING FAMILY FOUNDATION 8215000239 26-6214365
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
================================================================

RECIPIENT NAME:
NEW HORIZONS SERVICE DOGS, INC.
ADDRESS:
1590 LAUREN PARK CT
ORANGE CITY, FL 32763
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 20,000.

RECIPIENT NAME:
HAVEN RANCH
ADDRESS:
7333 COUNTY ROAD 208
ST AUGUSTINE, FL 32092
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 10,000.

RECIPIENT NAME:
MORSELIFE HOMECARE INC.
ADDRESS:
4920 LORING DR
WEST PALM BEACH, FL 33417
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 30,000.

RECIPIENT NAME:
BOYNTON BEACH YOUTH ATHLETICS
ADDRESS:
PO BOX 114
BOYNTON BEACH, FL 33426
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ............................................ 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
TITUSVILLE RENAISSANCE
ADDRESS:
PO BOX 642
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
501C3
AMOUNT OF GRANT PAID ........................................ 5,000.

TOTAL GRANTS PAID: 1,200,000.

## RENT AND ROYALTY SUMMARY

| PROPERTY | TOTAL INCOME | DEPLETION/ DEPRECIATION | OTHER EXPENSES | ALLOWABLE NET INCOME |
|---|---|---|---|---|
| OZ GAS, LTD | 1,463. | | | 1,463. |
| BELDEN & BLAKE CORP | 2,411. | | | 2,411. |
| TOTALS | 3,874. | | | 3,874. |

HUNTINGTON NATIONAL BANK
310 GRANT STREET, 4TH FLOOR
PITTSBURGH, PA 15219

## Huntington Wealth Advisors

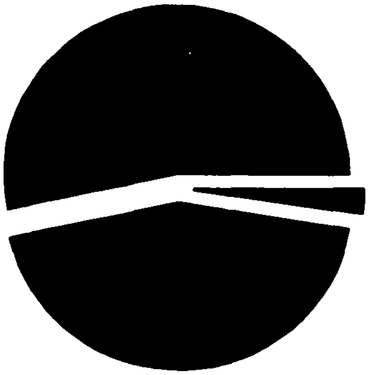
**DECEMBER 01, 2012 TO DECEMBER 31, 2012**

**ACCOUNT NAME:** FLEMING FAMILY FOUNDATON
**ACCOUNT NUMBER:** 8215000239

JEFF MASLANICH
THOMSON REUTERS
24481 S DETROIT ROAD SUITE 400
WESTLAKE, OH 44145

| | |
|---|---|
| **ADMINISTRATOR:** | LYNETTE PEDENSKY<br>866-398-5072<br>**LYNETTE.PEDENSKY<br>@HUNTINGTON.COM** |
| **INVESTMENT OFFICER:** | JOE SNIEZEK<br>724-598-8407<br>**joe.sniezek<br>@huntington.com** |

## ASSET ALLOCATION SUMMARY



| | | MARKET VALUE | PERCENT |
|---|---|---|---|
| ■ | **CASH** | 24, 750 36 | 0 1% |
| ■ | **EQUITY INVESTMENTS** | 10, 481, 837. 26 | 53 3% |
| ■ | **MUTUAL FUNDS** | 8, 708, 289 14 | 44. 3% |
| | **REAL ESTATE** | 6 00 | 0 0% |
| ■ | **SHORT TERM INVESTMENTS** | 452, 107. 12 | 2. 3% |
| | **Total** | 19, 666, 989 88 | 100 0% |

## ACCOUNT SUMMARY

| | THIS PERIOD | YEAR TO DATE |
|---|---|---|
| **BEGINNING MARKET VALUE** | **19,785,730.40** | **18,592,641.27** |
| DIVIDENDS/INTEREST | 109,627 02 | 430,790 81 |
| OTHER CASH RECEIPTS | 209,380.90 | 785,598 69 |
| DISBURSEMENTS AND FEES | 479,804.02- | 2,116,299.80- |
| RECEIPTS/DISTRIBUTIONS IN KIND | 0.00 | 26.74 |
| REALIZED GAIN/LOSS | 65,561.70 | 220,408 81 |
| CHANGE IN MARKET VALUE | 23,506 12- | 1,753,823 36 |
| **ENDING MARKET VALUE** | **19,666,989.88** | **19,666,989.88** |

## FOR YOUR INFORMATION

## PORTFOLIO DETAIL

| DESCRIPTION | | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|
| **SHORT TERM INVESTMENTS** | | | | | |
| **MONEY MARKET FUNDS** | | | | | |
| 608993853<br>HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT | | 452,107 12<br>452,107 12 | 1 00<br>1 00 | 271 27<br>22 60 | 0 06 |
| **** TOTAL MONEY MARKET FUNDS** | **SUB-TOTAL** | 452,107.12<br>452,107.12 | | 271.27<br>22.60 | 0.06 |
| *** TOTAL SHORT TERM INVESTMENTS** | | 452,107.12<br>452,107.12 | | 271.27<br>22 60 | 0.06 |

## EQUITY DIVERSIFICATION SUMMARY

| INDUSTRY CODE | MARKET VALUE | PERCENT |
|---|---|---|
| ■ CONSUMER DISCRETIONARY | 1, 119, 932 00 | 10. 7% |
| ■ CONSUMER STAPLES | 1, 208, 230 00 | 11 5% |
| ■ ENERGY | 1, 179, 540. 72 | 11. 3% |
| ▨ FINANCIALS | 1, 231, 071 30 | 11 7% |
| ■ HEALTH CARE | 978, 085. 05 | 9 3% |
| ■ INDUSTRIALS | 1, 032, 556. 45 | 9. 9% |
| ■ INFORMATION TECHNOLOGY | 2, 619, 177. 74 | 25. 0% |
| ■ MATERIALS | 522, 086 00 | 5 0% |
| ■ TELECOMMUNICATION SERVICES | 447, 126. 50 | 4. 2% |
| ■ UTILITIES | 144, 031 50 | 1. 4% |
| Total | 10, 481, 837 26 | 100 0% |

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **EQUITY INVESTMENTS** | | | | | | |
| **CONSUMER DISCRETIONARY** | | | | | | |
| 20030N101<br>COMCAST CORP CL A | CMCSA | 5,400 000 | 201,744 00<br>89,907 30 | 37.36<br>16 65 | 3,510 00<br>877 50 | 1 74 |
| 437076102<br>HOME DEPOT INC | HD | 4,800 000 | 296,880 00<br>116,307.51 | 61 85<br>24 23 | 5,568 00 | 1 88 |
| 580135101<br>MCDONALDS CORP | MCD | 2,800 000 | 246,988 00<br>155,062 12 | 88 21<br>55.38 | 8,624 00 | 3 49 |
| 654106103<br>NIKE INC CL B | NKE | 1,600 000 | 82,560 00<br>76,218 80 | 51.60<br>47 64 | 672 00 | 0 81 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **CONSUMER DISCRETIONARY** | | | | | | |
| 87612E106<br>TARGET CORP | TGT | 3,400 000 | 201,178 00<br>104,804 76 | 59 17<br>30 82 | 4,896 00 | 2 43 |
| 918204108<br>V F CORP W/1 RT/SH | VFC | 600 000 | 90,582 00<br>97,356 00 | 150 97<br>162 26 | 2,088 00 | 2 31 |
| **** TOTAL CONSUMER DISCRETIONARY** | | **SUB-TOTAL** | **1,119,932.00<br>639,656.49** | | **25,358.00<br>877 50** | **2.26** |
| **CONSUMER STAPLES** | | | | | | |
| 171340102<br>CHURCH & DWIGHT CO INC W/1 RT/SH | CHD | 1,200 000 | 64,284 00<br>65,952 00 | 53 57<br>54 96 | 1,152 00 | 1 79 |
| 191216100<br>COCA COLA CO | KO | 700 000 | 25,375 00<br>27,061 93 | 36 25<br>38 66 | 714 00 | 2 81 |
| 194162103<br>COLGATE PALMOLIVE | CL | 1,800 000 | 188,172 00<br>137,646 00 | 104 54<br>76 47 | 4,464 00 | 2 37 |
| 22160K105<br>COSTCO WHOLESALES CORP | COST | 600 000 | 59,238 00<br>60,797 94 | 98 73<br>101 33 | 660 00 | 1 11 |
| 423074103<br>HEINZ H J CO | HNZ | 1,000 000 | 57,680 00<br>57,104 00 | 57 68<br>57 10 | 2,060 00 | 3 57 |
| 713448108<br>PEPSICO INC | PEP | 2,700 000 | 184,761.00<br>168,980 45 | 68 43<br>62 59 | 5,805 00<br>1,451 25 | 3 14 |
| 718172109<br>PHILIP MORRIS INTL INC | PM | 3,600 000 | 301,104 00<br>151,616 30 | 83 64<br>42 12 | 12,240 00<br>3,060 00 | 4 07 |
| 931142103<br>WAL-MART STORES INC | WMT | 4,000.000 | 272,920 00<br>210,712 54 | 68 23<br>52 68 | 6,360 00 | 2 33 |
| 966837106<br>WHOLE FOODS MARKET INC | WFM | 600 000 | 54,696 00<br>59,855 94 | 91 16<br>99 76 | 480 00 | 0.88 |
| **** TOTAL CONSUMER STAPLES** | | **SUB-TOTAL** | **1,208,230.00<br>939,727.10** | | **33,935.00<br>4,511.25** | **2.81** |
| **ENERGY** | | | | | | |
| 037411105<br>APACHE CORP | APA | 2,150 000 | 168,775 00<br>168,975 20 | 78 50<br>78 59 | 1,462 00 | 0 87 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **ENERGY** | | | | | | |
| 166764100<br>CHEVRON CORPORATION | CVX | 700 000 | 75,698 00<br>82,103 00 | 108 14<br>117 29 | 2,520 00 | 3 33 |
| 20825C104<br>CONOCOPHILLIPS | COP | 3,000 000 | 173,970 00<br>126,035 78 | 57 99<br>42 01 | 7,920 00 | 4 55 |
| 30231G102<br>EXXON MOBIL CORP | XOM | 2,350 000 | 203,392 50<br>187,522 30 | 86 55<br>79 80 | 5,358 00 | 2 63 |
| 56585A102<br>MARATHON PETROLEUM CORP | MPC | 1,000 000 | 63,000 00<br>58,419 90 | 63 00<br>58 42 | 1,400 00 | 2 22 |
| 718546104<br>PHILLIPS 66 | PSX | 1,500 000 | 79,650 00<br>39,741 22 | 53 10<br>26 49 | 1,500 00 | 1 88 |
| 780259206<br>ROYAL DUTCH SHELL PLC -ADR | RDS/A | 2,700 000 | 186,165 00<br>168,262 65 | 68 95<br>62 32 | 7,894 80 | 4 24 |
| 806857108<br>SCHLUMBERGER LTD | SLB | 2,700 000 | 187,106 22<br>119,541 46 | 69 30<br>44 27 | 2,970 00<br>742 50 | 1 59 |
| H5833N103<br>NOBLE CORP | NE | 1,200 000 | 41,784 00<br>41,927 88 | 34 82<br>34 94 | 650 40 | 1 56 |
| **** TOTAL ENERGY** | | **SUB- TOTAL** | **1,179,540.72<br>992,529.39** | | **31,675.20<br>742.50** | **2.69** |
| **FINANCIALS** | | | | | | |
| 354613101<br>FRANKLIN RES INC | BEN | 2,150 000 | 270,255 00<br>194,897 04 | 125 70<br>90 65 | 2,494 00 | 0 92 |
| 46625H100<br>JP MORGAN CHASE & CO | JPM | 3,000 000 | 131,907 30<br>135,870 00 | 43 97<br>45 29 | 3,600 00 | 2 73 |
| 637417106<br>NATIONAL RETAIL PROPERTIES INC<br>COMMON STOCK | NNN | 2,000 000 | 62,400 00<br>62,023 80 | 31 20<br>31 01 | 3,160 00 | 5 06 |
| 89417E109<br>TRAVELERS COS INC | TRV | 3,200 000 | 229,824 00<br>118,297 92 | 71 82<br>36 97 | 5,888 00 | 2 56 |
| 902973304<br>U S BANCORP | USB | 1,500 000 | 47,910 00<br>52,259 85 | 31 94<br>34 84 | 1,170.00<br>292 50 | 2 44 |
| 949746101<br>WELLS FARGO & CO | WFC | 4,500 000 | 153,810 00<br>128,408 40 | 34 18<br>28 54 | 3,960 00 | 2 57 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **FINANCIALS** | | | | | | |
| G3223R108<br>EVEREST RE GROUP LTD | RE | 500 000 | 54,975 00<br>54,715.25 | 109 95<br>109 43 | 960 00 | 1 75 |
| G6852T105<br>PARTNERRE LTD | PRE | 1,000 000 | 80,490 00<br>77,019 90 | 80 49<br>77 02 | 2,480 00 | 3 08 |
| H0023R105<br>ACE LIMITED | ACE | 2,500 000 | 199,500 00<br>156,220 75 | 79 80<br>62 49 | 4,900 00<br>1,225 00 | 2 46 |
| **** TOTAL FINANCIALS** | | **SUB-TOTAL** | **1,231,071.30<br>979,712.91** | | **28,612 00<br>1,517.50** | **2.32** |
| **HEALTH CARE** | | | | | | |
| 002824100<br>ABBOTT LABORATORIES | ABT | 750 000 | 49,125 00<br>53,377 43 | 65 50<br>71 17 | 420 00 | 0 85 |
| 031162100<br>AMGEN INC | AMGN | 600 000 | 51,720 00<br>51,689 16 | 86 20<br>86 15 | 1,128 00 | 2 18 |
| 110122108<br>BRISTOL-MYERS SQUIBB CO | BMY | 5,400 000 | 175,986 00<br>136,094 04 | 32 59<br>25 20 | 7,560 00 | 4 30 |
| 14149Y108<br>CARDINAL HEALTH INC | CAH | 3,500 000 | 144,130 00<br>136,795 40 | 41 18<br>39 08 | 3,850 00<br>962 50 | 2 67 |
| 375558103<br>GILEAD SCIENCES INC | GILD | 1,000 000 | 73,450 00<br>70,039 90 | 73 45<br>70 04 | | |
| 478160104<br>JOHNSON & JOHNSON | JNJ | 3,000 000 | 210,300 00<br>182,424 90 | 70 10<br>60 81 | 7,320 00 | 3 48 |
| 717081103<br>PFIZER INC | PFE | 8,500 000 | 213,174 05<br>147,363 60 | 25 08<br>17 34 | 8,160 00 | 3 83 |
| 942683103<br>WATSON PHARMACEUTICALS INC | WPI | 700 000 | 60,200 00<br>61,060 93 | 86.00<br>87 23 | | |
| **** TOTAL HEALTH CARE** | | **SUB-TOTAL** | **978,085.05<br>838,845.36** | | **28,438.00<br>962.50** | **2.91** |
| **INDUSTRIALS** | | | | | | |
| 149123101<br>CATERPILLAR INC | CAT | 700 000 | 62,725 95<br>59,828 93 | 89 61<br>85 47 | 1,456 00 | 2 32 |

**DECEMBER 01, 2012 TO DECEMBER 31, 2012**

**ACCOUNT NAME:** FLEMING FAMILY FOUNDATON
**ACCOUNT NUMBER:** 8215000239

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **INDUSTRIALS** | | | | | | |
| 291011104<br>EMERSON ELECTRIC CO | EMR | 2,900 000 | 153,584 00<br>125,822 01 | 52 96<br>43 39 | 4,756 00 | 3 10 |
| 438516106<br>HONEYWELL INTERNATIONAL INC | HON | 900 000 | 57,123 00<br>55,259 55 | 63 47<br>61.40 | 1,476 00 | 2 58 |
| 452308109<br>ILLINOIS TOOL WORKS | ITW | 2,250 000 | 136,822 50<br>108,945 00 | 60 81<br>48 42 | 3,420 00 | 2 50 |
| 88579Y101<br>3M COMPANY | MMM | 2,000 000 | 185,700 00<br>148,059 39 | 92 85<br>74 03 | 4,720 00 | 2 54 |
| 907818108<br>UNION PACIFIC CORP | UNP | 1,500 000 | 188,580 00<br>90,669 15 | 125 72<br>60 45 | 4,140 00<br>1,035 00 | 2 20 |
| 911312106<br>UNITED PARCEL SERVICE CL B | UPS | 750 000 | 55,297 50<br>55,087 43 | 73 73<br>73 45 | 1,710 00 | 3 09 |
| 913017109<br>UNITED TECHNOLOGIES CORP | UTX | 2,350 000 | 192,723 50<br>146,726 95 | 82 01<br>62 44 | 5,029 00 | 2 61 |
| **** TOTAL INDUSTRIALS** | | **SUB-TOTAL** | **1,032,556.45**<br>**790,398.41** | | **26,707.00**<br>**1,035.00** | **2.59** |
| **INFORMATION TECHNOLOGY** | | | | | | |
| 032654105<br>ANALOG DEVICES INC | ADI | 1,250 000 | 52,575 00<br>49,256 50 | 42 06<br>39 41 | 1,500 00 | 2 85 |
| 037833100<br>APPLE INC | AAPL | 900 000 | 478,955 61<br>174,929 73 | 532 17<br>194.37 | 9,540 00 | 1 99 |
| 111320107<br>BROADCOM CORP CL A | BRCM | 1,500 000 | 49,815 00<br>51,102 90 | 33 21<br>34 07 | 600 00 | 1 20 |
| 268648102<br>EMC CORP/MASS | EMC | 7,650 000 | 193,545 00<br>138,771 00 | 25 30<br>18 14 | | |
| 278642103<br>EBAY INC | EBAY | 1,250 000 | 63,747 13<br>59,875 00 | 51 00<br>47 90 | | |
| 337738108<br>FISERV INC | FISV | 2,250 000 | 177,817 50<br>110,968 87 | 79 03<br>49 32 | | |
| 38259P508<br>GOOGLE INC-CL A | GOOG | 450 000 | 318,321 00<br>201,055 20 | 707 38<br>446 79 | | |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/<br>TOTAL COST | MARKET PRICE/<br>COST PRICE | EST ANNUAL INCOME/<br>ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **INFORMATION TECHNOLOGY** | | | | | | |
| 459200101<br>IBM CORP | IBM | 1,250.000 | 239,437 50<br>151,151 12 | 191 55<br>120 92 | 4,250 00 | 1 77 |
| 482480100<br>KLA-TENCOR CORP | KLAC | 1,250 000 | 59,700 00<br>58,675 00 | 47 76<br>46 94 | 2,000 00 | 3 35 |
| 68389X105<br>ORACLE CORPORATION FORMERLY<br>ORACLE SYS CORP W/1 RT/SH | ORCL | 7,000 000 | 233,240 00<br>131,293 00 | 33 32<br>18 76 | 1,680 00 | 0 72 |
| 747525103<br>QUALCOMM INC W 1 RT P/S EXP<br>9/25/2015 | QCOM | 5,000 000 | 309,298 00<br>212,872 51 | 61 86<br>42 57 | 5,000 00 | 1 62 |
| 882508104<br>TEXAS INSTRUMENTS INC | TXN | 5,400.000 | 166,806 00<br>139,972 32 | 30 89<br>25 92 | 4,536 00 | 2 72 |
| G1151C101<br>ACCENTURE PLC CL A | ACN | 2,000 000 | 133,000 00<br>107,060 00 | 66 50<br>53 53 | 3,240 00 | 2 44 |
| M22465104<br>CHECK POINT SOFTWARE TECH | CHKP | 3,000 000 | 142,920 00<br>141,710 10 | 47 64<br>47 24 | | |
| **** TOTAL INFORMATION TECHNOLOGY** | | **SUB-TOTAL** | **2,619,177.74<br>1,728,693.25** | | **32,346.00<br>0.00** | **1.23** |
| **MATERIALS** | | | | | | |
| 263534109<br>DU PONT E I DE NEMOURS & CO | DD | 1,000 000 | 44,978 50<br>50,385 00 | 44 98<br>50 39 | 1,720 00 | 3 82 |
| 277432100<br>EASTMAN CHEMICAL CO | EMN | 1,200 000 | 81,660 00<br>68,944 92 | 68 05<br>57 45 | 1,440 00 | 1.76 |
| 35671D857<br>FREEPORT-MCMORAN C & G W/1 RT/SH | FCX | 2,900 000 | 99,180.00<br>100,146 57 | 34 20<br>34 53 | 3,625 00 | 3 65 |
| 460146103<br>INTERNATIONAL PAPER CO | IP | 4,500 000 | 179,280 00<br>97,353 00 | 39 84<br>21 63 | 5,400 00 | 3.01 |
| 61166W101<br>MONSANTO CO | MON | 600 000 | 56,790 00<br>54,935 94 | 94 65<br>91 56 | 900 00 | 1.58 |
| 74005P104<br>PRAXAIR INC | PX | 550 000 | 60,197.50<br>58,157 00 | 109 45<br>105 74 | 1,210 00 | 2 01 |
| **** TOTAL MATERIALS** | | **SUB-TOTAL** | **522,086.00<br>429,922.43** | | **14,295.00<br>0.00** | **2.74** |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **TELECOMMUNICATION SERVICES** | | | | | | |
| 00206R102<br>AT&T INC | T | 6,300 000 | 212,373 00<br>177,584 50 | 33 71<br>28 19 | 11,340 00 | 5 34 |
| 156700106<br>CENTURYLINK INC | CTL | 1,300 000 | 50,856 00<br>51,636 00 | 39 12<br>39 72 | 3,770 00 | 7 41 |
| 92343V104<br>VERIZON COMMUNICATIONS | VZ | 4,250 000 | 183,897 50<br>117,115 81 | 43 27<br>27 56 | 8,755 00 | 4 76 |
| **** TOTAL TELECOMMUNICATION SERVICES** | | **SUB-TOTAL** | **447,126.50<br>346,336.31** | | **23,865.00<br>0.00** | **5.34** |
| **UTILITIES** | | | | | | |
| 65339F101<br>NEXTERA ENERGY INC | NEE | 650 000 | 44,973 50<br>45,974 44 | 69 19<br>70 73 | 1,560 00 | 3 47 |
| 748356102<br>QUESTAR CORP | STR | 2,500 000 | 49,400 00<br>50,929 00 | 19 76<br>20 37 | 1,700 00 | 3 44 |
| 816851109<br>SEMPRA ENERGY | SRE | 700 000 | 49,658 00<br>46,829 86 | 70 94<br>66 90 | 1,680 00<br>420 00 | 3 38 |
| **** TOTAL UTILITIES** | | **SUB-TOTAL** | **144,031.50<br>143,733.30** | | **4,940.00<br>420.00** | **3.43** |
| *** TOTAL EQUITY INVESTMENTS** | | | **10,481,837.26<br>7,829,554.95** | | **250,171.20<br>10,066.25** | **2.39** |
| **MUTUAL FUNDS** | | | | | | |
| **MUTUAL FUNDS-FIXED INCOME** | | | | | | |
| 464288687<br>ISHARES S&P US PREFERRED STOCK INDEX | PFF | 12,500 000 | 495,250 00<br>498,125 00 | 39 62<br>39 85 | 29,787 50<br>3,246 26 | 6 01 |
| 607999109<br>HUNTINGTON FIXED INCOME SECURITIES FUND I | HFIF1 | 25,000 000 | 567,750 00<br>548,000 00 | 22 71<br>21 92 | 16,940 00<br>1,411 67 | 2 98 |
| 693390304<br>PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS | PTLDX | 56,553 288 | 594,375 06<br>584,225 77 | 10 51<br>10 33 | 15,212 83<br>1,267 74 | 2 56 |
| 693390700<br>PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS | PTTRX | 12,736 098 | 143,153 74<br>138,545 15 | 11 24<br>10 88 | 4,635 94<br>386 33 | 3 24 |
| 880208103<br>FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A | TPINX | 24,222 028 | 324,090 73<br>312,899 86 | 13 38<br>12 92 | 13,564 34 | 4 19 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **MUTUAL FUNDS-FIXED INCOME** | | | | | | |
| 922031810<br>VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND - ADMIRAL SHARES | VFIDX | 25,536 261 | 263,534 21<br>250,000 00 | 10 32<br>9 79 | 9,703 78<br>808 65 | 3 68 |
| ** **TOTAL MUTUAL FUNDS-FIXED INCOME** | | **SUB-TOTAL** | **2,388,153.74**<br>**2,331,795.78** | | **89,844.39**<br>**7,120.65** | **3.76** |
| **MUTUAL FUNDS-EQUITY** | | | | | | |
| 277902698<br>EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I | EISMX | 26,316 583 | 480,540 81<br>368,228 81 | 18 26<br>13 99 | | |
| 444993109<br>HUNTINGTON MID CORP AMERICA FUND I | HCAF1 | 11,762 296 | 161,143 46<br>157,144 28 | 13 70<br>13 36 | 1,397 36<br>116 45 | 0 87 |
| 444998108<br>HUNTINGTON INTERNATIONAL EQUITY FUND I | HIF1 | 67,352 085 | 763,772 64<br>751,636 39 | 11 34<br>11 16 | 20,367 27<br>1,697 27 | 2 67 |
| 44632P934<br>HUNTINGTON DISCIPLINED EQUITY FD TR III | HDE3 | 71,888 331 | 704,505 64<br>640,124 26 | 9 80<br>8 90 | 7,045 06 | 1 00 |
| 446990103<br>HUNTINGTON SITUS FUND I | HSSF1 | 24,143 109 | 565,914 47<br>461,388 15 | 23 44<br>19 11 | 5,210 08<br>434 17 | 0 92 |
| 464287234<br>ISHARES MSCI EMERGING MARKETS INDEX FUND | EEM | 4,960 000 | 219,976 00<br>189,291 46 | 44 35<br>38 16 | 3,695 20<br>70 60 | 1 68 |
| 464287473<br>ISHARES RUSSELL MIDCAP VALUE INDEX FUND | IWS | 7,000 000 | 351,680 00<br>188,927 90 | 50 24<br>26 99 | 7,357 00 | 2 09 |
| 464287481<br>ISHARES RUSSELL MIDCAP GROWTH INDEX FUND | IWP | 8,500 000 | 533,800 00<br>280,989 60 | 62 80<br>33 06 | 7,021 00 | 1.32 |
| 464287499<br>ISHARES RUSSELL MIDCAP INDEX FUND | IWR | 3,000 000 | 339,300 00<br>180,247 21 | 113 10<br>60 08 | 6,156 00 | 1 81 |
| 464287630<br>ISHARES RUSSELL 2000 VALUE INDEX FUND | IWN | 4,235 000 | 319,784 85<br>207,279 63 | 75 51<br>48 94 | 8,004 15 | 2 50 |
| 464287648<br>ISHARES RUSSELL 2000 GROWTH INDEX FUND | IWO | 3,703 000 | 352,932 93<br>208,067 62 | 95 31<br>56.19 | 5,165 69 | 1 46 |
| 885215566<br>THORNBURG INTERNATIONAL VALUE - I SHARES | TGVIX | 35,000 000 | 983,150 00<br>964,100 00 | 28 09<br>27 55 | 13,825 00 | 1 41 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **MUTUAL FUNDS-EQUITY** | | | | | | |
| 922042858<br>VANGUARD MSCI EMERGING MARKETS ETF | VWO | 4,820 000 | 214,634 60<br>183,024 08 | 44 53<br>37 97 | 4,699 50 | 2 19 |
| 922908553<br>VANGUARD REIT FUND | VNQ | 5,000 000 | 329,000 00<br>250,150 00 | 65 80<br>50 03 | 11,715 00 | 3 56 |
| **** TOTAL MUTUAL FUNDS-EQUITY** | | **SUB-TOTAL** | 6,320,135.40<br>5,030,599.39 | | 101,658.31<br>2,318.49 | 1.61 |
| *** TOTAL MUTUAL FUNDS** | | | 8,708,289.14<br>7,362,395.17 | | 191,502.70<br>9,439.14 | 2.20 |
| **REAL ESTATE** | | | | | | |
| **MINERAL AND ROYALTY INTERESTS** | | | | | | |
| OG0000827<br>OIL & GAS INTEREST OZ GAS LTD TRIUMP TWP WARREN CTY | | 1 000 | 1 00<br>1 00 | <br>1 00 | | |
| OG0000835<br>OIL & GAS INTEREST BELDEN & BLAKE CORP DEERFIELD TWP WARREN CTY | | 1 000 | 1 00<br>1 00 | <br>1 00 | | |
| **** TOTAL MINERAL AND ROYALTY INTERESTS** | | **SUB-TOTAL** | 2.00<br>2.00 | | 0.00<br>0.00 | 0.00 |
| **MISCELLANEOUS** | | | | | | |
| OG0000595<br>OIL & GAS INTEREST 50% INTERST IN 100 ACRES OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306 | | 1 000 | 1 00<br>0 99 | 1 00<br>0 99 | | |
| OG0000603<br>OIL & GAS INTEREST 50% INTEREST 145 125 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305 | | 1 000 | 1 00<br>0 99 | 1 00<br>0 99 | | |
| OG0000611<br>OIL & GAS INTEREST 50% INTEREST 306 544 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305 | | 1 000 | 1 00<br>0 99 | 1 00<br>0 99 | | |
| OG0000629<br>OIL & GAS INTEREST 50% INTEREST IN 477 OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306 | | 1 000 | 1 00<br>0 99 | 1 00<br>0 99 | | |
| **** TOTAL MISCELLANEOUS** | | **SUB-TOTAL** | 4.00<br>3.96 | | 0.00<br>0.00 | 0 00 |
| *** TOTAL REAL ESTATE** | | | 6.00<br>5.96 | | 0.00<br>0.00 | 0.00 |

## PORTFOLIO DETAIL ( CONTINUED )

| DESCRIPTION | TICKER | SHARES | TOTAL MARKET/ TOTAL COST | MARKET PRICE/ COST PRICE | EST ANNUAL INCOME/ ACCRUED INC | CURRENT YIELD |
|---|---|---|---|---|---|---|
| **CASH** | | | | | | |
| CASH | | | 24,750 36 | | | |
| | | | 24,750 36 | | | |
| *** TOTAL CASH** | | | 24,750.36 | | 0.00 | 0.00 |
| | | | 24,750.36 | | 0 00 | |
| **GRAND TOTAL ASSETS** | | | 19,666,989.88 | | 441,945 17 | 2.25 |
| | | | 15,668,813.56 | | 19,527 99 | |

HUNTINGTON NATIONAL BANK
310 GRANT STREET, 4TH FLOOR
PITTSBURGH, PA 15219

# Huntington Wealth Advisors

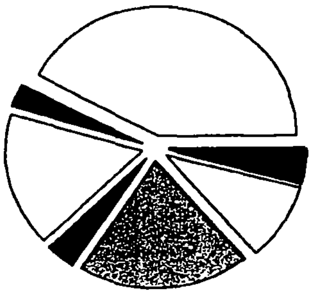
Statement Period: Dec 01, 2012 Through Dec 31, 2012

MOLLY MCKINNEY FLEMING
170 LAKE DRIVE
PALM BEACH SHORES, FL 33404

| | |
|---|---|
| Account Name: | **FLEMING FAMILY FOUNDATION SUB DATED 1/9/2008, HUNTINGTON** |
| Account Number: | **8215000248** |
| Your Relationship Manager Is: | **LYNETTE PEDENSKY** |
| Phone: | **866-398-5072** |

## Asset Allocation Summary

| **Market Value As Of** | **12/01/2012** | **12/31/2012** | **% Of Account** |
|---|---|---|---|
| ■ **CASH** | 0. 00 | 10, 852. 26 | 0. 1% |
| □ **EQUITIES** | 3, 415, 000. 75 | 3, 404, 694. 50 | 42. 4% |
| ■ **FIXED INCOME** | 223, 192. 00 | 223, 882. 00 | 2. 8% |
| □ **HUNTINGTON FUNDS - EQUITY** | 1, 394, 096. 39 | 1, 365, 835 31 | 17. 0% |
| ■ **HUNTINGTON FUNDS - FIXED** | 288, 125. 00 | 283, 875. 00 | 3. 5% |
| ▨ **MUTUAL FUNDS - EQUITY** | 1, 596, 244. 63 | 1, 631, 502 75 | 20. 3% |
| □ **MUTUAL FUNDS - FIXED** | 768, 492 26 | 770, 526. 02 | 9. 6% |
| ■ **SHORT TERM INVESTMENTS** | 277, 321 55 | 347, 457 75 | 4. 3% |
| **Total** | 7, 962, 472. 58 | 8, 038, 625. 59 | 100. 0% |



## Account Summary

| | **This Period** | **Year To Date** |
|---|---|---|
| **Beginning Market Value** | 7,962,472.58 | 7,064,211.53 |
| Dividends | 97,317.42 | 225,311.58 |
| Sales | 0.00 | 269,942 38 |
| Purchases | 12,547.90- | 792,718.70- |
| Deposits | 0 00 | 251.76 |
| Miscellaneous | 73,917.26- | 304,763.61 |
| Unrealized Gains / Losses | 65,300.75 | 966,863.43 |
| **Ending Market Value** | 8,038,625.59 | 8,038,625.59 |

### Realized Capital Gains / Losses

| | **This Period** | **Year To Date** |
|---|---|---|
| Long Term | 45,156 21 | 70,431 56 |
| Short Term | 7,630.90 | 7,630 90 |
| **Total Gains / Losses** | 52,787.11 | 78,062.46 |

## Portfolio Detail

| Description | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|
| **Short Term Investments** | | | | |
| HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT | 347,457 75<br>347,457 75 | 1 00<br>1 00 | 208 48 | 0 06 |
| *** Total Short Term Investments** | **347,457.75**<br>**347,457.75** | | **208.48** | **0.06** |

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Huntington Funds - Equity** | | | | | | |
| HUNTINGTON MID CORP AMERICA FUND I | HCAFI | 15,000.000 | 205,500.00<br>217,912 50 | 13 70<br>14.53 | 1,782 00 | 0 87 |
| HUNTINGTON DIVIDEND CAPTURE FUND I | HDCFI | 25,000 000 | 237,250.00<br>220,000.00 | 9 49<br>8 80 | 11,230 00 | 4 73 |
| HUNTINGTON INTERNATIONAL EQUITY FUND I | HIFI | 26,500.000 | 300,510.00<br>299,805.00 | 11 34<br>11 31 | 8,013 60 | 2 67 |
| HUNTINGTON DISCIPLINED EQUITY FD TR III | HDE3 | 27,650.542 | 270,975 31<br>249,819 72 | 9.80<br>9 03 | 2,709 75 | 1 00 |
| HUNTINGTON SITUS FUND I | HSSFI | 15,000 000 | 351,600 00<br>280,710 01 | 23 44<br>18 71 | 3,237 00 | 0 92 |
| *** Total Huntington Funds - Equity** | | | **1,365,835.31**<br>**1,268,247.23** | | **26,972.35** | **1.97** |

| Description | Rating | Par Value | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Yield Current/ Maturity |
|---|---|---|---|---|---|---|
| **Huntington Funds - Fixed** | | | | | | |
| HUNTINGTON FIXED INCOME SECURITIES FUND I | | 12,500 000 | 283,875.00<br>271,625.00 | 22 71<br>21.73 | 8,470 00 | 2 98 |
| *** Total Huntington Funds - Fixed** | | | **283,875.00**<br>**271,625.00** | | **8,470.00** | **2.98** |

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Mutual Funds - Equity** | | | | | | |
| FIDELITY ADVISOR NEW INSIGHTS FUND - CLASS I | FINSX | 10,000 000 | 230,200 00<br>209,900 00 | 23 02<br>20 99 | 210 00 | 0 09 |
| ISHARES MSCI EMERGING MARKETS INDEX FUND | EEM | 2,575 000 | 114,201 25<br>98,926.95 | 44 35<br>38 42 | 1,918 38 | 1 68 |
| ISHARES MSCI EAFE INDEX FUND | EFA | 725 000 | 41,223.50<br>39,367.50 | 56.86<br>54 30 | 1,275 28 | 3 09 |

## Portfolio Detail ( Continued )

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Mutual Funds - Equity** | | | | | | |
| ISHARES CORE S&P MID-CAP ETF | IJH | 3,300.000 | 335,610 00<br>243,161.71 | 101 70<br>73 69 | 4,788 30 | 1 43 |
| ISHARES CORE S&P SMALL-CAP ETF | IJR | 4,000 000 | 312,400 00<br>222,776.30 | 78 10<br>55 69 | 5,172 00 | 1 66 |
| OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y | ODVYX | 2,350 000 | 81,968.00<br>64,789.50 | 34.88<br>27 57 | 585 15 | 0 71 |
| RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I | SMVTX | 6,000 000 | 70,500.00<br>76,140 00 | 11 75<br>12 69 | 1,014 00 | 1 44 |
| THORNBURG INTERNATIONAL VALUE - I SHARES | TGVIX | 10,000.000 | 280,900 00<br>268,007 50 | 28.09<br>26.80 | 3,950 00 | 1 41 |
| VANGUARD REIT FUND | VNQ | 2,500 000 | 164,500.00<br>122,515 00 | 65.80<br>49.01 | 5,857 50 | 3 56 |
| *** Total Mutual Funds - Equity** | | | **1,631,502.75**<br>**1,345,584.46** | | **24,770.61** | **1.52** |

| Description | Rating | Par Value | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Yield Current/ Maturity |
|---|---|---|---|---|---|---|
| **Mutual Funds - Fixed** | | | | | | |
| ISHARES S&P US PREFERRED STOCK INDEX | | 5,000.000 | 198,100 00<br>196,089 10 | 39.62<br>39.22 | 11,915 00 | 6 01 |
| PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS | | 20,018.953 | 225,013 03<br>218,112 74 | 11.24<br>10 90 | 7,286 90 | 3 24 |
| SPDR BARCLAYS HIGH YIELD BOND ETF | | 5,000 000 | 203,550 00<br>196,267 60 | 40 71<br>39 25 | 13,740 00 | 6.75 |
| FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A | | 10,752.092 | 143,862 99<br>139,757 08 | 13 38<br>13.00 | 6,021 17 | 4 19 |
| *** Total Mutual Funds - Fixed** | | | **770,526.02**<br>**750,226.52** | | **38,963.07** | **5.06** |

| Description | Rating | Par Value | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Yield Current/ Maturity |
|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | |
| BARCLAYS BK PLC ZCPN 03/05/2013 | NR | 230,000 000 | 223,882 00<br>234,140 00 | 97 34<br>101 80 | 878 04- | 0 39- |
| *** Total Fixed Income** | | | **223,882.00**<br>**234,140.00** | | **878.04-** | **0.39-** |

## Portfolio Detail ( Continued )

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Equities** | | | | | | |
| AT&T INC | T | 2,000 000 | 67,420 00<br>59,544 00 | 33 71<br>29 77 | 3,600 00 | 5 34 |
| ABBOTT LABORATORIES | ABT | 300 000 | 19,650.00<br>21,428.97 | 65 50<br>71 43 | 168 00 | 0 85 |
| AMERICAN EXPRESS | AXP | 900 000 | 51,732.00<br>38,443.59 | 57 48<br>42 72 | 720 00 | 1 39 |
| ANALOG DEVICES INC | ADI | 600 000 | 25,236 00<br>23,699.70 | 42 06<br>39.50 | 720 00 | 2 85 |
| APPLE INC | AAPL | 350 000 | 186,260 52<br>64,888 30 | 532 17<br>185 40 | 3,710 00 | 1 99 |
| BRISTOL-MYERS SQUIBB CO | BMY | 2,200 000 | 71,698.00<br>52,642 92 | 32 59<br>23 93 | 3,080 00 | 4 30 |
| BROADCOM CORP CL A | BRCM | 600.000 | 19,926 00<br>20,478.00 | 33.21<br>34 13 | 240 00 | 1 20 |
| CARDINAL HEALTH INC | CAH | 300 000 | 12,354 00<br>12,299 97 | 41 18<br>41 00 | 330 00 | 2 67 |
| CATERPILLAR INC | CAT | 200.000 | 17,921 70<br>17,125 90 | 89 61<br>85 63 | 416 00 | 2 32 |
| CENTURYLINK INC | CTL | 1,000.000 | 39,120.00<br>35,189 00 | 39.12<br>35 19 | 2,900 00 | 7 41 |
| CHEVRON CORPORATION | CVX | 575.000 | 62,180 50<br>45,419.19 | 108 14<br>78 99 | 2,070 00 | 3 33 |
| CHURCH & DWIGHT CO INC W/1 RT/SH | CHD | 500 000 | 26,785.00<br>27,466 90 | 53 57<br>54 93 | 480 00 | 1 79 |
| COACH INC W/1 RT/SH | COH | 300.000 | 16,653.00<br>16,961.85 | 55 51<br>56 54 | 360 00 | 2 16 |
| COCA COLA CO | KO | 2,000 000 | 72,500 00<br>65,600 00 | 36 25<br>32 80 | 2,040 00 | 2 81 |
| COLGATE PALMOLIVE | CL | 500 000 | 52,270.00<br>38,240.00 | 104 54<br>76 48 | 1,240 00 | 2 37 |
| COMCAST CORP CL A | CMCSA | 2,250 000 | 84,060.00<br>36,967.50 | 37.36<br>16 43 | 1,462 50 | 1 74 |
| CONOCOPHILLIPS | COP | 300 000 | 17,397.00<br>17,261.85 | 57.99<br>57 54 | 792 00 | 4 55 |
| DEERE & CO W/1 RT/SH | DE | 200.000 | 17,284 00<br>16,561.98 | 86 42<br>82.81 | 368 00 | 2 13 |
| DOW CHEMICAL | DOW | 600.000 | 19,397 64<br>17,441 70 | 32.33<br>29.07 | 768 00 | 3 96 |
| DU PONT E I DE NEMOURS & CO | DD | 300.000 | 13,493.55<br>15,125.97 | 44 98<br>50 42 | 516 00 | 3 82 |

## Portfolio Detail ( Continued )

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Equities** | | | | | | |
| EMC CORP/MASS | EMC | 2,100 000 | 53,130.00<br>37,505.79 | 25 30<br>17 86 | | |
| EASTMAN CHEMICAL CO | EMN | 300 000 | 20,415.00<br>17,108 97 | 68 05<br>57 03 | 360 00 | 1.76 |
| EBAY INC | EBAY | 700.000 | 35,698 39<br>33,508.93 | 51 00<br>47.87 | | |
| EMERSON ELECTRIC CO | EMR | 800 000 | 42,368 00<br>35,291 60 | 52 96<br>44 11 | 1,312 00 | 3 10 |
| EXPRESS SCRIPTS HOLDING CO | ESRX | 648 000 | 34,992 00<br>32,878 46 | 54 00<br>50 74 | | |
| EXXON MOBIL CORP | XOM | 600 000 | 51,930 00<br>41,165 34 | 86 55<br>68.61 | 1,368 00 | 2 63 |
| FRANKLIN RES INC | BEN | 750 000 | 94,275 00<br>68,449.23 | 125 70<br>91.27 | 870 00 | 0 92 |
| FREEPORT-MCMORAN C & G W/I RT/SH | FCX | 1,000.000 | 34,200 00<br>33,638 19 | 34 20<br>33 64 | 1,250 00 | 3 65 |
| GENERAL DYNAMICS CORP | GD | 550.000 | 38,098 50<br>38,279 73 | 69 27<br>69.60 | 1,122 00 | 2 94 |
| GILEAD SCIENCES INC | GILD | 300 000 | 22,035 00<br>20,945 97 | 73 45<br>69 82 | | |
| GOOGLE INC-CL A | GOOG | 160 000 | 113,180 80<br>64,312 88 | 707 38<br>401 96 | | |
| HEINZ H J CO | HNZ | 500.000 | 28,840 00<br>28,564 95 | 57 68<br>57 13 | 1,030 00 | 3 57 |
| HOME DEPOT INC | HD | 2,000 000 | 123,700 00<br>48,613 18 | 61 85<br>24 31 | 2,320 00 | 1 88 |
| HONEYWELL INTERNATIONAL INC | HON | 200 000 | 12,694 00<br>12,273 98 | 63 47<br>61.37 | 328 00 | 2 58 |
| ILLINOIS TOOL WORKS | ITW | 800 000 | 48,648.00<br>38,143 20 | 60 81<br>47 68 | 1,216 00 | 2.50 |
| INTEL CORP | INTC | 800 000 | 16,496 00<br>18,046 80 | 20 62<br>22 56 | 720 00 | 4 36 |
| IBM CORP | IBM | 625 000 | 119,718 75<br>78,113 23 | 191 55<br>124 98 | 2,125 00 | 1.77 |
| INTERNATIONAL PAPER CO | IP | 1,500 000 | 59,760 00<br>32,593 65 | 39 84<br>21 73 | 1,800 00 | 3 01 |
| JP MORGAN CHASE & CO | JPM | 800 000 | 35,175 28<br>35,031 20 | 43 97<br>43 79 | 960 00 | 2 73 |
| JOHNSON & JOHNSON | JNJ | 1,000 000 | 70,100 00<br>60,728.20 | 70 10<br>60 73 | 2,440 00 | 3.48 |

## Portfolio Detail ( Continued )

| Description | Ticker | Shares | Total Market/ Total Cost | Market Price/ Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Equities** | | | | | | |
| JOHNSON CTLS INC | JCI | 700.000 | 21,469.00<br>19,312 93 | 30 67<br>27.59 | 532 00 | 2 48 |
| MARATHON OIL CORP | MRO | 1,000 000 | 30,660 00<br>29,519 90 | 30 66<br>29 52 | 680 00 | 2 22 |
| NEXTERA ENERGY INC | NEE | 300 000 | 20,757.00<br>21,215 85 | 69 19<br>70 72 | 720 00 | 3 47 |
| NIKE INC CL B | NKE | 2,000 000 | 103,200.00<br>55,790 96 | 51.60<br>27 90 | 840 00 | 0 81 |
| ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/I RT/SH | ORCL | 3,600 000 | 119,952 00<br>69,827 60 | 33.32<br>19.40 | 864 00 | 0 72 |
| PARKER HANNIFIN CORP | PH | 600 000 | 51,036 00<br>36,724 80 | 85.06<br>61.21 | 984 00 | 1 93 |
| PEPSICO INC | PEP | 700.000 | 47,901 00<br>47,894.00 | 68 43<br>68.42 | 1,505 00 | 3 14 |
| PFIZER INC | PFE | 2,900.000 | 72,729 97<br>50,276 10 | 25 08<br>17 34 | 2,784 00 | 3 83 |
| PHILIP MORRIS INTL INC | PM | 600 000 | 50,184.00<br>25,930 05 | 83 64<br>43 22 | 2,040 00 | 4 07 |
| PRAXAIR INC | PX | 200 000 | 21,890 00<br>21,172.00 | 109 45<br>105 86 | 440 00 | 2 01 |
| PROCTER & GAMBLE CO | PG | 650 000 | 44,128 50<br>37,757.53 | 67 89<br>58 09 | 1,461.20 | 3 31 |
| QUALCOMM INC W I RT P/S EXP 9/25/2015 | QCOM | 500 000 | 30,929 80<br>30,924.95 | 61 86<br>61 85 | 500.00 | 1 62 |
| QUESTAR CORP | STR | 800 000 | 15,808.00<br>16,319.60 | 19 76<br>20 40 | 544 00 | 3.44 |
| SCHLUMBERGER LTD | SLB | 1,000 000 | 69,298 60<br>43,680 16 | 69.30<br>43 68 | 1,100 00 | 1 59 |
| SEMPRA ENERGY | SRE | 300 000 | 21,282 00<br>20,084.97 | 70.94<br>66.95 | 720 00 | 3.38 |
| TARGET CORP | TGT | 1,200 000 | 71,004 00<br>37,659 00 | 59.17<br>31.38 | 1,728 00 | 2 43 |
| 3M COMPANY | MMM | 650.000 | 60,352 50<br>48,080 50 | 92 85<br>73.97 | 1,534 00 | 2.54 |
| TRAVELERS COS INC | TRV | 1,600.000 | 114,912 00<br>63,836 10 | 71 82<br>39.90 | 2,944 00 | 2.56 |
| U S BANCORP | USB | 500 000 | 15,970 00<br>17,454 75 | 31.94<br>34.91 | 390 00 | 2 44 |
| UNION PACIFIC CORP | UNP | 550.000 | 69,146 00<br>32,637.00 | 125 72<br>59.34 | 1,518 00 | 2 20 |

## Portfolio Detail ( Continued )

| Description | Ticker | Shares | Total Market/<br>Total Cost | Market Price/<br>Cost Price | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|
| **Equities** | | | | | | |
| UNITED PARCEL SERVICE CL B | UPS | 250 000 | 18,432.50<br>18,434 98 | 73 73<br>73 74 | 570 00 | 3 09 |
| UNITED TECHNOLOGIES CORP | UTX | 800 000 | 65,608 00<br>49,191 12 | 82.01<br>61.49 | 1,712 00 | 2 61 |
| UNITEDHEALTH GROUP INC | UNH | 300.000 | 16,272 00<br>17,279 85 | 54 24<br>57 60 | 255 00 | 1 57 |
| V F CORP W/1 RT/SH | VFC | 200.000 | 30,194 00<br>32,363 22 | 150 97<br>161 82 | 696 00 | 2 31 |
| VALERO ENERGY CORP | VLO | 2,200 000 | 75,064 00<br>41,799.78 | 34.12<br>19.00 | 1,540 00 | 2 05 |
| VERIZON COMMUNICATIONS | VZ | 400 000 | 17,308 00<br>18,695 96 | 43.27<br>46 74 | 824 00 | 4 76 |
| WATSON PHARMACEUTICALS INC | WPI | 300.000 | 25,800 00<br>26,261.97 | 86.00<br>87.54 | | |
| WELLS FARGO & CO | WFC | 1,400 000 | 47,852 00<br>39,508.87 | 34 18<br>28.22 | 1,232 00 | 2 57 |
| WHOLE FOODS MARKET INC | WFM | 200 000 | 18,232 00<br>19,923 92 | 91.16<br>99 62 | 160 00 | 0 88 |
| ACCENTURE PLC CL A | ACN | 500 000 | 33,250 00<br>35,434.85 | 66 50<br>70.87 | 810 00 | 2 44 |
| ACE LIMITED | ACE | 300.000 | 23,940 00<br>23,426 79 | 79.80<br>78.09 | 588 00 | 2 46 |
| NOBLE CORP | NE | 900.000 | 31,338 00<br>31,553 91 | 34 82<br>35 06 | 487 80 | 1 56 |
| *** Total Equities** | | | **3,404,694.50<br>2,497,954.74** | | **77,904.50** | **2.29** |
| **Cash** | | | | | | |
| CASH | | | 10,852.26<br>10,852 26 | | | |
| *** Total Cash** | | | **10,852.26<br>10,852.26** | | **0.00** | **0.00** |
| **Grand Total Assets** | | | **8,038,625.59<br>6,726,087.96** | | **176,410.97** | **2.19** |