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 , **and ending**

Name of foundation
JOSEPH F. FLEMING CHARITABLE TRUST
C/O SOY CAPITAL BANK & TRUST CO

A Employer identification number 37-6222186

Number and street (or P O box number if mail is not delivered to street address): 2306 E WASHINGTON ST | Room/suite

B Telephone number: 309-664-6789

City or town, state, and ZIP code: BLOOMINGTON, IL 61704-4407

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 5,749,084.

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
	4 Dividends and interest from securities	81,711.	81,711.		STATEMENT 2
	5a Gross rents	67,193.	67,193.		STATEMENT 3
	b Net rental income or (loss) 49,752.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	24,313.			
	b Gross sales price for all assets on line 6a 470,437.				
	7 Capital gain net income (from Part IV, line 2)		24,313.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	83,940.	83,940.		STATEMENT 5
	12 **Total** Add lines 1 through 11	257,176.	257,176.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,545.	37,545.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 6	3,150.	3,150.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	3,920.	972.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	17,657.	17,657.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	62,272.	59,324.		0.
	25 Contributions, gifts, grants paid	193,033.			193,033.
	26 **Total expenses and disbursements** Add lines 24 and 25	255,305.	59,324.		193,033.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,871.			
	b **Net investment income** (if negative, enter -0-)		197,852.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	128,497.	131,246.	134,218.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ 766,650.			
	Less accumulated depreciation ▶	766,650.	766,650.	1,687,856.
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	2,258,470.	2,257,592.	3,927,010.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,153,617.	3,155,488.	5,749,084.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,153,617.	3,155,488.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	3,153,617.	3,155,488.	
	31 Total liabilities and net assets/fund balances	3,153,617.	3,155,488.	

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	3,153,617.
2	Enter amount from Part I, line 27a	2	1,871.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,155,488.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,155,488.

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	SEE ATTACHED STATEMENT	P	VARIOUS	12/31/12
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	470,437.		446,124.	24,313.
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				24,313.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 24,313.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	179,067.	5,365,122.	.033376
2010	218,716.	5,258,604.	.041592
2009	183,739.	5,148,064.	.035691
2008	339,595.	5,292,333.	.064167
2007	301,867.	5,362,805.	.056289

2 Total of line 1, column (d)	2	.231115
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	.046223
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,574,131.
5 Multiply line 4 by line 3	5	257,653.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,979.
7 Add lines 5 and 6	7	259,632.
8 Enter qualifying distributions from Part XII, line 4	8	193,033.

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. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,957.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,957.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,957.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,520.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,520.
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	437.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**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 definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ IL,OK			
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

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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SOY CAPITAL BANK & TRUST CO Telephone no. ▶ 309-664-6789
Located at ▶ 2306 E WASHINGTON ST, BLOOMINGTON, IL ZIP+4 ▶ 61704-4407

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

			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

			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
If "Yes," list the years ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
▶ ____, ____, ____, ____

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

			Yes	No
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SOY CAPITAL BANK & TRUST CO 2306 E WASHINGTON ST BLOOMINGTON, IL 61704-4407	TRUSTEE 1.00	37,545.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO PROVIDE SCHOLARSHIPS TO THE LISTED UNIVERSITIES FOR THE PURPOSE OF STUDYING THE FIELD OF AGRICULTURE.	166,232.
2 TO PROVIDE GENERAL FUNDING TO THE UNIVERSITIES FOR UNRESTRICTED USE.	26,801.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	2,502,826.
b	Average of monthly cash balances	1b	129,871.
c	Fair market value of all other assets	1c	3,026,319.
d	**Total** (add lines 1a, b, and c)	1d	5,659,016.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,659,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	84,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,574,131.
6	**Minimum investment return** Enter 5% of line 5	6	278,707.

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	278,707.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,957.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,957.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	274,750.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	274,750.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	274,750.

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	193,033.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	193,033.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	193,033.

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

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				274,750.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 80,971.				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	80,971.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 193,033.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				193,033.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	80,971.			80,971.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				746.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
IOWA STATE UNIVERSITY (1172)	NONE	EXEMPT	SCHOLARSHIPS	22,750.
IOWA STATE UNIVERSITY (1400)	NONE	EXEMPT	UNRESTRICTED USE	6,183.
OKLAHOMA STATE UNIVERSITY (1187)	NONE	EXEMPT	SCHOLARSHIPS	115,378.
OKLAHOMA STATE UNIVERSITY (1411)	NONE	EXEMPT	UNRESTRICTED USE	8,059.
UNIVERSITY OF ARKANSAS (1174)	NONE	EXEMPT	SCHOLARSHIPS	5,854.
Total SEE CONTINUATION SHEET(S)			▶ 3a	193,033.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	19.	
4 Dividends and interest from securities			14	81,711.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	49,752.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	83,940.	
8 Gain or (loss) from sales of assets other than inventory			18	24,313.	
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)		0.		239,735.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 239,735.

(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).

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
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

By: [signature] 5-10-13 VICE PRESIDENT & TRUST OFFICER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
SAMUEL CIGELNIK	[signature]	5/9/13		P00324762
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 301 SW ADAMS STE 900, BOX 1835 PEORIA, IL 61656-1835			Phone no. (309) 671-4500	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF ARKANSAS (1410)	NONE	EXEMPT	UNRESTRICTED USE	6,236.
UNIVERSITY OF ILLINOIS (1170)	NONE	EXEMPT	SCHOLARSHIPS	22,250.
UNIVERSITY OF ILLINOIS (1171)	NONE	EXEMPT	UNRESTRICTED USE	6,323.
Total from continuation sheets				34,809.

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

SOURCE	AMOUNT
SAVINGS & TEMPORARY INVESTMENT INTEREST	19.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	81,711.	0.	81,711.
TOTAL TO FM 990-PF, PART I, LN 4	81,711.	0.	81,711.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARMS	1	67,193.
TOTAL TO FORM 990-PF, PART I, LINE 5A		67,193.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
FARM EXPENSES		17,441.	
- SUBTOTAL -	1		17,441.
TOTAL RENTAL EXPENSES			17,441.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			49,752.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	83,940.	83,940.	
TOTAL TO FORM 990-PF, PART I, LINE 11	83,940.	83,940.	

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION FEE	3,150.	3,150.		0.
TO FORM 990-PF, PG 1, LN 16B	3,150.	3,150.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 AG 990-IL	15.	15.		0.
2012 FED ESTIMATED PAYMENTS	2,948.	0.		0.
2012 OK ESTIMATED PAYMENTS	957.	957.		0.
TO FORM 990-PF, PG 1, LN 18	3,920.	972.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	216.	216.		0.
FARM EXPENSES	17,441.	17,441.		0.
TO FORM 990-PF, PG 1, LN 23	17,657.	17,657.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	2,257,592.	3,927,010.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,257,592.	3,927,010.

JOSEPH F. FLEMING TRUST
37-6222186
CAPITAL GAINS SUMMARY
DECEMBER 31, 2012

Trust	Term Code	Proceeds	Cost	Gain/Loss
Sales of Securities				
IA 1400	Short-Term	-	-	-
IA 1400	Long-Term	15,448.95	14,681.25	767 70
IL 1171	Short-Term	-	-	-
IL 1171	Long-Term	17,412.14	16,085 17	1,326.97
AR 1174	Short-Term	25,000 00	24,981 25	18.75
AR 1174	Long-Term	13,946 22	13,299 00	647 22
AR 1410	Short-Term	-	-	-
AR 1410	Long-Term	44,684.92	41,558.29	3,126 63
OK 1187	Short-Term	4,228.92	4,530 00	(301 08)
OK 1187	Long-Term	268,746 94	254,834 70	13,912 24
OK 1411	Short-Term	50,000 00	49,981 25	18 75
OK 1411	Long-Term	30,968 64	26,172 61	4,796 03
Totals		470,436 73	446,123 52	24,313 21
				24,313 21

Capital Gain Distributions	Amount
IA 1172	-
IA 1400	1.41
IL 1170	-
IL 1171	1 88
AR 1174	2 35
AR 1410	-
OK 1187	0.94
OK 1411	2 82
Totals	9 40

Joseph F. Fleming FBO Iowa State University

Account #: 130001400 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/27/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	75 000000	07/13/2005	01/11/2012	2,373	0.00	9,645.57	-9,177.75	467.82
Ishares Investment Grade Corp Bond	464287242	50.000000	11/15/2010	02/01/2012	443	0.00	5,803.38	-5,503.50	299 88
				Long-Term Total		0.00	15,448.95	-14,681.25	767.70
				Individual Transactions Total		0.00	15,448.95	-14,681.25	767.70

Joseph F. Fleming FBO Illinois Unrestricted Fund

Account #: 130001171 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/28/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	100.000000	11/18/2005	01/11/2012	2,245	0.00	12,860.75	-12,489.17	371 58
Pepsico Inc Com	713448108	50 000000	01/15/2009	06/19/2012	1,251	0.00	3,465.92	-2,534 00	931.92
Intel Corp Com	458140100	50.000000	06/21/2010	10/11/2012	843	0.00	1,085.47	-1,062.00	23.47
				Long-Term Total		0.00	17,412.14	-16,085.17	1,326.97
				Individual Transactions Total		0 00	√ 17,412.14	√ -16,085.17	1,326.97

Joseph Fleming TUW FBO University of Arkansas

Account #: 130001174 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/28/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
FNMA Bond 2.45% 02/22/16	3136FP6L6	25,000.000000	02/23/2011	02/22/2012	364	0.00	25,000 00	-24,981 25	18.75
				Short-Term Total		0.00	25,000.00	-24,981.25	18.75

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	100.000000	07/13/2005	01/11/2012	2,373	0.00	12,860.75	-12,237.00	623 75
Intel Corp Com	458140100	50.000000	06/21/2010	10/11/2012	843	0.00	1,085.47	-1,062.00	23.47
				Long-Term Total		0.00	13,946.22	-13,299.00	647.22
				Individual Transactions Total		0.00	38,946.22	-38,280.25	665.97

Joseph F. Fleming FBO University of Arkansas

Account #: 13000141 0 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/27/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	59.000000	07/13/2005	01/11/2012	2,373	0.00	7,587.85	-7,219.83	368.02
SPDR Tr (S & P500) Unit Ser1	78462F103	16.000000	05/01/2003	01/11/2012	3,177	0 00	2,057.72	-1,475.20	582.52
Vanguard Total Bond Index - Signal Shares	921937868	475.703000	02/24/2010	01/11/2012	686	0 00	5,237.49	-5,000.00	237.49
Vanguard Total Bond Index - Signal Shares	921937868	3.224000	02/24/2010	01/11/2012	686	0 00	35.50	0 00	35.50
Vanguard Total Bond Index - Signal Shares	921937868	219.341000	12/29/2009	01/11/2012	743	0 00	2,414.94	-2,287.77	127.17
Vanguard Total Bond Index - Signal Shares	921937868	1.486000	12/29/2009	01/11/2012	743	0 00	16.36	0.00	16.36
Vanguard Total Bond Index - Signal Shares	921937868	0.338000	06/24/2009	01/11/2012	931	0 00	3.72	0.00	3.72
Vanguard Total Bond Index - Signal Shares	921937868	49.908000	06/24/2009	01/11/2012	931	0 00	549.49	-507.49	42.00
Pepsico Inc Com	713448108	100 000000	01/15/2009	06/07/2012	1,239	0.00	6,781.85	-5,068.00	1,713.85
GECC Bond 6 00% 06/15/12	36962GYY4	20,000.000000	07/01/2002	06/15/2012	3,637	0 00	20,000.00	-20,000 00	0.00
				Long-Term Total		0.00	44,684.92	-41,558.29	3,126.63
				Individual Transactions Total		0.00	√ 44,684.92	√ -41,558.29	3,126.63

Joseph F Fleming TUW FBO Oklahoma State Univ

Account #: 13000187 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/28/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
State Street Corp Com	857477103	100.000000	05/24/2011	03/13/2012	294	0.00	4,228.92	-4,530.00	-301.08
				Short-Term Total		0.00	4,228.92	-4,530 00	-301.08

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	100.000000	04/28/2004	01/09/2012	2,812	0.00	12,795 75	-11,348.00	1,447.75
SPDR Tr (S & P500) Unit Ser1	78462F103	100.000000	04/28/2004	01/11/2012	2,814	0.00	12,860.75	-11,348.00	1,512.75
Procter & Gamble Co Com	742718109	100 000000	01/30/2009	02/06/2012	1,102	0.00	6,332.88	-5,525.00	807.88
Procter & Gamble Co Com	742718109	150.000000	12/01/2008	02/06/2012	1,162	0.00	9,499.31	-9,357.00	142.31
Procter & Gamble Co Com	742718109	50.000000	12/01/2008	02/06/2012	1,162	0.00	3,166.44	-3,119.00	47.44
FHLB Bond 2.25% 093015	313372YF5	50,000.000000	03/10/2011	03/30/2012	386	0.00	50,000.00	-50,000 00	0.00
GECC Bond 6.00% 06/15/12	36962GYY4	25,000.000000	07/01/2002	06/15/2012	3,637	0.00	25,000.00	-25,000.00	0.00
Pepsico Inc Com	713448108	50.000000	12/01/2008	06/19/2012	1,296	0.00	3,465.92	-2,747.50	718.42
CME Group Inc Com	12572Q105	100.000000	12/26/2008	08/07/2012	1,320	0.00	5,300.88	-3,762.20	1,538.68
Goldman Sachs Bond Step-Up 2% 02/11/16	38143URC7	25,000.000000	02/03/2011	08/14/2012	558	0.00	25,000.00	-25,000.00	0.00
Global Agribusiness Mkt Vector Etf	57060U605	100.000000	04/28/2011	08/16/2012	476	0.00	5,050.89	-5,609.00	-558.11
Global Agribusiness Mkt Vector Etf	57060U605	200.000000	06/09/2010	08/16/2012	799	0.00	10,101.77	-7,504.00	2,597.77
Vanguard Total Stock Mkt ETF	922908769	100.000000	01/23/2008	08/22/2012	1,673	0.00	7,215 84	-6,404.50	811 34
Johnson & Johnson Com	478160104	150.000000	02/04/2009	08/24/2012	1,297	0.00	10,111.27	-8,760 00	1,351.27
Russell 2000 Growth Index Ishares	464287648	100.000000	12/28/2010	08/28/2012	609	0 00	9,302.79	-8,816.00	486.79
Johnson & Johnson Com	478160104	150.000000	02/04/2009	10/01/2012	1,335	0 00	10,351.26	-8,760.00	1,591.26
Vanguard Total Stock Mkt ETF	922908769	100.000000	01/23/2008	10/02/2012	1,714	0.00	7,386 83	-6,404.50	982.33
Intel Corp Com	458140100	50.000000	07/26/2010	10/11/2012	808	0.00	1,085.47	-1,083.00	2 47
HSBC CD 5.4% 10/15/12	40429XB47	50,000 000000	10/04/2007	10/15/2012	1,838	0.00	50,000 00	-50,000.00	0 00
Sysco Corp Com	871829107	150.000000	12/09/2009	12/04/2012	1,091	0.00	4,718.89	-4,287 00	431.89
				Long-Term Total		0.00	268,746.94	-254,834.70	13,912.24
				Individual Transactions Total		0.00	272,975.86	-259,364.70	13,611.16

Joseph F. Fleming FBO Oklahoma State University

Account #: 13000141 Tax Worksheet From 1/1/2012 to 12/31/2012

Trust Category:	Charitable Trust	Admin Officer:	Andrew P Mihm
Dates Open:	12/27/1999 to Present	Invest Officer:	Andrew P Mihm
Trust Year End:	December	Tax State:	Illinois
Date Printed:	01/24/2013	Tax ID:	37-6222186

Capital Gains and Losses

Individual Transactions

Short-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
FNMA Bond 2.45% 02/22/16	3136FP6L6	25,000.000000	02/23/2011	02/22/2012	364	0.00	25,000.00	-24,981.25	18.75
FNMA Note 1.3% 03/13/2017	3136FTY29	25,000.000000	02/24/2012	09/13/2012	202	0.00	25,000.00	-25,000.00	0.00
				Short-Term Total		0.00	50,000.00	-49,981.25	18.75

Long-Term

Description of Security	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Gain/Loss
SPDR Tr (S & P500) Unit Ser1	78462F103	1.000000	08/24/2005	01/11/2012	2,331	0 00	128.61	-122.39	6.22
SPDR Tr (S & P500) Unit Ser1	78462F103	99.000000	05/01/2003	01/11/2012	3,177	0 00	12,732.14	-9,086.22	3,645.92
Vanguard Total Stock Mkt ETF	922908769	100.000000	04/01/2008	02/29/2012	1,429	0.00	7,043.87	-6,687.50	356.37
Johnson & Johnson Com	478160104	100.000000	02/04/2009	02/29/2012	1,120	0 00	6,472.88	-5,840.00	632.88
Vanguard Total Stock Mkt ETF	922908769	50.000000	04/17/2008	05/10/2012	1,484	0.00	3,505.42	-3,374 50	130.92
Intel Corp Com	458140100	50.000000	06/21/2010	10/11/2012	843	0.00	1,085.72	-1,062.00	23.72
				Long-Term Total		0.00	30,968.64	-26,172.61	4,796.03
				Individual Transactions Total		0.00	80,968.64	-76,153 86	4,814.78

1 = 1,671.97 √

4 = 1,671.97 √

Joseph Fleming TUW FBO University of Arkansas

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Cash									
	% of Portfolio: 0.00%								
Income Cash				0.00	0.00	0.00			10.07
Principal Cash				0.00	0.00	0 00			11.75
	Total Cash			0 00 1	0.00 4	0.00			21.82
Cash Equivalents									
Money Market - Taxable	**% of Portfolio: 0.77%**								
SCB Now Account - Income		161.4800	1.0000	161 48	161.48	0.07	0.01	0.02	481.86
SCB Now Account - Principal		1,510 4900	1.0000	1,510.49	1,510.49	0.70	0.01	0.15	655.09
	Money Market - Taxable Total	1,671.9700		1,671.97 1	1,671.97 4	0 77	0.01	0.17	1,136.95
Equity									
ETF's Equity	**% of Portfolio: 9.57%**								
S&P Midcap 400 Growth Index iShares		100.0000	114 4100	9,198.50	11,441.00	5.28	0.99	113.00	9,873.00
SPDR S&P Midcap 400		50 0000	185.7100	5,935.00	9,285.50	4.29	1.14	105 99	7,974.50
SPDR Tr (S & P500) Unit Ser1		0 0000	142.4100	0.00	0.00	0.00	2.18	0.00	12,550.00
	ETF's Equity Total	150.0000		15,133.50	20,726.50	9.57	1 06	218.99	30,397.50
ETF's Foreign	**% of Portfolio: 2.06%**								
Vanguard MSCI Emerging Mkt ETF		100.0000	44.5300	4,545.00	4,453.00	2.06	2.19	97.50	3,821 00
Mutual Funds - Foreign	**% of Portfolio: 9.87%**								
Harbor Intl		344.3470	62.1200	17,500.00	21,390.84	9.87	2.02	432.64	14,698.33
Stock - Common	**% of Portfolio: 40.02%**								
Abbott Labs Com		100.0000	65.5000	4,648.00	6,550.00	3.02	0.85	56.00	5,623.00
Chevron Com		100.0000	108.1400	6,929.00	10,814.00	4 99	3.33	360.00	10,640.00
General Elec Co Com		100.0000	20.9900	1,720.00	2,099 00	0.97	3.62	76.00	1,791.00
Intel Corp Com		150.0000	20.6200	3,195.00	3,093.00	1.43	4.36	135.00	4,850.00
Johnson & Johnson Com		100.0000	70.1000	5,840.00	7,010.00	3.24	3.48	244.00	6,558.00
Kellogg Co Com		200.0000	55.8500	9,860.00	11,170.00	5.16	3.15	352.00	10,114.00
Monsanto Company New Com		100.0000	94.6500	7,495.00	9,465.00	4.37	1.58	150.00	7,007.00
Pacific Gas & Electric Corp Com		100.0000	40.1800	3,830.00	4,018.00	1.86	4.53	182.00	4,122.00
Paychex Inc Com		100.0000	31.1000	2,075.00	3,110.00	1.44	4.24	132.00	3,011.00
Pepsico Inc Com		100.0000	68.4300	5,068.00	6,843.00	3.16	3 14	215.00	6,635.00

2 = 25,000 √   5 = 24,028 √

3 = 160,917.76 √   6 = 190,881.24 √

Joseph Fleming TUW FBO University of Arkansas

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Equity									
Stock - Common	**% of Portfolio: 40.02%**								
Procter & Gamble Co Com		100.0000	67.8900	5,525.00	6,789.00	3.13	3.31	224 80	6,671.00
Sysco Corp Com		100.0000	31.6600	2,858.00	3,166.00	1 46	3 54	112.00	2,933.00
United Technologies Corp Com		100 0000	82.0100	7,584.00	8,201.00	3.79	2.61	214.00	0.00
Verizon Communications		100.0000	43.2700	2,840.26	4,327.00	2.00	4.76	206.00	4,012.00
	Stock - Common Total	1,550.0000		69,467.26	86,655.00	40.02	3.07	2,658.80	73,967.00
	Equity Total	2,144.3470		106,645.76 3	133,225.34 6	61.52	2.56	3,407.93	122,883.83
Fixed									
Bond - Corporate	**% of Portfolio: 11.09%**								
Barclays Bank PLC Bond 2 25% 8/25/16		25,000.0000	96.1120	25,000 00 2	24,028.00 5	11.09	2.34	562.50	22,730.50
Bond - US Govt (State Taxable)	**% of Portfolio: 0.00%**								
FNMA Bond 2.45% 02/22/16		0.0000	100.0400	0.00 2	0.00 5	0.00	2.45	0.00	25,076.00
ETF's Fixed	**% of Portfolio: 13.96%**								
Ishares Investment Grade Corp Bond		250.0000	120.9900	28,022.00 3	30,247.50 6	13.96	3.84	1,160.40	17,064.00
Mutual Funds - Fixed	**% of Portfolio: 12.66%**								
Fed Total Return Bd Fund 328		1,428.4760	11.4300	16,250.00	16,327.48	7.54	3.61	588.66	2,504.44
Vanguard High-Yield Corp Fund 29		1,813.5720	6.1100	10,000.00	11,080.92	5.12	6.13	679.06	10,197.87
	Mutual Funds - Fixed Total	3,242.0480		26,250.00 3	27,408.40 6	12.66	4.63	1,267.72	12,702.31
	Fixed Total	28,492.0480		79,272.00	81,683.90	37.71	3.66	2,990.62	77,572.81
Other									
Mineral Interests	**% of Portfolio: 0.00%**								
100% Interest In Mineral Int Little River Co, AK		1.0000	0.0000	1.00 √	0.00 √	0.00	0.00	0.00	0.00
	Grand Total	32,309.3650		187,590.73	216,581.21	100.00	2.95	6,398.72	201,615.41

1 = 1,404.10 √
3 = 1.404.10 √

Joseph F. Fleming FBO University of Arkansas

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Cash								
	% of Portfolio: 0.00%							
Income Cash				0.00	0.00	0.00		
Principal Cash				0.00	0.00	0.00		
	Total Cash			0.00 1	0.00 3	0.00		
Cash Equivalents								
Money Market - Taxable	**% of Portfolio: 0.60%**							
SCB Now Account - Income		277.3200	1.0000	277.32	277.32	0.12	0.01	0.03
SCB Now Account - Principal		1,126.7800	1.0000	1,126.78	1,126.78	0.48	0.01	0.11
	Money Market - Taxable Total	1,404.1000		1,404.10 1	1,404.10 3	0.60	0.01	0.14
Equity								
ETF's Equity	**% of Portfolio: 11.75%**							
SPDR S&P Midcap 400		50.0000	185.7100	4,020.45	9,285.50	3.95	1.14	105.99
Vanguard Total Stock Mkt ETF		250.0000	73.2800	16,619.75	18,320.00	7.80	2.13	390.75
	ETF's Equity Total	300.0000		20,640.20	27,605.50	11.75	1.80	496.74
Mutual Funds - Foreign	**% of Portfolio: 9.87%**							
Harbor Intl		373.4850	62.1200	22,500.00	23,200 89	9.87	2 02	469 27
Stock - Common	**% of Portfolio: 35.40%**							
Abbott Labs Com		100.0000	65.5000	4,648.00	6,550.00	2.79	0.85	56.00
Chevron Com		100.0000	108.1400	6,929.00	10,814 00	4.60	3.33	360 00
Disney Walt Co Com Disney		100.0000	49.7900	3,428 00	4,979 00	2.12	1.51	75.00
General Elec Co Com		200.0000	20.9900	3,440.00	4,198.00	1.79	3.62	152 00
Intel Corp Com		100.0000	20.6200	2,133.00	2,062.00	0.88	4.36	90.00
Johnson & Johnson Com		100.0000	70 1000	5,840.00	7,010.00	2.98	3.48	244.00
Kellogg Co Com		100.0000	55.8500	4,930.00	5,585.00	2.38	3.15	176.00
Monsanto Company New Com		100.0000	94.6500	7,495.00	9,465.00	4.03	1.58	150.00
Nextera Energy Inc		100.0000	69.1900	4,990.00	6,919.00	2.94	3 47	240.00
Paychex Inc Com		100.0000	31.1000	2,075.00	3,110.00	1 32	4.24	132.00

2 = 131,605.46 √

4 = 158,941.47 √

Joseph F. Fleming FBO University of Arkansas

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Equity								
Stock - Common	**% of Portfolio: 35.40%**							
Procter & Gamble Co Com		100.0000	67.8900	5,525.00	6,789.00	2.89	3.31	224.80
Sysco Corp Com		100.0000	31.6600	2,858.00	3,166.00	1.35	3.54	112.00
United Technologies Corp Com		100 0000	82.0100	7,584.00	8,201.00	3.49	2 61	214.00
Verizon Communications		100.0000	43.2700	2,840.26	4,327.00	1.84	4.76	206.00
	Stock - Common Total	1,500.0000		64,715.26	83,175.00	35.40	2.92	2,431.80
	Equity Total	2,173.4850		107,855.46 2	133,981.39 4	57.02	2.54	3,397.81
Fixed								
Bond - Corporate	**% of Portfolio: 31.76%**							
Barclays Bank PLC Bond 2.25% 8/25/16		25,000.0000	96.1120	25,000.00	24,028.00	10.22	2 34	562.50
Goldman Sachs CD 1 15% 6/22/15		25,000.0000	100.7320	25,000.00	25,183.00	10.72	1.14	287.50
HSBC Bond 3 25% 01/15/16		25,000.0000	101.7120	25,000.00	25,428.00	10.82	3 20	812.50
	Bond - Corporate Total	75,000.0000		75,000.00 √	74,639.00 √	31.76	2.23	1,662.50
Mutual Funds - Fixed	**% of Portfolio: 10.62%**							
Fed Total Return Bd Fund 328		1,103.2980	11.4300	12,500.00	12,610.69	5.36	3.61	454.65
Vanguard High-Yield Corp Fund 29		2,021.1760	6.1100	11,250.00	12,349.39	5.26	6.13	756.78
	Mutual Funds - Fixed Total	3,124.4740		23,750.00 2	24,960.08 4	10 62	4.85	1,211.43
	Fixed Total	78,124.4740		98,750.00	99,599.08	42.38	2.89	2,873.93
	Grand Total	81,702.0590		208,009.56	234,984.57	100.00	2.67	6,271.88

Joseph Fleming TUW FBO U of I Scholarship Fund

Account #: **Account Detail On: 12/31/2012**

A
2,280.05
+ 4,944.07 Soy A/C pg. 15
√ 7,224.12 total cash

B
2,280.05
+ 4,944.07 Soy A/C pg. 15
√ 7,224.12 total cash

			Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Cash % of Portfolio: 0.00%								
Income Cash			0.00	0.00	0 00			0 00
Principal Cash			0.00	0.00	0.00			0.00
Total Cash			0.00	0.00	0.00			0.00
Cash Equivalents								
Money Market - Taxable % of Portfolio: 0.47%								
Diversified Assets Service Class #801 - Income	0.00	1.0000	0.00	0.00	0.00	0.00	0 00	2,172.32
Diversified Assets Service Class #801 - Principal	0.00	1 0000	0.00	0.00	0 00	0.00	0.00	8 47
Northern Institutional Treasury Portfolio - Income	2,271.58	1.0000	2,271.58	2,271.58	0.47	0.01	0.23	0.00
Northern Institutional Treasury Portfolio - Principal	8.47	1.0000	8.47	8 47	0.00	0.01	0.00	0 00
Money Market - Taxable Total	2,280.05		A 2,280.05	B 2,280.05	0.47	0.01	0.23	2,180.79
Other								
Real Estate - Farm % of Portfolio: 99.53%								
160 Acres Farmland Audubon Cnty, IA	1.00	479,015.00...	312,000 00 √	479,015.00 √	99 53	0.00	0.00	479,015 00
Grand Total	2,281.05		314,280.05	481,295.05	100.00	0.00	0.23	481,195.79

√
+ 4,944.07Soy A/C pg. 15
+ 2,754.00 Co-op stock SALY
321,978.12

√
+ 4,944.07 Soy A/C pg. 15
+ 2,754.00 Co-op stock SALY
488,993.12

Capital Gain/Loss Summary

Capital Gain Term **YTD Amount** ...eme... ...nt.

For complete tax information, including trade details, contact your account administrator.

For yield and return information on farmland assets, please contact your farm manager.

1 = 1,890.43 √

3 = 1,890.43 √

Joseph F. Fleming FBO Illinois Unrestricted Fund

Account # **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Cash								
	% of Portfolio: 0.00%							
Income Cash				0.00	0.00	0.00		
Principal Cash				0.00	0.00	0.00		
	Total Cash			0.00	0.00	0.00		
Cash Equivalents								
Money Market - Taxable	**% of Portfolio: 0.81%**							
SCB Now Account - Income		136.3100	1.0000	136.31	136.31	0.06	0.01	0.01
SCB Now Account - Principal		1,754.1200	1 0000	1,754.12	1,754.12	0.75	0.01	0.17
	Money Market - Taxable Total	1,890.4300		1,890.43	1,890.43	0.81	0.01	0.18
Equity								
ETF's Equity	**% of Portfolio: 6.40%**							
S&P Midcap 400 Growth Index iShares		50.0000	114.4100	4,608.50	5,720.50	2.44	0.99	56.50
SPDR S&P Midcap 400		50.0000	185.7100	5,935.00	9,285.50	3.96	1.14	105.99
	ETF's Equity Total	100.0000		10,543 50	15,006.00	6.40	1.08	162.49
ETF's Foreign	**% of Portfolio: 1.90%**							
Vanguard MSCI Emerging Mkt ETF		100.0000	44.5300	4,597 00	4,453.00	1.90	2.19	97.50
Mutual Funds - Foreign	**% of Portfolio: 10.39%**							
Harbor Intl		392.0050	62.1200	20,000 00	24,351.36	10.39	2.02	492.53
Stock - Common	**% of Portfolio: 39.24%**							
Abbott Labs Com		100.0000	65.5000	4,648.00	6,550.00	2.80	0.85	56.00
Chevron Com		100.0000	108.1400	6,929.00	10,814.00	4.62	3.33	360.00
General Elec Co Com		200.0000	20.9900	3,060.00	4,198.00	1.79	3.62	152.00
Intel Corp Com		150.0000	20.6200	3,195.00	3,093.00	1.32	4.36	135.00
Johnson & Johnson Com		100.0000	70.1000	5,840.00	7,010.00	2.99	3.48	244.00
Kellogg Co Com		200.0000	55.8500	9,860.00	11,170.00	4.77	3.15	352.00
Monsanto Company New Com		100.0000	94.6500	7,495.00	9,465.00	4.04	1.58	150.00
Pacific Gas & Electric Corp Com		100.0000	40.1800	3,830.00	4,018.00	1.71	4.53	182.00

2 = 153,712.72 √

4 = 182,776.44 √

Joseph F. Fleming FBO Illinois Unrestricted Fund

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Equity								
Stock - Common	**% of Portfolio: 39.24%**							
Paychex Inc Com		100.0000	31.1000	2,075.00	3,110.00	1.33	4.24	132.00
Pepsico Inc Com		100 0000	68.4300	5,782.50	6,843.00	2.92	3.14	215 00
Procter & Gamble Co Com		100.0000	67.8900	5,525.00	6,789.00	2.90	3.31	224.80
Sysco Corp Com		200.0000	31.6600	5,947.00	6,332.00	2.70	3.54	224.00
United Technologies Corp Com		100.0000	82.0100	7,584.00	8,201.00	3.50	2.61	214.00
Verizon Communications		100.0000	43.2700	2,840.26	4,327.00	1.85	4.76	206.00
	Stock - Common Total	1,750.0000		74,610.76	91,920.00	39.24	3.10	2,846.80
	Equity Total	2,342.0050		109,751.26 2	135,730.36 4	57.93	2.65	3,599.32
Fixed								
Bond - Corporate	**% of Portfolio: 21.19%**							
Ally Bank CD 1 6% 09/30/15		25,000.0000	101.0220	25,000 00	25,255.50	10.78	1.58	400.00
Barclays Bank Bond 3 05% 11/04/18		25,000.0000	97.5340	25,000.00	24,383.50	10.41	3.13	762.50
	Bond - Corporate Total	50,000.0000		50,000.00 √	49,639.00 √	21.19	2.34	1,162.50
ETF's Fixed	**% of Portfolio: 10.32%**							
Ishares Investment Grade Corp Bond		200.0000	120.9900	22,453.00 2	24,198.00 4	10.32	3.84	928 32
Mutual Funds - Fixed	**% of Portfolio: 9.75%**							
Fed Total Return Bd Fund 328		662.5620	11.4300	7,500.00	7,573.09	3.23	3.61	273.03
Vanguard High-Yield Corp Fund 29		2,500.0000	6.1100	14,008.46	15,274 99	6.52	6 13	936.08
	Mutual Funds - Fixed Total	3,162 5620		21,508.46 2	22,848.08 4	9.75	5.29	1,209.11
	Fixed Total	53,362.5620		93,961.46	96,685.08	41.26	3.41	3,299.93
	Grand Total	57,594.9970		205,603.15	234,305.87	100.00	2.94	6,899.43

Joseph Fleming TUW FBO Iowa State University Sch

Account #: **Account Detail On: 12/31/2012**

A
1,938.67
+ 5,176.10 Soy A/C pg. 15
7,114.77 total cash

B
1,938.67
+ 5,176.10 Soy A/C pg. 15
7,114.77 total cash

			Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Cash Portfolio: 0.00%								
Income Cash			0.00	0.00	0.00			0.00
Principal Cash			0.00	0.00	0.00			0.00
Total Cash			0.00	0.00	0.00			0.00
Cash Equivalents								
Money Market - Taxable % of Portfolio: 0.36%								
Diversified Assets Service Class #801 - Income	0.00	1.0000	0.00	0.00	0.00	0.00	0.00	1,362.07
Diversified Assets Service Class #801 - Principal	0.00	1.0000	0.00	0.00	0.00	0.00	0.00	6.81
Northern Institutional Treasury Portfolio - Income	1,931.86	1.0000	1,931.86	1,931.86	0.36	0.01	0.19	0.00
Northern Institutional Treasury Portfolio - Principal	6.81	1.0000	6.81	6.81	0.00	0.01	0.00	0.00
Money Market - Taxable Total	1,938.67		A 1,938.67	B 1,938.67	0.36	0.01	0.19	1,368.88
Other								
Real Estate - Farm % of Portfolio: 99.64%								
160 Acres Farmland Audubon Cnty, IA	1.00	536,051.00...	320,000.00	536,051.00	99.64	0.00	0.00	536,051.00
Grand Total	1,939.67		321,938.67	537,989.67	100.00	0.00	0.19	537,419.88

+ 5,176.10 Soy A/C pg. 15
+ 2,625.00 Co-op stock SALY
329,739.77

+ 5,176.10 Soy A/C pg. 15
+ 2,625.00 Co-op stock SALY
545,790.77

Capital Gain/Loss Summary

Capital Gain Term YTD A... se... ...atement Including ...istrator

For yield and return information on farmland assets, please contact your farm manager.

1 = 649.50 √

3 = 649.50 √

Joseph F. Fleming FBO Iowa State University

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Cash								
	% of Portfolio: 0.00%							
Income Cash				0.00	0.00	0.00		
Principal Cash				0.00	0.00	0.00		
	Total Cash			0.00	0.00	0.00		
Cash Equivalents								
Money Market - Taxable	**% of Portfolio: 0.28%**							
SCB Now Account - Income		163.5500	1.0000	163.55	163.55	0.07	0.01	0.02
SCB Now Account - Principal		485.9500	1.0000	485.95	485.95	0.21	0.01	0.05
	Money Market - Taxable Total	649.5000		649.50	649.50	0.28	0.01	0.07
Equity								
ETF's Equity	**% of Portfolio: 13.63%**							
SPDR S&P Midcap 400		50.0000	185.7100	5,284.88	9,285.50	4.05	1.14	105.98
Vanguard Total Stock Mkt ETF		300.0000	73.2800	21,853.00	21,984.00	9.58	2.13	468.90
	ETF's Equity Total	350.0000		27,137.88	31,269.50	13.63	1.84	574.88
Mutual Funds - Foreign	**% of Portfolio: 8.84%**							
Harbor Intl		326.4490	62.1200	20,000.00	20,279.01	8.84	2.02	410.16
Stock - Common	**% of Portfolio: 37.14%**							
Abbott Labs Com		100.0000	65.5000	4,648.00	6,550.00	2.85	0.85	56.00
Chevron Com		100.0000	108.1400	6,929.00	10,814.00	4.71	3.33	360.00
General Elec Co Com		250.0000	20.9900	4,739.50	5,247.50	2.29	3.62	190.00
Intel Corp Com		200.0000	20.6200	4,261.50	4,124.00	1.80	4.36	180.00
Kellogg Co Com		100.0000	55.8500	4,930.00	5,585.00	2.43	3.15	176 00
Monsanto Company New Com		100.0000	94.6500	7,495 00	9,465.00	4.13	1.58	150.00
Nextera Energy Inc		100.0000	69.1900	4,990.00	6,919.00	3.02	3.47	240.00
Pacific Gas & Electric Corp Com		100.0000	40.1800	3,830.00	4,018 00	1.75	4.53	182.00
Pepsico Inc Com		100 0000	68.4300	5,068.00	6,843 00	2 98	3.14	215.00
Procter & Gamble Co Com		100.0000	67.8900	5,525.00	6,789.00	2.96	3.31	224.80

2 = 154,972.64 √

4 = 179,353.36 √

Joseph F. Fleming FBO Iowa State University

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Equity								
Stock - Common	**% of Portfolio: 37.14%**							
Sysco Corp Com		200.0000	31.6600	5,947.00	6,332.00	2.76	3.54	224.00
United Technologies Corp Com		100.0000	82.0100	7,584.00	8,201.00	3.57	2.61	214.00
Verizon Communications		100.0000	43 2700	2,840 26	4,327.00	1 89	4.76	206.00
	Stock - Common Total	1,650.0000		68,787.26	85,214.50	37.14	3.07	2,617.80
	Equity Total	2,326.4490		115,925.14 2	136,763.01 4	59.61	2.63	3,602.84
Fixed								
Bond - Corporate	**% of Portfolio: 21.55%**							
Barclays Bank PLC Bond 2.25% 8/25/16		25,000.0000	96.1120	25,000.00	24,028.00	10.47	2.34	562.50
HSBC Bond 3 25% 01/15/16		25,000.0000	101.7120	25,000.00	25,428.00	11 08	3.20	812.50
	Bond - Corporate Total	50,000.0000		50,000.00 √	49,456.00 √	21.55	2.78	1,375.00
ETF's Fixed	**% of Portfolio: 7.91%**							
Ishares Investment Grade Corp Bond		150.0000	120 9900	16,547.50 2	18,148.50 4	7.91	3.84	696.24
Mutual Funds - Fixed	**% of Portfolio: 10.65%**							
Fed Total Return Bd Fund 328		1,106 2320	11.4300	12,500.00	12,644.23	5.51	3.61	455.87
Vanguard High-Yield Corp Fund 29		1,930.8710	6.1100	10,000.00	11,797.62	5 14	6.13	722.98
	Mutual Funds - Fixed Total	3,037.1030		22,500.00 2	24,441.85 4	10.65	4.82	1,178.85
	Fixed Total	53,187.1030		89,047.50	92,046.35	40.11	3.53	3,250.09
	Grand Total	56,163.0520		205,622.14	229,458.86	100.00	2.99	6,853.00

1 = 4,069.06
\+ 4,808.13 Soy A/C pg. 54
√ 8,877.19

Joseph F Fleming TUW FBO Oklahoma State Univ

5 = 4,069.06
\+ 4,808.13 Soy A/C pg. 54
√ 8,877.19

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Cash									
	% of Portfolio: 0.00%								
Income Cash				-37.76	-37.76	0.00			-18.37
Principal Cash				0.00	0.00	0.00			17.78
	Total Cash			-37.76 1	-37.76 5	0.00			-0.59
Cash Equivalents									
Money Market - Taxable	**% of Portfolio: 0.14%**								
Diversified Assets Service Class #801 - Income		0.0000	1.0000	0.00	0.00	0 00	0.00	0.00	3,573.74
Diversified Assets Service Class #801 - Principal		0.0000	1.0000	0.00	0 00	0 00	0.00	0.00	488.95
Northern Institutional Treasury Portfolio - Income		2,881.7000	1.0000	2,881.70	2,881.70	0.10	0.01	0.29	0.00
Northern Institutional Treasury Portfolio - Principal		1,225.1200	1.0000	1,225.12	1,225.12	0.04	0.01	0.12	0.00
	Money Market - Taxable Total	4,106 8200		4,106.82 1	4,106.82 5	0.14	0.01	0 41	4,062.69
Equity									
ETF's Equity	**% of Portfolio: 5.45%**								
Global Agribusiness Mkt Vector Etf		0.0000	52 7600	0 00	0.00	0.00	1.84	0 00	14,145 00
Russell 2000 Growth Index Ishares		400.0000	95.3100	33,038.00	38,124.00	1.27	1.46	557.92	42,115 00
S&P Midcap 400 Growth Index iShares		500.0000	114.4100	44,910.50	57,205.00	1.90	0.99	565.00	39,492 00
SPDR S&P Midcap 400		175.0000	185 7100	17,233 47	32,499.25	1.08	1.14	370.95	27,910 75
SPDR Tr (S & P500) Unit Ser1		0.0000	142.4100	0.00	0.00	0 00	2.18	0.00	25,100.00
Vanguard Total Stock Mkt ETF		500.0000	73.2800	30,154.50	36,640.00	1.20	2.13	781.50	45,010.00
	ETF's Equity Total	1,575 0000		125,336.47	164,468.25	5.45	1.38	2,275.37	193,772.75
ETF's Foreign	**% of Portfolio: 0.44%**								
Vanguard MSCI Emerging Mkt ETF		300 0000	44.5300	14,465.50	13,359.00	0.44	2.19	292.50	11,463.00
Mutual Funds - Foreign	**% of Portfolio: 4.04%**								
Harbor Intl		1,962.5060	62.1200	95,000.00	121,910.89	4.04	2.02	2,465.76	95,862.67
Stock - Common	**% of Portfolio: 17.47%**								
3M Company		100.0000	92.8500	8,769.00	9,285.00	0.31	2.54	236.00	8,173.00
Abbott Labs Com		300.0000	65.5000	13,944.00	19,650.00	0.65	0 85	168.00	16,869.00
American Tower		200.0000	77.2700	14,198.00	15,454.00	0.51	0.00	0.00	0.00
Automatic Data Processing Incom		500.0000	56.9300	19,450.00	28,465.00	0.95	3.06	870.00	27,005.00
Becton Dickinson & Co Com		100.0000	78.1900	7,669.00	7,819.00	0.26	2.53	198.00	0 00

Joseph F Fleming TUW FBO Oklahoma State Univ

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Equity									
Stock - Common	**% of Portfolio: 17.47%**								
CME Group Inc Com		400.0000	50.6700	17,159.17	20,268.00	0.67	3.55	720.00	24,367.00
Chevron Com		300.0000	108.1400	20,766 00	32,442.00	1.08	3.33	1,080.00	31,920.00
Coca Cola Co Com		1,000.0000	36.2500	27,127.00	36,250.00	1.20	2.81	1,020.00	34,985.00
Disney Walt Co Com Disney		300.0000	49.7900	11,694.00	14,937.00	0 49	1.51	225 00	11,250.00
Exelon Corp Com		300.0000	29.7400	14,922 00	8,922.00	0.30	7.06	630 00	13,011.00
Express Scripts Holding Company		250 0000	54.0000	14,899.50	13,500.00	0.45	0.00	0 00	0.00
Express Scripts Incorporated com		0 0000	55.5000	0.00	0.00	0.00	0.00	0.00	4,469.00
Exxon Mobil Corp		200.0000	86.5500	13,412 00	17,310.00	0 57	2.63	456 00	16,952.00
General Elec Co Com		600.0000	20.9900	10,355 00	12,594.00	0.42	3.62	456.00	10,746.00
Health Care Reit Inc.		300 0000	61.2900	13,461.50	18,387.00	0 61	4.83	888.00	16,359.00
Illinois Tool Works Inc Com		600.0000	60.8100	28,476.00	36,486.00	1.20	2.50	912.00	23,355.00
Intel Corp Com		250.0000	20.6200	5,130.00	5,155.00	0.17	4.36	225.00	7,275.00
Johnson & Johnson Com		100.0000	70.1000	6,543.00	7,010.00	0 23	3.48	244.00	26,232.00
Kellogg Co Com		500.0000	55.8500	24,814.00	27,925.00	0.92	3.15	880.00	25,285.00
Metlife, Inc		250.0000	32.9400	8,280.00	8,235.00	0.27	2.25	185.00	0.00
Microchip Tech Inc		600.0000	32.5900	12,600.00	19,554.00	0.65	4.32	844.80	21,978.00
NYSE Euronext Com		200.0000	31.5400	4,874.00	6,308.00	0.20	3.80	240.00	5,220.00
National Oilwell Varco Inc		200.0000	68.3500	15,020.00	13,670.00	0.45	0.76	104 00	0.00
Nucor Corp		400.0000	43.1600	16,732.00	17,264.00	0.57	3.41	588.00	15,828.00
Pacific Gas & Electric Corp Com		500.0000	40.1800	19,478.00	20,090.00	0.67	4.53	910.00	20,610 00
Paychex Inc Com		500.0000	31.1000	12,005.00	15,550.00	0.52	4.24	660.00	15,055.00
Pepsico Inc Com		300 0000	68.4300	16,559.00	20,529 00	0.68	3 14	645.00	23,222.50
Procter & Gamble Co Com		0.0000	67.8900	0.00	0.00	0.00	3.31	0 00	20,013.00
State Street Corp Com		0.0000	47.0100	0.00	0.00	0 00	2.04	0 00	4,031.00
Sysco Corp Com		250.0000	31.6600	7,376.00	7,915.00	0.26	3 54	280.00	11,732 00
Travelers Cos Inc		500.0000	71.8200	28,456.94	35,910.00	1.20	2.56	920.00	17,751.00
Verizon Communications		700 0000	43.2700	20,637.18	30,289.00	1.01	4 76	1,442.00	28,084.00
	Stock - Common Total	10,700.0000		434,807.29	527,173.00	17.47	3.04	16,026.80	481,777.50
Stock - Foreign	**% of Portfolio: 2.11%**								
Accenture PLC Ireland Shs Cl A		300.0000	66.5000	11,493.00	19,950.00	0.66	2.44	486.00	15,969.00
Canadian National Railway		100.0000	91.0100	7,358.00	9,101.00	0.30	1.65	150.00	7,856.00

Joseph F Fleming TUW FBO Oklahoma State Univ

Account #: 1 | **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Equity									
Stock - Foreign	**% of Portfolio: 2.11%**								
Diageo P L C Spon ADR New		300.0000	116.5800	14,454.50	34,974.00	1.15	2.38	832.14	26,226.00
	Stock - Foreign Total	700 0000		33,305.50	64,025.00	2.11	2.29	1,468 14	50,051 00
	Equity Total	15,237.5060		702,914.76 2	890,936.14	6 29.51	2.53	22,528.57	832,926.92
Fixed									
Bond - Corporate	**% of Portfolio: 11.76%**								
Ally Bank CD 1.6% 09/30/15		50,000.0000	101.0220	50,000 00	50,511.00	1.67	1.58	800 00	49,683 50
Bank of America CD 4.2% 03/15/15		25,000 0000	104.6380	25,000.00	26,159 50	0.87	4.01	1,050.00	23,948.00
Barclays Bank PLC Bond 2.25% 8/25/16		50,000.0000	96.1120	50,000.00	48,056.00	1.59	2.34	1,125.00	45,461.00
GECC Bond 3.25% Due 11/15/17		50,000.0000	105.2060	50,000.00	52,603.00	1.74	3.09	1,625.00	52,092.00
GECC Bond 3.75% 11/14/14		25,000.0000	105.6240	25,147.03	26,406.00	0.87	3.55	937.50	26,495.50
GECC Bond 6.00% 06/15/12		0.0000	100.0150	0.00	0.00	0.00	6.00	0.00	25,624.00
Goldman Sachs Bond 2.35% 8/15/16		25,000.0000	99.8960	25,000.00	24,974.00	0 83	2.35	587.50	0.00
Goldman Sachs Bond 4 10% 02/15/16		25,000.0000	106.4860	25,000.00	26,621.50	0.88	3.85	1,025.00	24,626.25
Goldman Sachs Bond Step-Up 2% 02/11/16		0.0000	100.0000	0.00	0.00	0.00	2.00	0.00	24,164.25
Goldman Sachs CD 1 15% 6/22/15		25,000.0000	100.7320	25,000.00	25,183.00	0.83	1.14	287.50	0.00
HSBC Bond 2 6% 02/15/14		50,000.0000	101.1210	50,000.00	50,560.50	1.67	2.57	1,300.00	49,448.00
HSBC CD 5.4% 10/15/12		0.0000	100.0330	0.00	0.00	0.00	5.40	0.00	51,008.50
Royal Bank Scotland Bond 2.05% 5/15/14		25,000.0000	98.3880	25,000.00	24,597.00	0.81	2.08	512.50	23,880 75
	Bond - Corporate Total	350,000.0000		350,147.03 √	355,671.50 √	11.76	2.60	9,250.00	396,431.75
Bond - US Govt (State Tax Exempt)	**% of Portfolio: 3.40%**								
FFCB Bond 1.36% 04/04/17		50,000.0000	100.1780	49,991.69	50,089.00	1.66	1.36	680.00	0.00
FHLB Bond 2.125% 12/21/15		50,000.0000	104.9910	49,620.30	52,495.50	1.74	2.02	1,062.50	52,263 50
FHLB Bond 2.25% 093015		0 0000	100.0000	0.00	0.00	0 00	2.25	0.00	50,018.50
	Bond - US Govt (State Tax Exempt) Total	100,000.0000		99,611.99 √	102,584 50 √	3.40	1.70	1,742.50	102,282 00
ETF's Fixed	**% of Portfolio: 2.01%**								
Ishares Barclays TIPS Bond		400.0000	121.4100	48,884.00	48,564 00	1.61	2.22	1,077.24	0.00
Ishares Investment Grade Corp Bond		100.0000	120.9900	11,659.00	12,099.00	0.40	3 84	464.16	0.00
	ETF's Fixed Total	500.0000		60,543.00 2	60,663.00	6 2.01	2.54	1,541.40	0 00

(2) = 838,457.76 √

(3) = 5.00 √

Joseph F Fleming TUW FBO Oklahoma State Univ

(6) = 1,031,747 √

(7) = 1,333,083.81 √

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Y...	Est. Annual Income	Begining MV
Fixed									
Mutual Funds - Fixed	**% of Portfolio: 2.65%**								
Vanguard High-Yield Corp Fund 29		13,117.4910	6 1100	75,000.00 (2)	80,147.86 (6)	2.65	6.13	4,911.59	69,989.83
	Fixed Total	463,617.4910		585,302.02	599,066.86	19.82	2.91	17,445.49	568,703.58
Other									
Mineral Interests	**% of Portfolio: 44.15%**								
100% Int Chesapeake Oper Inc, Owner #661995		1.0000	21,914 8800	1.00 (3)	21,914.88 (7)	0.73	0.00	0.00	21,914.88
100% Int Ngc Oil Trading D/O #6000007479 - SemCrude, LP		1.0000	0.0000	1.00	0.00	0.00	0.00	0.00	0.00
100% Int. B/P America Production Co #378695 00		1.0000	1,268,014....	1.00	1,268,014.83	41.99	0.00	0 00	1,268,014.83
100% Interest In Mineral Int Pittsburg Co, OK		1.0000	1.0000	(4) 30,000.00	(8) 1.00	0.00	0.00	0.00	1.00
100% Interest In Mineral Intdtd 12/23/83 Latimer		1 0000	43,066.0200	1.00 (3)	43,066.02 (7)	1.43	0.00	0.00	43,066.02
100% Interest In Mineral Intdtd 9/22/83 Garvin		1.0000	88.0800	1.00	88.08	0.00	0.00	0.00	88.08
	Mineral Interests Total	6.0000		30,005.00	1,333,084.81	44.15	0.00	0.00	1,333,084.81
Real Estate - Farm	**% of Portfolio: 6.38%**								
160 Acres Farmland Jackson Cnty, OK		1.0000	89,452.0000	67,000.00	89,452 00 **	.96	0 00	0.00	89,452.00
160 Acres Farmland Latimer Cnty, OK		1.0000	103,327.00...	52,000.00	103,327.00 (8)	3.42	0.00	0.00	103,327.00
	Real Estate - Farm Total	2.0000		(4) 119,000.00	192,779.00	6.38	0.00	0.00	192,779.00
	Other Total	8.0000		149,005.00	1,525,863.81	50.53	0.00	0.00	1,525,863.81
	Grand Total	482,969.8170		1,441,290.84	3,019,935.87	100.00	1 32	39,974.47	2,931,556.41

Soy A/C cash pg. 54 + 4,808.13
PY adj - 14,350.00
1,431.748.97

+ 4,808.13 Soy A/C cash pg. 54
- 89,452.00 acres to be appraised
+ 569,462.00 acres PY value
3,504,754.00

...e b... ...tion statement.
For complete tax info... ...administrator

For yield and return information on farmland assets, please contact yo...

(4) = 149,000
-14,350 SALY PY Adj.
134,650 √

(8) = 103,328
569,462 **Needs to be appraised-SALY
672,790 √

Joseph F. Fleming FBO Oklahoma State University

Account #:

Account Detail On: 12/31/2012

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Cash								
	% of Portfolio: 0.00%							
Income Cash				0.00	0.00	0.00		
Principal Cash				0.00	0.00	0.00		
	Total Cash			0.00	0.00	0.00		
Cash Equivalents								
Money Market - Taxable	**% of Portfolio: 0.95%**							
SCB Now Account - Income		347.1400	1 0000	347.14	347.14	0.12	0.01	0.03
SCB Now Account - Principal		2,454.6900	1.0000	2,454.69	2,454.69	0.83	0.01	0.24
	Money Market - Taxable Total	2,801.8300		2,801 83	2,801.83	0.95	0.01	0.27
Equity								
ETF's Equity	**% of Portfolio: 6.89%**							
SPDR S&P Midcap 400		50 0000	185.7100	5,508.00	9,285.50	3.16	1.14	105.99
Vanguard Total Stock Mkt ETF		150.0000	73.2800	9,901.50	10,992.00	3.73	2.13	234 45
	ETF's Equity Total	200.0000		15,409.50	20,277.50	6.89	1.68	340 44
ETF's Foreign	**% of Portfolio: 1.51%**							
Vanguard MSCI Emerging Mkt ETF		100.0000	44.5300	4,597.00	4,453.00	1.51	2 19	97 50
Mutual Funds - Foreign	**% of Portfolio: 8.66%**							
Harbor Intl		410 5760	62.1200	26,500.00	25,504.97	8.66	2.02	515.87
Stock - Common	**% of Portfolio: 36.42%**							
Abbott Labs Com		100.0000	65.5000	4,648.00	6,550.00	2.23	0.85	56.00
Automatic Data Processing Incom		100.0000	56.9300	4,042.00	5,693.00	1.93	3.06	174.00
Chevron Com		100.0000	108.1400	6,929.00	10,814.00	3.68	3.33	360.00
General Elec Co Com		250.0000	20.9900	4,664.50	5,247.50	1.78	3.62	190.00
Illinois Tool Works Inc Com		100.0000	60.8100	4,777.00	6,081.00	2.07	2.50	152.00
Intel Corp Com		150.0000	20.6200	3,199.50	3,093.00	1.05	4.36	135.00
Kellogg Co Com		100.0000	55.8500	4,930 00	5,585.00	1.90	3.15	176 00
Microchip Tech Inc		200.0000	32.5900	5,714.00	6,518.00	2.22	4.32	281.60

1 = 212,393.26 √

2 = 241,957.97 √

Joseph F. Fleming FBO Oklahoma State University

Account #: **Account Detail On: 12/31/2012**

		Shares	Price	Cost	Market Value	% MV	Annual Yield	Est. Annual Income
Equity								
Stock - Common	**% of Portfolio: 36.42%**							
Monsanto Company New Com		100.0000	94.6500	7,495.00	9,465.00	3.22	1.58	150.00
Nextera Energy Inc		100.0000	69.1900	4,990.00	6,919.00	2.35	3.47	240.00
Pacific Gas & Electric Corp Com		100.0000	40.1800	3,830.00	4,018.00	1.37	4.53	182.00
Paychex Inc Com		250.0000	31.1000	5,647.50	7,775.00	2.64	4.24	330.00
Pepsico Inc Com		100 0000	68.4300	5,068.00	6,843.00	2.33	3.14	215.00
Procter & Gamble Co Com		100.0000	67.8900	5,525.00	6,789.00	2.31	3.31	224.80
Sysco Corp Com		100.0000	31.6600	2,858.00	3,166.00	1.08	3.54	112 00
United Technologies Corp Com		100.0000	82.0100	7,584.00	8,201.00	2.79	2.61	214.00
Verizon Communications		100.0000	43.2700	2,840.26	4,327.00	1.47	4.76	206.00
	Stock - Common Total	2,150.0000		84,741.76	107,084.50	36.42	3.17	3,398.40
	Equity Total	2,860.5760		131,248.26 1	157,319.97 2	53.48	2.77	4,352.21
Fixed								
Bond - Corporate	**% of Portfolio: 16.81%**							
Barclays Bank PLC Bond 2 25% 8/25/16		25,000.0000	96.1120	25,000.00	24,028 00	8.17	2.34	562.50
HSBC Bond 3.25% 01/15/16		25,000.0000	101.7120	25,000.00	25,428.00	8.64	3.20	812.50
	Bond - Corporate Total	50,000.0000		50,000.00 √	49,456.00 √	16.81	2.78	1,375.00
Bond - US Govt (State Tax Exempt)	**% of Portfolio: 8.50%**							
FHLB 2.30% 9/27/2022		25,000.0000	100.0420	25,000.00 1	25,010.50 2	8.50	2.30	575.00
ETF's Fixed	**% of Portfolio: 12.33%**							
Ishares Investment Grade Corp Bond		300.0000	120.9900	33,645.00 1	36,297.00 2	12.33	3.84	1,392.48
Mutual Funds - Fixed	**% of Portfolio: 7.93%**							
Fed Total Return Bd Fund 328		661.2010	11.4300	7,500.00	7,557.52	2.57	3.61	272.47
Vanguard High-Yield Corp Fund 29		2,581.5030	6.1100	15,000.00	15,772.98	5.36	6 13	966.59
	Mutual Funds - Fixed Total	3,242.7040		22,500 00 1	23,330.50 2	7.93	5.31	1,239.06
	Fixed Total	78,542.7040		131,145.00	134,094.00	45.57	3.42	4,581.54
	Grand Total	84,205.1100		265,195 09	294,215.80	100.00	3.04	8,934.02