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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FLEMING FOUNDATION		A Employer identification number 23-2585510
Number and street (or P O box number if mail is not delivered to street address) 7661 BERYL ROAD		B Telephone number (610) 966-2010
City or town, state or province, country, and ZIP or foreign postal code ZIONSVILLE, PA 18092		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,389,036.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	300,149.		N/A.	
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	176,077.	176,077.		STATEMENT 1.
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	356,115.			
b Gross sales price for all assets on line 6a	17,356,348.			
7 Capital gain net income (from Part IV, line 2)		356,115.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	832,341.	532,192.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	8,715.	8,715.		0.
c Other professional fees	87,183.	87,183.		0.
17 Interest				
18 Taxes	7,031.	7,031.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	102,929.	102,929.		0.
25 Contributions, gifts, grants paid	370,839.			370,839.
26 Total expenses and disbursements. Add lines 24 and 25	473,768.	102,929.		370,839.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	358,573.			
b Net investment income (if negative, enter -0-)		429,263.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	327,592.	420,419.	420,419.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	6,690,560.	0.	8,968,617.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)	629,991.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	7,648,143.	9,389,036.	9,389,036.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,648,143.	9,389,036.	
	30 Total net assets or fund balances	7,648,143.	9,389,036.	
	31 Total liabilities and net assets/fund balances	7,648,143.	9,389,036.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 7,648,143.
2 Enter amount from Part I, line 27a	2 358,573.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3 1,382,320.
4 Add lines 1, 2, and 3	4 9,389,036.
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 9,389,036.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 17,356,348.		17,000,232.	356,115.

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			
b			
c			
d			
e			356,115.

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	356,115.
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))
2012	382,063.	7,468,573.	.051156
2011	357,825.	7,813,065.	.045798
2010	317,697.	7,201,653.	.044114
2009	411,470.	6,377,308.	.064521
2008	493,023.	8,311,101.	.059321

2 Total of line 1, column (d)	2	.264910
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	.052982
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,596,823.
5 Multiply line 4 by line 3	5	455,477.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,293.
7 Add lines 5 and 6	7	459,770.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	370,839.

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)	1	8,585.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	8,585.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	8,585.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	5,460.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6d	
b	Exempt foreign organizations - tax withheld at source	7	5,460.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	3,125.
7	Total credits and payments. Add lines 6a through 6d	10	
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	11	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of RICHARD FLEMING Located at 7661 BERYL ROAD, ZIONSVILLE, PA Telephone no. (610) 966-2010 ZIP+4 18092			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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	
b If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?		4b X

Form 990-PF (2013)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

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

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

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

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

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

0

Form 990-PF (2013)

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

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

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2013)

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	8,196,802.
b Average of monthly cash balances	1b	530,937.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	8,727,739.
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	8,727,739.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,916.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,596,823.
6 Minimum investment return. Enter 5% of line 5	6	429,841.

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	429,841.
2a Tax on investment income for 2013 from Part VI, line 5	2a	8,585.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	8,585.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	421,256.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	421,256.
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	421,256.

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	370,839.
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	370,839.
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	370,839.

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 (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				421,256.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			370,289.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 370,839.				
a Applied to 2012, but not more than line 2a			370,289.	
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 2013 distributable amount				550.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				420,706.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Form 990-PF (2013)

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				
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 CHEW STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
ALLENTOWN RESCUE MISSION 355 HAMILTON ST ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
ALZHEIMERS ASSOCIATION 399 MARKET ST - SUITE 102 PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,500.
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
AMERICAN CANCER SOCIETY PO BOX 1337 BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,200.
Total	SEE CONTINUATION SHEET(S)			370,839.
b Approved for future payment				
NONE				
Total				0.

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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here  Richard L. Slattery | 05/05/14 |  Trustee

Signature of officer or trustee Date Title

☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below (see instr. 7)?

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	ROBERT L. GORMAN				P00145960
	Firm's name ▶ GORMAN & GORMAN, PC				Firm's EIN ▶ 23-2219882
	Firm's address ▶ 901 SPRUCE STREET PHILADELPHIA, PA 19107				Phone no. 215 627-4440

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

Employer identification number

FLEMING FOUNDATION**23-2585510**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization FLEMING FOUNDATION	Employer identification number 23-2585510
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD FLEMING 7661 BERYL ROAD ZIONSVILLE, PA 18092	\$ 300,149.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

23-2585510

Part II · Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

[illegible]

Name of organization

Employer identification number

FLEMING FOUNDATION

23-2585510

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

Use duplicate copies of Part III if additional space is needed

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
WELLS FARGO ADVISORS - A/C #3435	31,602.	0.	31,602.	31,602.		
WELLS FARGO ADVISORS - A/C #4114	19,525.	0.	19,525.	19,525.		
WELLS FARGO ADVISORS - A/C #6469	23,854.	0.	23,854.	23,854.		
WELLS FARGO ADVISORS - A/C #7759	52,978.	206.	52,772.	52,772.		
WELLS FARGO ADVISORS - A/C #9673	11,333.	0.	11,333.	11,333.		
WELLS FARGO ADVISORS - A/C #9675	976.	0.	976.	976.		
WELLS FARGO ADVISORS - A/C #9677	9,851.	0.	9,851.	9,851.		
WELLS FARGO ADVISORS - A/C #9683	7,359.	0.	7,359.	7,359.		
WELLS FARGO ADVISORS - A/C #9685	18,805.	0.	18,805.	18,805.		
TO PART I, LINE 4	176,283.	206.	176,077.	176,077.		

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

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	87,183.	87,183.			0.
TO FORM 990-PF, PG 1, LN 16C	87,183.	87,183.			0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITTHELD ON DIVIDENDS	7,031.	7,031.			0.
TO FORM 990-PF, PG 1, LN 18	7,031.	7,031.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	5
DESCRIPTION					AMOUNT
UNREALIZED APPRECIATION IN INVESTMENTS					1,382,320.
TOTAL TO FORM 990-PF, PART III, LINE 3					1,382,320.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	FMV	0.	8,968,617.	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	8,968,617.	

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - A/C #XXX-3435		VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - A/C #XXX-3435		VARIOUS	05/22/13
c	WELLS FARGO ADVISORS - A/C #XXX-4114		VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - A/C #XXX-4114		VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - A/C #XXX-4114		VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - A/C #XXX-6049		VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - A/C #XXX-6049		VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - A/C #XXX-6049		VARIOUS	VARIOUS
i	WELLS FARGO ADVISORS - A/C #XXX-6049			09/27/13
j	WELLS FARGO ADVISORS - A/C #XXX-7759		VARIOUS	VARIOUS
k	WELLS FARGO ADVISORS - A/C #XXX-7759		VARIOUS	VARIOUS
l	WELLS FARGO ADVISORS - A/C #XXX-9673		VARIOUS	07/25/13
m	WELLS FARGO ADVISORS - A/C #XXX-9677		VARIOUS	VARIOUS
n	WELLS FARGO ADVISORS - A/C #XXX-9677		VARIOUS	VARIOUS
o	WELLS FARGO ADVISORS - A/C #XXX-9677		VARIOUS	03/27/13

(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 13,861,604.		13,393,109.	468,495.
b 301,529.		45,495.	256,034.
c 170,435.		175,575.	<5,140.>
d 92,845.		103,091.	<10,246.>
e 191,855.		188,305.	3,550.
f 85,405.		74,835.	10,570.
g 188,746.		168,588.	20,158.
h 21,996.		16,020.	5,976.
i 1.			1.
j 155,546.		159,444.	<3,898.>
k 299,078.		267,747.	31,331.
l 591,435.		80,968.	510,466.
m 215,387.		207,237.	8,150.
n 205,488.		271,239.	<65,751.>
o 8,904.		8,174.	730.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			468,495.
b			256,034.
c			<5,140.>
d			<10,246.>
e			3,550.
f			10,570.
g			20,158.
h			5,976.
i			1.
j			<3,898.>
k			31,331.
l			510,466.
m			8,150.
n			<65,751.>
o			730.

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

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

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - A/C #XXX-9677 (POLYUS GOLD)		VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - A/C #XXX-9683		VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - A/C #XXX-9683		VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - A/C #XXX-9683		VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - A/C #XXX-9685		VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - A/C #XXX-9685		12/03/12	12/27/13
g	WELLS FARGO ADVISORS - A/C #XXX-9685		VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - A/C #XXX-9685		VARIOUS	VARIOUS
i	10,000 SHARES - RENEGY HOLDINGS INC - WORTHLESS S		02/01/00	02/27/13
j	WELLS FARGO ADVISORS - A/C #XXX-9685 - VALE S.A.	P	06/07/06	11/26/13
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,997.		6,219.	<1,222.>
b	325,886.		321,082.	4,804.
c	190,132.		145,083.	45,049.
d	80,675.		44,445.	36,230.
e	116,876.		117,623.	<747.>
f	1,459.		974.	485.
g	242,104.		269,739.	<27,635.>
h	411.		407.	4.
i			917,690.	<917,690.>
j	3,348.		17,143.	<13,795.>
k	206.			206.
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,222.>
b			4,804.
c			45,049.
d			36,230.
e			<747.>
f			485.
g			<27,635.>
h			4.
i			<917,690.>
j			<13,795.>
k			206.
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	356,115.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN HEART ASSOCIATION PO BOX 2763 HARRISBURG, PA 17105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
AMERICAN RED CROSS OF THE GLV 2200 AVENUE A BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,500.
ANIMAL RESCUE LEAGUE OF BERKS COUNTY PO BOX 69 MOHNTON, PA 19540	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PLACE BETHLEHEM, PA 18018	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
CANCER SUPPORT COMMUNITY OF GLV 210 E. BROAD STREET - SUITE 202 FALLS CHURCH, VA 22046	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 300	750.
CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE, PA 19330	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
CENTER FOR VISION LOSS 845 WEST WYOMING STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	170.
COMMUNITIES IN SCHOOLS, LV PO BOX 722 ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	100.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
Total from continuation sheets				362,139.

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
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
FEEDING AMERICA 35 E. WACKER DRIVE - SUITE 2000 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
FIRST PRESBYTERIAN CHURCH OF ALLENTOWN 3231 TILGHMAN STREET ALLENTOWN, PA 198104	N/A	PUBLIC CHARITY		1,000.
GOOD SHEPARD REHAB HOSPITAL 850 SOUTH 5TH STREET ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,500.
GOOD SHEPHERD HOME 850 SOUTH 5TH STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO FLEMING ENDOWMENT FUND	40,000.
GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, PA 11787	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
LEHIGH COUNTY SENIOR CITIZENS CENTER 1633 ELM STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
LEHIGH VALLEY HOSPITAL 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
MACUNGIE AMBULANCE CORPS 5550 NORTH WALNUT STREET MACUNGIE, PA 18062	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
MERCY SPECIAL LEARNING CENTER 830 SOUTH WOODWARD STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
MISCELLANEOUS ORGANIZED CHARITIES VARIOUS VARIOUS	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND CONTRIBUTION TO	1,160.
NE PA LIONS EYE BANK 2346 JACKSONVILLE ROAD BETHLEHEM, PA 18107	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	150.
PARALYZED VETERANS OF AMERICA PO BOX 96010 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	300.
SECOND HARVEST FOOD BANK OF LV & NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	750.
SIXTH STREET SHELTER 219 NORTH 6TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
SPECIAL OLYMPICS 4076 MARKET STREET CAMP HILL, PA 17011	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	150.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST THOMAS MORE 1040 FLEXER AVENUE ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
STANFORD UNIVERISTY PO BOX 20466 STANFORD, CA 94309	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	
SUSQUEHANNA SERVICE DOGS 124 PINE STREET HARRISBURG, PA 17101	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	200.
THE ANIMAL ORPHANAGE 421 COOPER ROAD VOORHEES, NJ 08043	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
THE CAT SHACK INC PO BOX 950 TREXLEERTOWN, PA 18187	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,625.
THE LEONARD POOL SOCIETY 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	
THE LEUKEMIA AND LYMPHOMA SOCIETY #2 INTERNATIONAL PLAZA PHILADELPHIA, PA 19113	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	100.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	15,100.
THE USO PO BOX 96860 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	500.
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	100.
Total from continuation sheets				

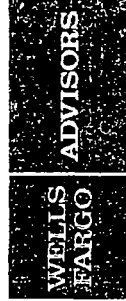
3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

2013 ENHANCED SUMMARY

Page 5 of 16

As of Date: 2/07/14



Your Financial Advisor :
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 3801 KENNETT PIKE
 SUITE B 200
 GREENVILLE DE 19807
 (302) 428-8611

FLEMING FOUNDATION
 (GH)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 8104-3435

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ISHARES RUSSELL 2000 05/01/13		8,877.0000	01/02/13	822,227.02	766,788.16	55,438.86	SALE
08/01/13		527.0000	06/03/13	55,325.56	51,589.04	3,736.52	SALE
		9,124.0000	06/03/13	990,547.15	893,165.69	97,381.46	
		242.0000	07/01/13	26,272.73	23,867.78	2,404.95	
		468.0000	08/19/13	50,808.43	47,387.81	3,420.62	
		282.0000	09/03/13	30,615.34	28,512.85	2,102.49	
11/01/13		10,116.0000	Various	1,098,243.65	992,934.13	105,309.52	SALE
TOTAL 4 LOTS							
ISHARES 3-7 YEAR TREASURY BOND 01/02/13		5,666.0000	11/01/12	697,735.84	698,021.17	-285.33	SALE
		6,198.0000	05/01/13	758,352.39	770,108.32	-11,755.93	
		811.0000	05/23/13	99,229.40	99,735.91	-506.51	
06/03/13		7,009.0000	Various	857,581.79	869,844.23	-12,262.44	SALE
08/01/13		9,642.0000	07/01/13	1,160,936.38	1,164,730.46	-3,794.08	SALE
10/01/13		10,126.0000	09/03/13	1,225,519.35	1,211,461.48	14,057.87	SALE
TOTAL 2 LOTS							
ISHARES CORE S&P MIDCAP / 464287507 ETF							
01/02/13		1,069.0000	11/01/12	110,775.75	106,992.15	3,783.60	SALE
03/01/13		7,401.0000	11/01/12	807,937.97	740,737.96	67,200.01	SALE
		7,833.0000	08/01/13	929,106.88	983,588.24	-54,481.36	

2013 ENHANCED SUMMARY

Page 6 of 16

As of Date: 2/07/14

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 ZIONSVILLE PA 18092-2302

Account Number: 8104-3435

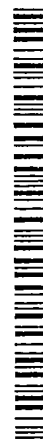
Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

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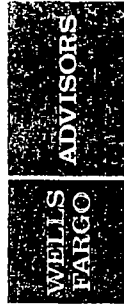
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
09/03/13	464.0000	08/19/13	55,037.10	55,684.39	-647.29	
	8,297.0000	Various	984,143.98	1,039,272.63	-55,128.65	SALE
						TOTAL 2 LOTS
ISHARES CORE S&P 500 ET / 464287200						
S&P 500 INDEX FD						
06/03/13	576.0000	03/01/13	94,600.65	87,755.28	6,845.37	SALE
	4,787.0000	03/01/13	779,424.92	729,313.32	50,111.60	
	526.0000	05/01/13	85,643.93	84,064.37	1,579.56	
	438.0000	05/23/13	71,315.68	72,949.71	-1,634.03	
07/01/13	5,751.0000	Various	936,384.53	886,327.40	50,057.13	SALE
						TOTAL 3 LOTS
PROSHARES TRUST ET / 74347R180						
ULTRA 7-10 YR TREASURY						
NON-TRADITIONAL ETP 2X						
01/02/13	8,787.0000	11/01/12	494,554.67	498,547.14	-3,992.47	SALE
	10,145.0000	05/01/13	557,947.02	599,028.77	-41,081.75	
	1,828.0000	05/23/13	100,534.97	102,397.27	-1,862.30	
06/03/13	11,973.0000	Various	658,481.99	701,426.04	-42,944.05	SALE
08/01/13	6,936.0000	07/01/13	352,271.23	362,052.96	-9,781.73	SALE
10/01/13	7,579.0000	09/03/13	391,744.11	376,561.86	15,182.25	SALE
PROSHARES ULTRA ET / 74347R404						
MIDCAP 400						
NON-TRADITIONAL ETF						
	5,246.0000	11/01/12	444,517.72	373,996.26	70,521.46	
	914.0000	01/02/13	77,447.43	70,227.65	7,219.78	
	6,160.0000	Various	521,965.15	444,223.91	77,741.24	SALE
03/01/13	5,430.0000	08/01/13	539,208.62	606,527.20	-67,318.58	
	589.0000	08/19/13	58,488.75	60,015.31	-1,526.56	
						TOTAL 2 LOTS



2013 ENHANCED SUMMARY

Page 7 of 16

As of Date: 2/07/14



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Account Number: 8104-3435

Year-End Account Summary

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 SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
						Gain or Loss Amount	Additional Information
09/03/13	Various	6,019.0000	Various	597,697.37	666,542.51	-68,845.14	SALE
11/01/13	10/01/13	146.0000	10/01/13	17,046.56	16,362.27	684.29	SALE
TOTAL 2 LOTS							
PROSHARES ULTRA S&P ET / 74347R107							
500 2X							
NON-TRADITIONAL ETF							
05/01/13	03/01/13	1,333.0000	03/01/13	100,058.74	90,620.41	9,438.33	SALE
	03/01/13	6,078.0000	03/01/13	475,804.30	413,196.42	62,607.88	
	05/23/13	192.0000	05/23/13	15,030.34	15,655.10	-624.76	
	06/03/13	1,081.0000	06/03/13	84,623.97	85,708.06	-1,084.09	
07/01/13	Various	7,351.0000	Various	575,458.61	514,559.58	60,899.03	SALE
TOTAL 3 LOTS							
ULTRA RUSSELL 2000 / 74347R842							
PROSHARES ETF 2X							
NON-TRADITIONAL ETF							
03/01/13	01/02/13	315.0000	01/02/13	16,589.96	15,083.37	1,506.59	SALE
05/01/13	01/02/13	9,562.0000	01/02/13	524,137.90	457,863.93	66,273.97	SALE
07/01/13	06/03/13	640.0000	06/03/13	39,539.92	39,064.33	475.59	SALE
08/01/13	06/03/13	324.0000	06/03/13	22,869.27	19,776.32	3,092.95	SALE
09/03/13	06/03/13	548.0000	06/03/13	36,020.12	33,448.83	2,571.29	SALE
10/01/13	06/03/13	604.0000	06/03/13	44,788.84	36,866.96	7,921.88	SALE
	06/03/13	7,435.0000	06/03/13	559,749.84	453,817.50	105,932.34	
	08/19/13	760.0000	08/19/13	57,217.20	49,837.06	7,380.14	
11/01/13	Various	8,195.0000	Various	616,967.04	503,654.56	113,312.48	SALE
TOTAL 2 LOTS							
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
				13,861,603.95	13,393,109.07	468,494.88	

2013 ENHANCED SUMMARY

Page 8 of 16

As of Date: 2/07/14

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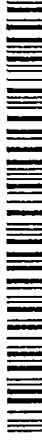
Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
AIR PRODUCTS & CHEMICALS / 009158106 INC	2,300.0000	12/31/84	219,815.43	33,166.00	186,649.43	
	855.0000	12/14/11	81,714.00	12,329.10	69,384.90	
	3,155.0000	Various	301,529.43	45,495.10	256,034.33	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					256,034.33	TOTAL 2 LOTS

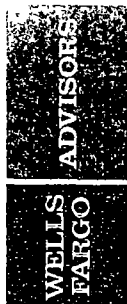
*Box 2a Sales price less commissions and option premiums



2013 ENHANCED SUMMARY

Page 5 of 23

As of Date: 2/07/14



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FLEMING FOUNDATION
 (NWQ)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

Year-End Account Summary

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**SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013**

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
BARRICK GOLD CORP / 067901108						
11/26/13	180.0000	02/01/13	2,908.75	5,791.32	-2,882.57	SALE
11/26/13	126.0000	02/04/13	2,036.12	4,075.43	-2,039.31	SALE
BEST BUY CO INC / 086516101						
01/14/13	300.0000	04/11/12	4,346.72	6,523.23	-2,176.51	SALE
	105.0000	04/11/12	1,502.61	2,283.13	-780.52	
	5.0000	04/13/12	71.56	110.41	-38.85	
01/15/13	110.0000	Various	1,574.17	2,393.54	-819.37	SALE
						TOTAL 2 LOTS
CENTURYLINK INC / 156700106						
11/26/13	112.0000	06/07/13	3,437.23	3,959.04	-521.81	SALE
11/26/13	140.0000	06/11/13	4,296.54	4,980.98	-684.44	SALE
11/26/13	181.0000	06/12/13	5,554.81	6,421.59	-866.78	SALE
11/26/13	178.0000	08/08/13	5,462.74	6,162.95	-700.21	SALE
11/26/13	211.0000	09/10/13	6,475.50	6,877.36	-401.86	SALE
EM C CORP MASS / 268648102						
06/26/13	16.0000	05/28/13	384.33	381.89	2.44	SALE
06/27/13	154.0000	05/28/13	3,651.69	3,675.67	-23.98	SALE
ISHARES RUSSELL 1000 VALUE ET / 464287598						
12/27/13	1,178.0000	11/26/13	110,423.92	109,100.98	1,322.94	SALE

2013 ENHANCED SUMMARY

Page 6 of 23

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ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013 *continued*

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
VODAFONE GROUP PLC / 92857W209 SPONSORED ADR NEW 09/04/13	93.0000	01/28/13	2,994.15	2,519.41	474.74	SALE
	97.0000	01/28/13	3,186.39	2,627.77	558.62	
	34.0000	01/29/13	1,116.89	928.14	188.75	
	131.0000	Various	4,303.28	3,555.91	747.37	SALE
09/05/13	34.0000	01/29/13	1,111.96	928.14	183.82	SALE
09/06/13	32.0000	01/29/13	1,147.29	873.53	273.76	
	20.0000	01/31/13	717.06	546.31	170.75	
	54.0000	02/01/13	1,936.06	1,475.05	461.01	
	214.0000	02/20/13	7,672.57	5,333.05	2,339.52	
10/03/13	320.0000	Various	11,472.98	8,227.94	3,245.04	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					-5,140.49	TOTAL 2 LOTS

TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					-5,140.49	TOTAL 4 LOTS
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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

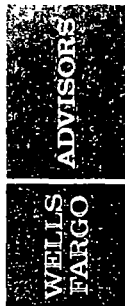
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ANGLOGOLD ASHANTI LTD / 035128206 SPON ADR 11/26/13	30.0000	01/10/11	394.26	1,337.24	-942.98	SALE
11/26/13	155.0000	01/13/11	2,037.00	6,916.36	-4,879.36	SALE
11/26/13	40.0000	01/14/11	525.68	1,764.27	-1,238.59	SALE
11/26/13	8.0000	01/18/11	105.14	359.74	-254.60	SALE



2013 ENHANCED SUMMARY

Page 7 of 23

As of Date: 2/07/14



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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/26/13	110.0000	10/08/12	1,445.61	3,711.00	-2,265.39	SALE
CISCO SYSTEMS INC / 17275R102						
08/07/13	178.0000	05/12/11	4,656.42	3,001.48	1,654.94	SALE
	187.0000	05/12/11	4,160.50	3,153.22	1,007.28	
	135.0000	05/13/11	3,003.57	2,276.34	727.23	
	142.0000	05/16/11	3,159.32	2,385.86	773.46	
	222.0000	09/08/11	4,939.22	3,595.38	1,343.84	
10/23/13	686.0000	Various	15,262.61	11,410.80	3,851.81	SALE
TOTAL 4 LOTS						
E M C CORP MASS / 268648102						
06/26/13	372.0000	01/23/12	8,935.53	8,691.33	244.20	SALE
GOLDMAN SACHS GROUP INC / 38141G104						
09/17/13	25.0000	03/17/11	4,178.15	3,865.53	312.62	SALE
HALLIBURTON COMPANY / 406216101						
	65.0000	06/19/12	2,989.95	1,909.38	1,080.57	
	70.0000	06/20/12	3,219.95	2,062.42	1,157.53	
	40.0000	06/21/12	1,839.97	1,151.53	688.44	
	30.0000	06/22/12	1,379.99	840.35	539.64	
07/26/13	205.0000	Various	9,429.86	5,963.68	3,466.18	SALE
TOTAL 4 LOTS						
MOAIC COMPANY / 61945C103						
11/12/13	54.0000	02/16/12	2,592.41	2,967.24	-374.83	SALE
11/26/13	1.0000	02/16/12	47.18	54.94	-7.76	SALE
11/26/13	20.0000	02/27/12	943.60	1,176.45	-232.85	SALE
11/26/13	83.0000	02/29/12	3,915.95	4,786.69	-870.74	SALE

2013 ENHANCED SUMMARY

Page 8 of 23

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) *continued*
Proceeds from Broker and Barter Exchange Transactions for 2013

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					Gain or Loss Amount	Additional Information
TALISMAN ENERGY INC / 87425E103						
11/26/13	185.0000	06/29/11	2,196.09	3,665.05	-1,468.96	SALE
11/26/13	85.0000	06/30/11	1,009.01	1,728.95	-719.94	SALE
11/26/13	355.0000	07/29/11	4,214.12	6,562.35	-2,348.23	SALE
11/26/13	140.0000	10/20/11	1,661.90	1,874.46	-212.56	SALE
11/26/13	170.0000	10/21/11	2,018.02	2,356.78	-338.76	SALE
11/26/13	375.0000	11/09/11	4,451.53	5,043.49	-591.96	SALE
11/26/13	81.0000	11/10/11	961.53	1,098.69	-137.16	SALE
11/26/13	250.0000	02/01/12	2,967.69	2,999.05	-31.36	SALE
11/26/13	80.0000	02/02/12	949.66	964.34	-14.68	SALE
11/26/13	40.0000	02/03/12	474.83	497.82	-22.99	SALE
11/26/13	180.0000	04/05/12	2,136.73	2,279.45	-142.72	SALE
11/26/13	50.0000	04/09/12	593.54	628.75	-35.21	SALE
11/26/13	85.0000	04/10/12	1,009.01	1,051.39	-42.38	SALE
11/26/13	170.0000	09/24/12	2,018.02	2,318.14	-300.12	SALE
11/26/13	145.0000	09/25/12	1,721.26	1,986.46	-265.20	SALE
TEVA PHARMACEUTICAL / 881624209						
ADR INDS LTD						
11/26/13	90.0000	06/08/11	3,611.65	4,475.49	-863.84	SALE
11/26/13	85.0000	06/21/11	3,411.00	4,041.64	-630.64	SALE
11/26/13	40.0000	06/22/11	1,605.17	1,905.64	-300.47	SALE



2013 ENHANCED SUMMARY

Page 9 of 23

As of Date: 2/07/14



Your Financial Advisor :
 DEWEES INVESTMENT CONSULTING
 GROUP OF WELLS FARGO ADVISORS
 3801 KENNETT PIKE
 SUITE B 200
 GREENVILLE DE 19807
 (302) 428-8611

FLEMING FOUNDATION
 (NWQ)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

Year-End Account Summary

This information is NOT provided to the Internal Revenue Service, but is being provided to you for courtesy purposes.
 Please consult with your Financial Advisor or Tax Advisor regarding specific questions.

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
11/26/13	34.0000	06/23/11	1,364.40	1,606.39	-241.99	SALE

**TOTAL LONG TERM GAINS OR LOSSES FOR
 COVERED SECURITIES**

92,844.56 103,091.08 -10,246.52

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ALLEGION PLC / G0176J109						
12/03/13	4.0000	07/16/02	171.60	48.18	123.42	SALE
12/04/13	82.0000	07/16/02	3,457.71	987.50	2,470.21	SALE

ANGLOGOLD ASHANTI LTD / 035128206
 SPON ADR

11/26/13	214.0000	Various	2,812.38	7,030.76	-4,218.38	SALE
11/26/13	224.0000	07/11/08	2,943.80	7,461.71	-4,517.91	SALE
11/26/13	69.0000	07/28/08	906.79	1,698.40	-791.61	SALE
11/26/13	30.0000	09/01/09	394.26	1,081.20	-686.94	SALE
11/26/13	30.0000	02/25/10	394.26	1,045.62	-651.36	SALE

AON PLC / G0408V102
 CLASS A

03/08/13	13.0000	07/28/04	780.49	638.04	142.45	SALE
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BARRICK GOLD CORP / 067901108

11/26/13	112.0000	07/20/04	2,807.52	2,260.16	547.36	
11/26/13	50.0000	07/28/04	1,253.36	932.00	321.36	

2013 ENHANCED SUMMARY

Page 10 of 23

As of Date: 2/07/14

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(302) 428-8611

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7661 BERYL RD
ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

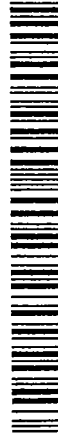
Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

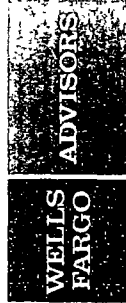
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
04/10/13	162.0000	Various	4,060.88	3,192.16	868.72	SALE
11/26/13	270.0000	07/28/04	4,363.12	5,032.80	-669.68	SALE
11/26/13	4.0000	09/10/09	64.64	148.81	-84.17	SALE
					TOTAL 2 LOTS	
CA INC / 12673P105						
05/03/13	55.0000	07/20/04	1,525.61	1,374.59	151.02	SALE
05/06/13	7.0000	07/20/04	193.67	174.95	18.72	SALE
06/10/13	101.0000	07/20/04	2,952.02	2,524.23	427.79	SALE
07/10/13	62.0000	07/20/04	1,809.94	1,549.53	260.41	SALE
09/11/13	216.0000	07/20/04	6,653.59	5,398.35	1,255.24	SALE
	98.0000	07/20/04	3,217.57	2,449.24	768.33	
	17.0000	07/28/04	558.16	415.48	142.68	
11/15/13	115.0000	Various	3,775.73	2,864.72	911.01	SALE
					TOTAL 2 LOTS	
CITIGROUP INC NEW / 172967424						
01/09/13	100.0000	12/17/09	4,284.76	3,185.41	1,099.35	SALE
GOLDMAN SACHS GROUP INC / 38141G104						
09/17/13	16.0000	08/26/10	2,674.01	2,309.98	364.03	SALE
HALLIBURTON COMPANY / 406216101						
01/25/13	202.0000	11/12/08	7,988.46	3,553.05	4,435.41	SALE
07/26/13	31.0000	11/12/08	1,425.97	545.27	880.70	SALE
HARTFORD FINL SVCS GROUP / 416515104 INC						
	86.0000	08/02/06	2,503.17	7,201.81	-4,698.64	
	16.0000	08/03/06	465.70	1,326.39	-860.69	



2013 ENHANCED SUMMARY

Page 11 of 23

As of Date: 2/07/14



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 ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
05/06/13	59.0000	07/25/07	1,717.30	5,683.65	-3,966.35	
	161.0000	Various	4,686.17	14,211.85	-9,525.68	SALE
	64.0000	07/25/07	2,262.89	6,165.31	-3,902.42	
	40.0000	12/22/09	1,414.32	932.97	481.35	
11/18/13	104.0000	Various	3,677.21	7,098.28	-3,421.07	SALE
TOTAL 3 LOTS						
TOTAL 2 LOTS						
INGERSOLL-RAND PLC / G47791101						
08/01/13	79.0000	07/16/02	4,907.90	1,550.75	3,357.15	SALE
JPMORGAN CHASE & CO / 46825H100						
03/08/13	14.0000	07/20/04	700.02	511.70	188.32	SALE
LINCOLN NATL CORP IND / 534187109						
	40.0000	06/22/10	1,302.07	1,098.96	203.11	
	91.0000	06/23/10	2,962.21	2,450.89	511.32	
	131.0000	Various	4,264.28	3,549.85	714.43	SALE
03/08/13						TOTAL 2 LOTS
	54.0000	06/23/10	1,790.74	1,454.37	336.37	
	36.0000	06/24/10	1,193.84	957.74	236.10	
03/11/13	90.0000	Various	2,984.58	2,412.11	572.47	SALE
03/15/13	117.0000	06/24/10	3,893.75	3,112.63	781.12	SALE
TOTAL 2 LOTS						
MERCK & CO INC NEW / 58933Y105						
	94.0000	02/27/09	4,045.31	2,351.75	1,693.56	
	51.0000	10/26/09	2,194.80	1,634.86	559.94	
01/24/13	145.0000	Various	6,240.11	3,986.61	2,253.50	SALE
01/25/13	192.0000	10/26/09	8,257.46	6,154.72	2,102.74	SALE
TOTAL 2 LOTS						
METLIFE INC / 59156R108						
	91.0000	10/08/08	4,592.82	2,904.84	1,687.98	

2013 ENHANCED SUMMARY

Page 12 of 23

As of Date: 2/07/14

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 DEWEES INVESTMENT CONSULTING
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 3801 KENNETT PIKE
 SUITE B 200
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 (302) 428-8611

FLEMING FOUNDATION
 (NWQ)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

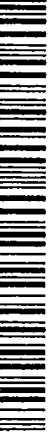
Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
12/18/13	52.0000 143.0000	10/09/08 Various	2,624.47 7,217.29	1,467.87 4,372.71	1,156.60 2,844.58	SALE SALE
TOTAL 2 LOTS						
NOBLE ENERGY INC / 655044105						
02/25/13	30.0000	09/15/08	3,322.59	1,733.63	1,588.96	SALE
02/27/13	35.0000	09/15/08	3,856.58	2,022.56	1,834.02	SALE
02/28/13	27.0000	09/15/08	2,996.27	1,560.25	1,436.02	SALE
NRG ENERGY INC / 629377508						
11/26/13	343.0000	03/07/08	9,097.02	14,486.46	-5,389.44	SALE
11/26/13	174.0000	05/09/08	4,614.81	7,350.60	-2,735.79	SALE
OCCIDENTAL PETE CORP / 674599105						
12/09/13	52.0000	04/14/10	4,836.12	4,460.06	376.06	SALE
PITNEY BOWES INC / 724479100						
04/01/13	75.0000	11/15/07	1,087.48	2,850.58	-1,763.10	SALE
	4.0000	11/15/07	57.85	152.03	-94.18	
	55.0000	01/03/08	795.51	2,074.96	-1,279.45	
	91.0000	01/04/08	1,316.21	3,346.40	-2,030.19	
	150.0000	Various	2,169.57	5,573.39	-3,403.82	SALE
04/02/13	95.0000	01/04/08	1,375.86	3,493.50	-2,117.64	SALE
04/03/13	124.0000	01/04/08	1,794.75	4,559.92	-2,765.17	SALE
04/04/13						
TOTAL 3 LOTS						
RAYTHEON COMPANY / 755111507						
11/12/13	51.0000	07/28/04	4,341.41	1,645.77	2,695.64	SALE





2013 ENHANCED SUMMARY

Page 13 of 23
As of Date: 2/07/14

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3801 KENNETT PIKE
SUITE B 200
GREENVILLE DE 19807
(302) 428-8611

FLEMING FOUNDATION
(NWQ)
7661 BERYL RD
ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

Proceeds from Broker and Dealer Exchange Transactions for 2010						
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
SANOFI ADR / 80105N105						
01/11/13	30.0000	08/02/07	1,466.62	1,237.33	229.29	SALE
01/14/13	15.0000	08/02/07	731.79	618.67	113.12	SALE
01/16/13	29.0000	08/02/07	1,399.06	1,196.09	202.97	SALE
04/29/13	125.0000	08/02/07	6,813.29	5,155.53	1,657.76	SALE
04/30/13	70.0000	08/02/07	3,803.46	2,887.10	916.36	SALE
05/02/13	30.0000	08/02/07	1,617.82	1,237.32	380.50	SALE
TALISMAN ENERGY INC / 87425E103						
11/26/13	43.0000	06/24/08	510.44	968.47	-458.03	SALE
11/26/13	417.0000	07/22/08	4,950.10	7,885.14	-2,935.04	SALE
TIME WARNER INC NEW / 887317303						
07/12/13	19.0000	10/13/10	1,170.39	599.31	571.08	SALE
07/15/13	5.0000	10/13/10	307.46	157.71	149.75	SALE
07/17/13	5.0000	10/13/10	307.55	157.71	149.84	SALE
UNUM GROUP / 91529Y106						
06/24/13	33.0000	05/20/10	945.32	705.15	240.17	SALE
07/29/13	18.0000	05/20/10	567.91	384.63	183.28	SALE
07/30/13	131.0000	05/20/10	4,133.85	2,799.22	1,334.63	SALE
11/04/13	136.0000	05/20/10	4,322.31	2,906.06	1,416.25	SALE
VIACOM INC CL B / 92553P201						
05/22/13	9.0000	09/13/05	625.33	373.14	252.19	SALE
	5.0000	09/13/05	345.77	207.30	138.47	

2013 ENHANCED SUMMARY

Page 14 of 23

As of Date: 2/07/14

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 SUITE B 200
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 (302) 428-8611

FLEMING FOUNDATION
 (NWQ)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 3289-4114

Year-End Account Summary

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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
05/23/13	29.0000	01/04/06	2,005.51	1,217.70	787.81	
	34.0000	Various	2,351.28	1,425.00	926.28	SALE
05/28/13	42.0000	01/04/06	2,923.09	1,763.56	1,159.53	SALE
08/02/13	68.0000	01/04/06	5,353.01	2,855.28	2,497.73	SALE
10/16/13	46.0000	01/04/06	3,818.37	1,931.51	1,886.86	SALE
WELLS FARGO COMPANY / 949746101						
07/16/13	88.0000	07/28/04	3,781.72	2,517.68	1,264.04	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			191,855.09	188,304.80	3,550.29	

TOTAL 2 LOTS

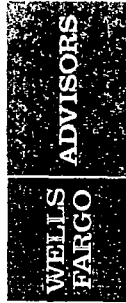
*Box 2a Sales price less commissions and option premiums



2013 SUMMARY AMENDMENT

Page 5 of 22

Amended Date: 2/21/14



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 SUITE B 200
 GREENVILLE DE 19807
 (302) 428-8611

FLEMING FOUNDATION
 (NFJ INTL)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 7465-6049

Year-End Account Summary

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For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

1000000 from Broker and Dealer Exchange Transactions for 2013								
8-Description / CUSIP	1a-Date of Sale or Exchange		1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
							Gain or Loss Amount	Additional Information
AEON COMPANY LTD- / 007627102								
UNSPON ADR								
05/08/13			220.0000	05/21/12	2,896.46	2,679.60	216.86	SALE
05/09/13			225.0000	05/21/12	2,913.21	2,740.50	172.71	SALE
			40.0000	05/21/12	514.17	487.20	26.97	
			115.0000	06/11/12	1,478.25	1,365.35	112.90	
05/10/13			155.0000	Various	1,992.42	1,852.55	139.87	SALE
			95.0000	06/11/12	1,214.51	1,127.88	86.63	
			100.0000	06/12/12	1,278.45	1,184.00	94.45	
05/16/13			195.0000	Various	2,492.96	2,311.88	181.08	SALE
			90.0000	06/12/12	1,133.38	1,065.60	67.78	
			100.0000	06/13/12	1,259.32	1,185.20	74.12	
05/20/13			190.0000	Various	2,392.70	2,250.80	141.90	SALE
			35.0000	06/13/12	440.57	414.82	25.75	
			35.0000	09/12/12	440.58	407.05	33.53	
05/21/13			70.0000	Various	881.15	821.87	59.28	SALE
05/22/13			65.0000	09/12/12	815.68	755.95	59.73	SALE
05/23/13			72.0000	09/12/12	891.10	837.34	53.76	SALE
TOTAL 2 LOTS								
TOTAL 2 LOTS								
TOTAL 2 LOTS								
TOTAL 2 LOTS								
AGRIUM INC / 008916108								
12/18/13			11.0000	09/05/13	992.54	925.98	66.56	SALE

2013 SUMMARY AMENDMENT

Page 6 of 22

Amended Date: 2/21/14

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Account Number: 7465-6049

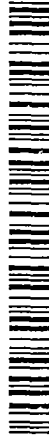
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continued

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

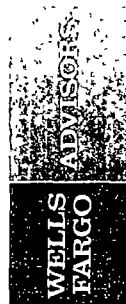
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
CHINA PETROLEUM & CHEM / 16941R108 CORP						
07/01/13	0.7000	07/01/13	47.63	0.00	47.63	CASH IN LIEU
FRANCE TELECOM / 35177Q105 SPON ADR						
05/13/13	380.0000	05/21/12	4,083.77	4,964.78	-881.01	SALE
05/14/13	375.0000	05/21/12	4,016.16	4,899.45	-883.29	SALE
FUJII HEAVY INDS LTD ADR / 359556206						
04/01/13	125.0000	05/21/12	3,764.87	1,902.50	1,862.37	SALE
04/03/13	120.0000	05/21/12	3,659.34	1,826.40	1,832.94	SALE
04/04/13	145.0000	05/21/12	4,334.81	2,206.90	2,127.91	SALE
04/09/13	165.0000	05/21/12	5,182.94	2,511.30	2,671.64	SALE
04/10/13	70.0000	05/21/12	2,224.98	1,065.40	1,159.58	SALE
04/11/13	6.0000	05/21/12	204.18	91.32	112.86	SALE
GOLDEN AGRI-RESOURCES / 380787200 LTD-UNSPON ADR						
11/26/13	45.0000	02/14/13	2,079.42	2,362.34	-282.92	SALE
11/26/13	10.0000	02/22/13	462.09	525.61	-63.52	SALE
11/26/13	50.0000	02/25/13	2,310.48	2,624.03	-313.55	SALE
11/26/13	51.0000	02/26/13	2,356.69	2,632.55	-275.86	SALE
11/26/13	39.0000	04/11/13	1,802.17	1,811.92	-9.75	SALE



2013 SUMMARY AMENDMENT

Page 7 of 22

Amended Date: 2/21/14



FLEMING FOUNDATION
(NEJ INTL)
7661 BERYL RD
ZIONSVILLE PA 18092-2302

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GROUP OF WELLS FARGO ADVISORS
3801 KENNETT PIKE
SUITE B 200
GREENVILLE DE 19807
(302) 428-8611

Account Number: 7465-6049

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Amount	Additional Information
MIZUHO FINANCIAL GRP ADR / 60687Y109	750.0000	05/21/12	3,206.18	2,137.43	1,068.75	SALE
NITTO DENKO CORP ADR / 654802206	155.0000	05/21/12	4,968.15	2,954.46	2,013.69	SALE
PETROLEO BRASILEIRO - / 71654V408	136.0000	04/11/13	1,943.79	2,297.91	-354.12	SALE
PTT EXPLORATION & PR / 69364V106	15.0000	07/25/13	157.88	156.60	1.28	SALE
SPONSORED ADR	15.0000	07/25/13	157.51	153.60	0.91	SALE
09/09/13	20.0000	07/25/13	209.02	208.80	0.22	SALE
09/11/13	45.0000	07/25/13	479.49	469.79	9.70	SALE
09/12/13	45.0000	07/25/13	481.49	469.79	11.70	SALE
09/16/13	5.0000	07/25/13	52.83	52.20	0.63	SALE
09/17/13	25.0000	07/25/13	265.00	261.00	4.00	SALE
09/23/13	5.0000	07/25/13	53.26	52.19	1.07	SALE
09/24/13	60.0000	07/26/13	632.99	626.28	6.71	SALE
09/27/13						
10/01/13						
SAGE GROUP PLC ADR / 78663S201	0.9259	06/17/13	19.66	0.01	19.65	CASH IN LIEU
ADR NEW						
06/17/13						

2013 SUMMARY AMENDMENT

Page 8 of 22

Amended Date: 2/21/14

FLEMING FOUNDATION
(NFI INTL)
7661 BERYL RD
ZIONSVILLE PA 18092-2302

Your Financial Advisor :
DEWEES INVESTMENT CONSULTING
GROUP OF WELLS FARGO ADVISORS
3801 KENNETT PIKE
SUITE B 200
GREENVILLE DE 19807
(302) 428-8611

Account Number: 7465-6049

Year-End Account Summary

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continued

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

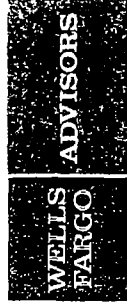
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
SEADRILL LTD / G7945E105 05/03/13	160.0000	05/21/12	6,228.34	5,881.60	346.74	SALE
SIEMENS A G - ADR / 826197501						
	20.0000	07/25/12	61.12	57.95	3.17	
	18.0000	07/26/12	55.00	51.71	3.29	
	115.0000	07/26/12	351.43	330.37	21.06	
X 07/25/13	153.0000	Various	467.55	440.03	27.52	REDEMPTION
						TOTAL 3 LOTS
VALE S A ADR / 91912E105 11/26/13	183.0000	04/11/13	2,709.08	3,170.55	-461.47	SALE
11/26/13	110.0000	09/05/13	1,628.41	1,706.63	-78.22	SALE
VOLKSWAGEN AG-SPONS ADR / 928662402 PFD 12/27/13	88.0000	04/03/13	4,944.63	3,552.91	1,391.72	SALE
YAMANA GOLD INC / 98462Y100 11/26/13	188.0000	04/11/13	1,660.76	2,685.66	-1,024.90	SALE
11/26/13	265.0000	09/05/13	2,340.97	2,953.40	-612.43	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			85,404.74	74,834.81	10,569.93	



2013 SUMMARY AMENDMENT

Page 9 of 22

Amended Date: 2/21/14



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FLEMING FOUNDATION
 (NFJ INTL)
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 ZIONSVILLE PA 18092-2302

Account Number: 7465-6049

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
AGRIUM INC / 008916108 12/18/13	74.0000	05/21/12	6,677.02	5,796.42	880.60	SALE
BAE SYSTEMS PLACE / 05523R107 09/03/13	85.0000	05/21/12	2,319.58	1,473.05	846.53	SALE
12/27/13	72.0000	05/21/12	2,106.68	1,247.76	858.92	SALE
BARCLAYS PLC ADR / 06738E204 12/27/13	126.0000	09/12/12	2,255.23	1,744.16	511.07	SALE
CAPGEMINI SA - ADR / 139098107 12/27/13	109.0000	05/21/12	3,667.79	1,951.10	1,716.69	SALE
CIA SANEAMENTO BASICO / 20441A102 DE-ADR 11/26/13	1,566.0000	05/21/12	16,466.04	18,029.85	-1,563.81	SALE
COMPANHIA PARANAENSE DE / 20441B407 ENERGIA-COPEL SPONSORED ADR REPSTG PFD SHS 11/26/13	704.0000	05/21/12	10,030.42	15,009.28	-4,978.86	SALE
11/26/13	163.0000	08/21/12	2,322.38	3,267.69	-945.31	SALE
DEUTSCHE BOERSE AG-UNSP / 251542106 ADR 11/12/13	140.0000	05/21/12	1,015.75	729.40	286.35	SALE
11/14/13	240.0000	05/21/12	1,751.08	1,250.40	500.68	SALE
11/18/13	55.0000	05/21/12	405.57	286.55	119.02	SALE
11/19/13	150.0000	05/21/12	1,106.71	781.50	325.21	SALE

2013 SUMMARY AMENDMENT

Page 10 of 22

Amended Date: 2/21/14

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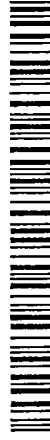
Year-End Account Summary

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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

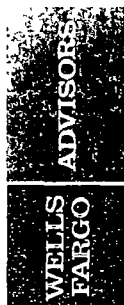
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/20/13	70.0000	05/21/12	515.99	364.70	151.29	SALE
	472.0000	05/21/12	3,501.09	2,459.12	1,041.97	
	63.0000	06/06/12	467.31	298.16	169.15	
11/22/13	535.0000	Various	3,968.40	2,757.28	1,211.12	SALE
11/25/13	30.0000	06/06/12	227.70	141.98	85.72	SALE
11/26/13	130.0000	06/06/12	987.10	615.24	371.86	SALE
TOTAL 2 LOTS						
GOLDEN AGRI-RESOURCES / 380787200						
LTD-UNSPON ADR						
11/26/13	35.0000	11/01/12	1,617.33	1,760.29	-142.96	SALE
11/26/13	20.0000	11/05/12	924.19	1,014.07	-89.88	SALE
11/26/13	30.0000	11/06/12	1,386.29	1,511.81	-125.52	SALE
11/26/13	40.0000	11/07/12	1,848.38	2,029.54	-181.16	SALE
HANG SENG BANK LTD / 41043C304						
SPONSORED ADR						
11/12/13	70.0000	05/21/12	1,138.12	924.70	213.42	SALE
11/20/13	40.0000	05/21/12	645.13	528.40	116.73	SALE
11/21/13	85.0000	05/21/12	1,372.16	1,122.85	249.31	SALE
11/22/13	45.0000	05/21/12	728.85	594.45	134.40	SALE
11/25/13	35.0000	05/21/12	567.68	462.35	105.33	SALE
11/26/13	40.0000	05/21/12	652.01	528.40	123.61	SALE
11/27/13	55.0000	05/21/12	895.72	726.55	169.17	SALE
12/02/13	55.0000	05/21/12	899.32	726.55	172.77	SALE



2013 SUMMARY AMENDMENT

Page 11 of 22

Amended Date: 2/21/14



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Year-End Account Summary

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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
12/02/13	21.0000	05/21/12	343.55	277.41	66.14	SALE
HITACHI LTD ADR 10 COM / 433578507 12/27/13	33.0000	05/21/12	2,498.09	1,938.75	559.34	SALE
ISRAEL CHEMICALS-UNSPON / 465036200 ADR						
11/26/13	95.0000	06/07/12	795.22	1,004.14	-208.92	SALE
11/26/13	145.0000	06/13/12	1,213.75	1,495.14	-281.39	SALE
11/26/13	130.0000	06/14/12	1,088.19	1,303.95	-215.76	SALE
11/26/13	105.0000	06/18/12	878.92	1,067.63	-188.71	SALE
11/26/13	119.0000	06/19/12	996.11	1,222.25	-226.14	SALE
KDDI CORP-UNSPONSORED / 48667L106 ADR						
08/29/13	320.0000	05/21/12	3,868.22	2,451.20	1,417.02	SALE
12/19/13	440.0000	05/21/12	6,691.80	3,370.40	3,321.40	SALE
12/30/13	445.0000	05/21/12	6,812.87	3,408.70	3,404.17	SALE
MAGNA INTL INC CL A / 559222401 08/28/13	13.0000	05/21/12	1,000.21	541.55	458.66	SALE
12/27/13	32.0000	05/21/12	2,575.32	1,333.05	1,242.27	SALE
MANULIFE FINL CORP / 56501R106 12/05/13	245.0000	05/21/12	4,628.78	2,698.83	1,929.95	SALE

2013 SUMMARY AMENDMENT

Page 12 of 22

Amended Date: 2/21/14

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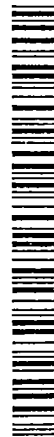
Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

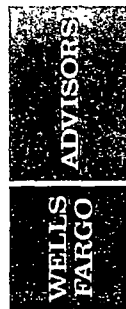
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
PETROLEO BRASILEIRO - / 71654V408 SPON ADR - PETROBRAS 07/24/13	289.0000	05/21/12	4,130.54	5,918.72	-1,788.18	SALE
POSCO SPONSORED ADR / 693483109						
09/06/13	40.0000	05/21/12	3,027.68	3,080.00	-52.32	SALE
09/09/13	27.0000	05/21/12	2,071.90	2,079.00	-7.10	SALE
12/18/13	5.0000	05/21/12	389.83	385.00	4.83	SALE
12/24/13	12.0000	05/21/12	943.59	924.00	19.59	SALE
REED ELSEVIER NV SPN ADR / 758204200						
08/29/13	130.0000	05/21/12	4,762.04	2,852.47	1,909.57	SALE
11/29/13	30.0000	05/21/12	1,282.23	658.26	623.97	SALE
12/04/13	85.0000	05/21/12	3,526.75	1,865.07	1,661.68	SALE
12/05/13	45.0000	05/21/12	1,871.57	987.39	884.18	SALE
12/06/13	65.0000	05/21/12	2,697.70	1,426.23	1,271.47	SALE
12/09/13	105.0000	05/21/12	4,377.65	2,303.91	2,073.74	SALE
12/10/13	80.0000	05/21/12	3,329.77	1,755.36	1,574.41	SALE
12/12/13	9.0000	05/21/12	366.81	197.47	169.34	SALE
SASOL LTD SPONS ADR / 803866300 12/27/13	43.0000	05/21/12	2,101.37	1,811.16	290.21	SALE
SIEMENS A G - ADR / 826197501						
	20.0000	07/25/12	2,758.55	1,588.30	1,170.25	
	18.0000	07/26/12	2,482.70	1,417.33	1,065.37	



2013 SUMMARY AMENDMENT

Page 13 of 22

Amended Date: 2/21/14.



FLEMING FOUNDATION
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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
X 12/27/13	38.0000	Various	5,241.25	3,005.63	2,235.62	SALE TOTAL 2 LOTS
SK TELECOMMUNICATIONS / 78440P108						
CO LMT SPON ADR						
11/21/13	16.0000	03/01/11	355.59	231.60	73.99	SALE
11/26/13	247.0000	03/01/11	5,629.23	4,347.20	1,282.03	SALE
SVENSKA CELLULOSA AB / 869587402						
SP ADR						
12/27/13	157.0000	05/21/12	4,760.32	2,259.23	2,501.09	SALE
TELSTRA CORPORATION LTD / 87969N204						
SPON ADR						
07/25/13	336.0000	05/21/12	7,614.77	5,896.80	1,717.97	SALE
VALE SA ADR / 91912E105						
11/26/13	657.0000	05/21/12	9,726.06	12,036.24	-2,310.18	SALE
WOORI FINANCE HOLDINGS / 981063100						
ADR						
07/25/13	20.0000	05/21/12	618.01	520.00	98.01	SALE
07/26/13	20.0000	05/21/12	613.54	520.00	93.54	SALE
08/06/13	30.0000	05/21/12	900.68	780.00	120.68	SALE
08/12/13	31.0000	05/21/12	939.59	806.00	133.59	SALE
08/16/13	55.0000	05/21/12	1,654.66	1,430.00	224.66	SALE
08/20/13	45.0000	05/21/12	1,334.88	1,170.00	164.88	SALE
08/26/13	8.0000	05/21/12	232.41	208.00	24.41	SALE
08/26/13	5.0000	05/21/12	145.50	130.00	15.50	SALE

2013 SUMMARY AMENDMENT

Page 14 of 22

Amended Date: 2/21/14

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

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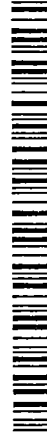
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
08/27/13	13.0000	05/21/12	372.81	338.00	34.81	SALE
YAMANA GOLD INC / 98462Y100						
11/26/13	852.0000	05/21/12	7,526.44	12,043.87	-4,517.43	SALE
YANZHOU COAL MNG LTD / 984846105						
SPONSORED ADR REPSTG						
H SHS						
06/27/13	135.0000	05/21/12	981.77	2,303.10	-1,321.33	SALE
07/11/13	95.0000	05/21/12	697.27	1,620.70	-923.43	SALE
07/12/13	114.0000	05/21/12	827.85	1,944.84	-1,116.99	SALE
ZURICH INSURANCE GROUP / 989825104						
ADR						
12/27/13	62.0000	05/21/12	1,804.23	1,213.21	591.02	SALE

TOTAL LONG TERM GAINS OR LOSSES FOR
COVERED SECURITIES

188,745.94 168,587.78 20,158.16

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

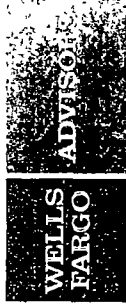
PROCEEDS FROM BUYER AND BAIER EXCHANGE TRANSACTIONS FOR 2013						
8-Description / CUSIP	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
1a-Date of Sale or Exchange					Gain or Loss Amount	Additional Information
ASTRAZENECA PLC / 046353108						
SPON ADR						
	35.0000	01/14/10	2,080.36	1,728.97	351.39	
	10.0000	04/22/10	594.39	451.21	143.18	
	45.0000	Various	2,674.75	2,180.18	494.57	SALE
12/27/13						
					TOTAL 2 LOTS	



2013 SUMMARY AMENDMENT

Page 15 of 22

Amended Date: 2/21/14



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8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
SANOFI ADR / 80105N105	12/27/13	46.0000	05/22/08	2,421.86	1,709.65	712.21	SALE
SK TELECOMMUNICATIONS / 78440P108							
CO LMT SPON ADR	05/28/13	277.0000	05/22/09	5,872.16	4,424.71	1,447.45	SALE
	11/15/13	240.0000	05/22/09	5,604.31	3,833.69	1,770.62	SALE
		100.0000	05/22/09	2,222.40	1,597.36	625.04	
		144.0000	08/20/09	3,200.25	2,274.38	925.87	
	11/21/13	244.0000	Various	5,422.65	3,871.74	1,550.91	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							TOTAL 2 LOTS
				21,995.73	16,019.97	5,975.76	

UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP	1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
BARCLAYS PLC RTS / 06738E121	EXP 10/01/13 PUR ADR						
	09/27/13	0.2500	09/27/13	1.25	N/A	N/A	CASH IN LIEU
TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
				1.25	0.00	0.00	

2013 SUMMARY AMENDMENT

Page 16 of 22

Amended Date: 2/21/14

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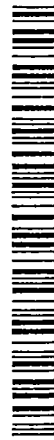
Account Number: 7465-6049

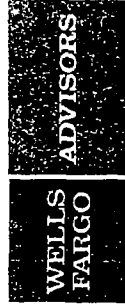
Year-End Account Summary

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*Box 2a. Sales price less commissions and option premiums

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss columns, or Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.





2013 ENHANCED SUMMARY

Page 5 of 16
As of Date: 2/07/14

Your Financial Advisor :
DEWEES INVESTMENT CONSULTING
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3801 KENNETT PIKE
SUITE B 200
GREENVILLE DE 19807
(302) 428-8611

FLEMING FOUNDATION
(FED ACV)
7661 BERYL RD
ZIONSVILLE PA 18092-2302

Account Number: 2688-7759

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
BP PLC SPONS ADR / 055622104 12/27/13	2.0000	01/11/13	96.76	89.35	7.41 SALE
CENTURYLINK INC / 156700106					
	12.0000	06/25/12	390.83	456.94	-66.11
	134.0000	07/24/12	4,364.38	5,510.28	-1,145.90
02/15/13	146.0000	Various	4,755.21	5,967.22	-1,212.01 SALE
HEINZ H J CO COMMON / 423074103					TOTAL 2 LOTS
02/15/13	9.0000	06/25/12	650.43	477.86	172.57 SALE
ISHARES SELECT ET / 464287168 DIVIDEND 12/27/13	1,649.0000	11/26/13	117,290.18	116,618.27	671.91 SALE
REALTY INCOME CORP / 756109104 REIT					
11/26/13	201.0000	07/02/13	7,701.16	8,558.96	-857.80 SALE
11/26/13	155.0000	07/03/13	5,938.71	6,633.86	-695.15 SALE
11/26/13	16.0000	09/17/13	613.03	632.90	-19.87 SALE
SENIOR HOUSING PROP TR / 81721M109 REIT					
11/26/13	464.0000	02/19/13	10,543.76	11,434.74	-890.98 SALE
11/26/13	285.0000	06/04/13	6,476.23	7,550.47	-1,074.24 SALE
11/26/13	12.0000	09/17/13	272.69	275.32	-2.63 SALE

2013 ENHANCED SUMMARY

Page 6 of 16

As of Date: 2/07/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
THE SOUTHERN COMPANY / 842587107 11/26/13	24.0000	09/17/13	980.86	987.05	-6.19	SALE

WILLIAMS COMPANIES / 969457100
 INC

12/27/13	6.0000	12/05/13	227.22	217.77	9.45	SALE
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TOTAL SHORT TERM GAINS OR LOSSES FOR
COVERED SECURITIES

155,546.24 159,443.77 -3,897.53

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
ASTRAZENECA PLC / 046353108 SPON ADR 12/05/13	168.0000	12/05/11	9,441.05	7,631.44	1,809.61	SALE
12/27/13	1.0000	12/05/11	59.46	45.43	14.03	SALE

BCE INC / 05534B760

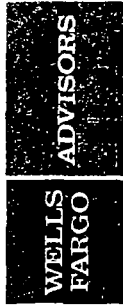
01/11/13	495.0000	12/05/11	21,069.50	19,504.98	1,564.52	SALE
09/13/13	140.0000	12/05/11	5,881.38	5,516.56	364.82	SALE

BRISTOL MYERS SQUIBB / 110122108
 CO

06/04/13	512.0000	12/05/11	24,316.51	16,839.63	7,476.88	SALE
07/02/13	226.0000	12/05/11	9,939.69	7,433.12	2,506.57	SALE
07/03/13	104.0000	12/05/11	4,501.18	3,420.55	1,080.63	SALE



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2013 ENHANCED SUMMARY

601

Page 7 of 16

As of Date: 2/07/14

FLEMING FOUNDATION
(FED ACV)
7661 BERYL RD
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Your Financial Advisor :
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3801 KENNETT PIKE
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Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

continued

1. Proceeds from Broker and Dealer Exchange Transactions for 2010						
8-Description / CUSIP	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
1a-Date of Sale or Exchange					Gain or Loss Amount	Additional Information
09/17/13	4.0000	12/05/11	180.64	131.56	49.08	SALE
CENTURYLINK INC / 156700106						
	761.0000	12/05/11	24,785.66	27,517.76	-2,732.10	
	134.0000	02/08/12	4,364.36	5,054.08	-689.72	
02/15/13	895.0000	Various	29,150.02	32,571.84	-3,421.82	SALE
TOTAL 2 LOTS						
ELI LILLY & CO / 532457108						
05/07/13	440.0000	12/05/11	23,883.07	16,484.65	7,398.42	SALE
GLAXOSMITHKLINE PLC-ADR / 37733W105						
04/18/13	223.0000	12/05/11	11,198.32	9,780.01	1,418.31	SALE
12/27/13	3.0000	12/05/11	159.06	131.57	27.49	SALE
HCP INC / 40414L109						
12/27/13	4.0000	12/05/11	145.44	148.42	-2.98	SALE
HEALTH CARE REIT INC / 42217K106						
12/27/13	1.0000	12/05/11	53.06	46.83	6.23	SALE
HEINZ H J CO COMMON / 423074103						
02/15/13	729.0000	12/05/11	52,684.01	38,233.13	14,450.88	SALE
MERCK & CO INC NEW / 58933Y105						
12/27/13	3.0000	01/06/12	149.55	115.61	33.94	SALE
NATIONAL GRID PLC / 636274300						
SPON ADR NEW						
09/13/13	81.0000	12/05/11	4,735.88	3,843.06	892.82	SALE
09/17/13	5.0000	12/05/11	297.46	237.23	60.23	SALE

2013 ENHANCED SUMMARY

Page 8 of 16

As of Date: 2/07/14

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FLEMING FOUNDATION
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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
PPL CORPORATION / 69351T106 09/17/13	3.0000	12/05/11	90.63	89.12	1.51	SALE
PROCTER & GAMBLE CO / 742718109 12/27/13	1.0000	12/05/11	82.05	64.57	17.48	SALE
ROYAL DUTCH SHELL PLC / 780259107 ADR B 11/26/13	573.0000	12/05/11	40,072.63	41,587.25	-1,514.62	SALE
11/26/13	80.0000	10/24/12	5,594.78	5,624.39	-29.61	SALE
THE SOUTHERN COMPANY / 842587107 11/26/13	928.0000	12/05/11	37,926.79	40,970.44	-3,043.65	SALE
11/26/13	12.0000	06/25/12	490.43	553.86	-63.43	SALE
TOTAL S.A SPONS ADR / 89151E109 12/27/13	7.0000	12/05/11	429.30	362.23	67.07	SALE
VODAFONE GROUP PLC / 92857W209 SPONSORED ADR NEW 12/05/13	272.0000	12/05/11	9,992.57	7,384.80	2,607.77	SALE
WINDSTREAM CORP / 97381W104 06/04/13	818.0000	12/05/11	6,553.22	8,994.73	-2,441.51	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES				299,077.68	267,747.01	31,330.67

*Box 2a: Sales price less commissions and option premiums



2013 ENHANCED SUMMARY

Page 5 of 13

As of Date: 2/07/14



FLEMING FOUNDATION
(UNMANAGED)
7661 BERYL ROAD
ZIONSVILLE PA 18092-2302

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SUITE B 200
GREENVILLE DE 19807
(302) 428-8611

Account Number: 3249-9673

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
AIR PRODUCTS & CHEMICALS / 009158106 INC	1,000.0000	12/31/84	105,334.71	14,420.00	90,914.71	SALE
	395.0000	12/31/84	41,605.51	5,695.90	35,909.61	
	1,880.0000	12/31/84	198,021.18	27,109.60	170,911.58	
	2,340.0000	12/31/84	246,473.18	33,742.80	212,730.38	
07/25/13	4,615.0000	12/31/84	486,099.87	66,548.30	419,551.57	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					591,434.58	80,968.30
					510,466.28	

TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES

*Box 2a Sales price less commissions and option premiums

10000 sh. Renegy Holdings Inc - worthless security
declared bankruptcy - 2/27/13 - cost basis - \$917,689.62

2013 ENHANCED SUMMARY

Page 6 of 13

As of Date: 2/07/14

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FLEMING FOUNDATION
 (UNMANAGED)
 7661 BERYL ROAD
 ZIONSVILLE PA 18092-2302

Account Number: 3249-9673

Details of the Year-End Account Summary

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Tax reporting requirements can create differences with the amounts previously reported in monthly client statements. If you have an investment in a mutual fund, regulated investment company (RIC), real estate investment trust (REIT), or unit investment trust (UIT), some of those issuers provide reclassification information after the original tax form is printed. We will issue an amended form for information received after your original tax forms are generated.

Dividends and Distributions

Description	Notes	Payment Date	# of Payments	Activity	Amount	Box	Country	CUSIP
AIR PRODUCTS & CHEMICALS		VARIOUS	3	QUALIFIED DIVIDEND	11,317.15	1a, 1b		009158106
TOTAL ORDINARY DIVIDENDS (INCLUDING QUALIFIED DIVS AND SHORT TERM CAP GAINS)					11,317.15	1a		
TOTAL QUALIFIED DIVIDENDS					11,317.15	1b		

Interest Income

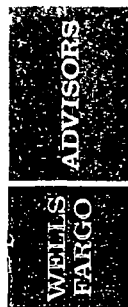
Description	Notes	Payment Date	# of Payments	Activity	Amount	Box	Country	CUSIP (Box 10)
BANK DEPOSIT SWEEP		VARIOUS	12	INTEREST	15.63	1		
TOTAL INTEREST INCOME NOT INCLUDED IN BOX 3					15.63	1		



2013 ENHANCED SUMMARY

Page 5 of 37

As of Date: 2/07/14



FLEMING FOUNDATION
TRDOW SMID
7661 BERYL ROAD
ZIONSVILLE PA 18092-2302

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Account Number: 3249-9677

Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
ADVANCE AUTO PARTS / 00751Y106					
10/16/13	5.0000	12/31/12	481.32	360.53	120.79
	26.0000	01/02/13	2,502.87	1,897.14	605.73
	15.0000	01/07/13	1,443.96	1,101.89	342.07
	17.0000	01/08/13	1,636.49	1,244.84	391.65
	17.0000	01/15/13	1,636.51	1,245.48	391.03
	80.0000	Various	7,701.15	5,849.88	1,851.27 SALE
TOTAL 5 LOTS					
AETNA INC(NEW) / 00817Y108					
06/25/13	19.0000	07/09/12	1,183.69	721.13	462.56 SALE
ALLIANT TECHSYSTEMS INC / 018804104					
02/05/13	25.0000	04/10/12	1,630.75	1,211.78	418.97 SALE
ALLSCRIPTS HEALTHCARE / 01988P108					
SOLUTIONS INC					
04/26/13	115.0000	12/07/12	1,583.12	1,312.14	270.98
	247.0000	12/10/12	3,400.27	2,821.96	578.31
	362.0000	Various	4,983.39	4,134.10	849.29 SALE
	30.0000	12/10/12	470.17	342.74	127.43
	139.0000	12/18/12	2,178.47	1,497.41	681.06
	24.0000	12/20/12	376.15	221.58	154.57
	193.0000	Various	3,024.79	2,061.73	963.06 SALE
07/16/13	91.0000	12/20/12	1,319.48	840.13	479.35 SALE
09/06/13	112.0000	12/20/12	1,632.55	1,034.00	598.55
	98.0000	02/12/13	1,428.49	1,089.41	339.08
TOTAL 2 LOTS					
TOTAL 3 LOTS					

2013 ENHANCED SUMMARY

Page 6 of 37

As of Date: 2/07/14

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Year-End Account Summary

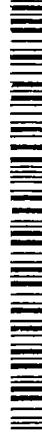
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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
09/09/13	210.0000	Various	3,061.04	2,123.41	937.63	SALE
ARCH COAL INC / 039380100						
11/26/13	381.0000	02/13/13	1,527.78	2,225.04	-697.26	SALE
BANRO CORPORATION / 066800103						
11/26/13	423.0000	11/28/12	269.60	1,385.49	-1,115.89	SALE
11/26/13	536.0000	12/14/12	341.62	1,635.39	-1,293.77	SALE
11/26/13	357.0000	01/04/13	227.54	954.19	-726.65	SALE
11/26/13	260.0000	03/05/13	165.71	555.13	-389.42	SALE
11/26/13	1,006.0000	03/07/13	641.17	1,982.73	-1,341.56	SALE
11/26/13	978.0000	04/08/13	623.33	1,469.54	-846.21	SALE
11/26/13	756.0000	04/12/13	481.83	971.61	-489.78	SALE
11/26/13	455.0000	05/08/13	289.99	452.00	-162.01	SALE
11/26/13	690.0000	05/10/13	439.77	752.24	-312.47	SALE
BEST BUY CO INC / 086516101						
	55.0000	04/10/12	1,345.94	1,214.20	131.74	
	22.0000	05/10/12	538.39	439.76	98.63	
04/04/13	77.0000	Various	1,884.33	1,653.96	230.37	SALE
04/15/13	74.0000	05/10/12	1,757.66	1,479.18	278.48	SALE
	40.0000	05/10/12	1,033.17	799.55	233.62	
	41.0000	07/27/12	1,059.01	727.76	331.25	
04/30/13	81.0000	Various	2,092.18	1,527.31	564.87	SALE
	3.0000	07/27/12	78.16	53.25	24.91	
	45.0000	08/15/12	1,172.51	861.81	310.70	
						TOTAL 2 LOTS
						TOTAL 2 LOTS



As of Date: 2/07/14

2013 ENHANCED SUMMARY



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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
05/08/13	48.0000	Various	1,250.67	915.06	335.61	SALE
05/30/13	59.0000	11/02/12	1,635.97	870.76	765.21	SALE
	54.0000	11/02/12	1,653.82	796.96	856.86	
	8.0000	12/04/12	245.02	99.81	145.21	
08/13/13	62.0000	Various	1,898.84	896.77	1,002.07	SALE
09/11/13	38.0000	12/04/12	1,435.96	474.05	961.91	SALE
CHESAPEAKE ENERGY CORP / 165167107						
01/30/13	46.0000	02/10/12	923.38	1,014.25	-90.87	SALE
	29.0000	02/10/12	585.03	639.41	-54.38	
	158.0000	04/18/12	3,187.46	2,801.02	386.44	
	50.0000	08/15/12	1,008.69	948.84	59.85	
02/08/13	237.0000	Various	4,781.18	4,389.27	391.91	SALE
TOTAL 3 LOTS						
DEAN FOODS CO NEW / 242370203						
08/27/13	0.5000	08/27/13	9.42	0.01	9.41	CASH IN LIEU
DENDREON CORP / 24823Q107						
	147.0000	07/18/12	593.78	979.64	-385.86	
	302.0000	08/15/12	1,219.88	1,396.25	-176.37	
06/27/13	449.0000	Various	1,813.66	2,375.89	-562.23	SALE
TOTAL 2 LOTS						
DOMTAR CORP NEW / 257559203						
10/14/13	19.0000	05/08/13	1,608.48	1,352.90	255.58	SALE
	6.0000	05/08/13	516.58	427.23	89.35	
	21.0000	05/09/13	1,808.05	1,521.20	286.85	
	31.0000	06/21/13	2,669.05	2,141.70	527.35	
11/27/13	58.0000	Various	4,993.68	4,090.13	903.55	SALE
TOTAL 3 LOTS						

2013 ENHANCED SUMMARY

Page 8 of 37

As of Date: 2/07/14

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

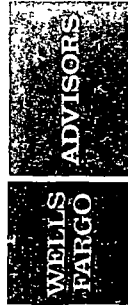
Proceeds from Broker and Dealer Exchange Transactions for 2010					Supplemental Information	
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
FAMILY DOLLAR STORES INC / 307000109						
08/22/13	47.0000	04/19/13	3,410.08	2,914.00	496.08	SALE
FTI CONSULTING INC / 302941109						
01/31/13	35.0000	09/07/12	1,136.66	964.17	172.49	SALE
	43.0000	09/07/12	1,390.99	1,184.54	206.45	
	52.0000	09/11/12	1,682.14	1,438.03	244.11	
02/01/13	95.0000	Various	3,073.13	2,622.57	450.56	SALE
02/08/13	28.0000	09/11/12	901.99	774.31	127.68	SALE
TOTAL 2 LOTS						
HEALTH NET INC / 42222G108						
02/12/13	20.0000	08/24/12	557.01	448.67	108.34	SALE
	20.0000	08/24/12	587.76	448.66	139.10	
	95.0000	08/27/12	2,791.90	2,136.54	655.36	
04/30/13	115.0000	Various	3,379.66	2,585.20	794.46	SALE
05/01/13	55.0000	08/27/12	1,610.37	1,236.93	373.44	SALE
TOTAL 2 LOTS						
HESS CORPORATION / 42809H107						
01/30/13	32.0000	06/12/12	2,160.78	1,402.68	758.10	SALE
02/05/13	34.0000	06/12/12	2,258.30	1,490.34	767.96	SALE
	24.0000	06/12/12	1,612.97	1,051.99	560.98	
	47.0000	07/24/12	3,158.75	2,048.11	1,110.64	
02/12/13	71.0000	Various	4,771.72	3,100.10	1,671.62	SALE
TOTAL 2 LOTS						
ISHARES RUSSELL 2000 VALUE ET / 464287630 12/27/13						
	605.0000	11/26/13	60,004.61	58,982.59	1,122.02	SALE



2013 ENHANCED SUMMARY

Page 9 of 37

As of Date: 2/07/14



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FLEMING FOUNDATION
TRDW SMID
7661 BERYL ROAD
ZIONSVILLE PA 18092-2302

Account Number: 3249-9677

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
KINGROSS GOLD CORP / 496902404 (NEW) NO PAR						
	237.0000	01/25/13	1,218.47	2,024.38	-805.91	
	127.0000	03/14/13	652.94	1,012.19	-359.25	
	364.0000	Various	1,871.41	3,036.57	-1,165.16	SALE
						TOTAL 2 LOTS
LEIDOS HOLDINGS INC / 525327102						
10/03/13	0.2500	10/03/13	11.56	0.01	11.55	CASH IN LIEU
MANPOWERGROUP INC / 56418H100						
01/16/13	59.0000	05/10/12	2,743.19	2,297.25	445.94	SALE
	1.0000	05/10/12	51.00	38.93	12.07	
	23.0000	05/11/12	1,173.04	904.43	268.61	
	25.0000	05/22/12	1,275.05	922.18	352.87	
	30.0000	05/23/12	1,530.06	1,082.15	447.91	
	21.0000	07/20/12	1,071.05	718.43	352.62	
	100.0000	Various	5,100.20	3,666.12	1,434.08	SALE
						TOTAL 5 LOTS
MILLICOM INTL CELLULAR / L6388F110 S.A.(NEW)						
	5.0000	02/26/13	470.57	387.74	82.83	
	54.0000	02/27/13	5,082.16	4,286.17	795.99	
	59.0000	Various	5,552.73	4,673.91	878.82	SALE
						TOTAL 2 LOTS
NII HLDGS INC CL B / 62913F201 NEW						
11/26/13	245.0000	06/21/13	597.79	1,507.22	-909.43	SALE
11/26/13	327.0000	10/18/13	797.87	1,866.03	-1,068.16	SALE
11/26/13	260.0000	10/24/13	634.39	1,331.23	-696.84	SALE

2013 ENHANCED SUMMARY

Page 10 of 37

As of Date: 2/07/14

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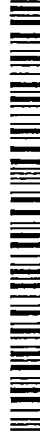
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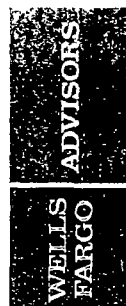
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8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
OLD REPUBLIC INTL CORP / 680223104	155.0000	06/21/13	2,491.06	1,932.54	558.52	
	27.0000	06/27/13	433.93	345.33	88.60	
12/13/13	182.0000	Various	2,924.99	2,277.87	647.12	SALE
TOTAL 2 LOTS						
PEABODY ENERGY CORP / 704549104						
11/26/13	47.0000	01/16/13	858.40	1,172.33	-313.93	SALE
11/26/13	119.0000	02/12/13	2,173.38	2,830.40	-657.02	SALE
11/26/13	147.0000	03/05/13	2,684.76	3,067.65	-382.89	SALE
POLYUS GOLD INTL LTD / 73180Y203						
GDR LEVEL 1						
01/17/13	369.0000	08/15/12	1,126.90	1,073.79	53.11	SALE
01/18/13	108.0000	08/15/12	330.86	314.28	16.58	SALE
SCIENCE APPLICATIONS / 808625107						
INTERNATIONAL CORP						
09/27/13	0.0520	Various	1.78	1.31	0.47	CASH IN LIEU
SILVER STANDARD RES / 82823L106						
INC						
11/26/13	196.0000	01/30/13	1,147.30	2,382.03	-1,234.73	SALE
11/26/13	170.0000	02/26/13	995.10	1,840.25	-845.15	SALE
SK TELECOMMUNICATIONS / 78440P108						
CO LMT SPON ADR						
02/05/13	65.0000	06/05/12	1,146.35	755.95	390.40	SALE
SMITHFIELD FOODS INC / 832248108						
	76.0000	07/31/12	2,471.12	1,407.51	1,063.61	



As of Date: 2/07/14

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Proceeds from Broker and Barter Exchange Transactions for 2013

continued

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					Gain or Loss Amount	Additional Information
05/29/13	69.0000	08/10/12	2,243.52	1,265.46	978.06	TOTAL 2 LOTS
	145.0000	Various	4,714.64	2,672.97	2,041.67	SALE
SOUTHWESTERN ENERGY CO / 845467109						
	31.0000	02/28/12	1,054.55	1,035.45	19.10	
	20.0000	04/10/12	680.37	583.70	96.67	
02/05/13	51.0000	Various	1,734.92	1,619.15	115.77	SALE
	60.0000	04/10/12	2,310.42	1,751.09	559.33	TOTAL 2 LOTS
	80.0000	04/23/12	3,080.56	2,252.70	827.86	
03/14/13	140.0000	Various	5,390.98	4,003.79	1,387.19	SALE
ST BARBARA LTD SPON ADR / 852278100						
1 RCPT= 5 ORD SHRS						
11/26/13	94.0000	12/05/12	117.50	836.38	-718.88	SALE
11/26/13	154.0000	12/24/12	192.50	1,165.84	-973.34	SALE
11/26/13	210.0000	01/07/13	262.50	1,707.34	-1,444.84	SALE
11/26/13	242.0000	01/14/13	302.49	1,784.44	-1,481.95	SALE
11/26/13	371.0000	03/05/13	463.74	2,165.49	-1,701.75	SALE
11/26/13	170.0000	05/17/13	212.50	528.63	-316.13	SALE
11/26/13	159.0000	05/20/13	198.75	491.82	-293.07	SALE
11/26/13	442.0000	06/13/13	552.49	1,395.84	-843.35	SALE
11/26/13	39.0000	10/03/13	48.75	99.82	-51.07	SALE
11/26/13	496.0000	10/04/13	619.99	1,305.22	-685.23	SALE
SUPERIOR ENERGY SVCS INC / 868157108						
06/18/13	70.0000	01/23/13	1,963.05	1,715.52	247.53	SALE

2013 ENHANCED SUMMARY

Page 12 of 37

As of Date: 2/07/14

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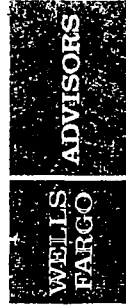
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
TELECOM ITALIA SPA / 87927Y201 SPON ADR 11/05/13	211.0000	02/22/13	1,615.72	1,442.65	173.07	SALE
TIM PARTICIPACOE S A / 88706P205 SPONSORED ADR 10/09/13	97.0000	10/16/12	2,545.78	1,736.30	809.48	SALE
TURQUOISE HILL RES LTD / 900435108 11/26/13	281.0000	12/20/12	1,225.42	2,085.61	-860.19	SALE
11/26/13	1,024.0000	08/06/13	4,465.60	4,606.05	-140.45	SALE
TYSON FOODS INC CL A / 902494103 07/17/13	90.0000	07/31/12	2,440.36	1,349.57	1,090.79	SALE
	37.0000	07/31/12	1,000.81	554.82	445.99	
	3.0000	08/01/12	81.15	45.25	35.90	
07/18/13	40.0000	Various	1,081.96	600.07	481.89	SALE
07/22/13	94.0000	08/01/12	2,540.13	1,417.70	1,122.43	SALE
VALLOUREC SA / 92023R308 SPONSORED ADR NEW 05/14/13	195.0000	03/27/13	2,065.90	1,900.67	165.23	SALE
WEATHERFORD / H27013103 INTERNATIONAL LTD REG 06/11/13	24.0000	07/24/12	329.25	314.51	14.74	SALE
	128.0000	07/24/12	1,821.03	1,677.33	143.70	
	83.0000	08/15/12	1,180.82	1,012.24	168.58	
	114.0000	08/30/12	1,621.86	1,347.58	274.28	
	26.0000	11/08/12	369.91	279.87	90.04	
					TOTAL 2 LOTS	



2013 ENHANCED SUMMARY

Page 13 of 37

As of Date: 2/07/14



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continued

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07/10/13	351.0000	Various	4,993.62	4,317.02	676.60	SALE
	188.0000	11/08/12	2,783.97	2,023.67	760.30	
	134.0000	11/13/12	1,984.32	1,254.74	729.58	
08/28/13	322.0000	Various	4,768.29	3,278.41	1,489.88	SALE
WESTERN DIGITAL CORP / 958102105						
	22.0000	09/26/12	1,149.73	845.82	303.91	
	8.0000	09/28/12	418.09	310.17	107.92	
04/11/13	30.0000	Various	1,567.82	1,155.99	411.83	SALE
05/20/13	17.0000	09/28/12	1,011.51	659.09	352.42	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES						
			215,387.47	207,236.71	8,150.76	
TOTAL 4 LOTS						
TOTAL 2 LOTS						

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount	Additional Information
AETNA INC(NEW) / 00817Y108						
04/16/13	53.0000	02/18/11	2,998.23	2,032.32	965.91	SALE
05/02/13	40.0000	02/18/11	2,330.93	1,533.82	797.11	SALE
06/25/13	34.0000	02/18/11	2,118.16	1,303.74	814.42	SALE
AGCO CORP / 001084102						
09/20/13	49.0000	05/21/12	2,945.54	1,969.93	975.61	SALE
ALCOA INC / 013817101						
	251.0000	09/26/12	2,495.74	2,236.79	258.95	

2013 ENHANCED SUMMARY

Page 14 of 37

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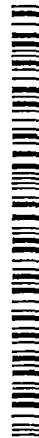
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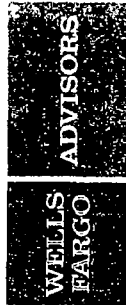
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8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
12/19/13	25.0000	10/15/12	248.59	220.50	28.09	
	276.0000	Various	2,744.33	2,457.29	287.04	SALE
						TOTAL 2 LOTS
ALLIANT TECHSYSTEMS INC / 018604104						
	15.0000	06/08/11	955.49	1,043.31	-87.82	
	15.0000	08/02/11	955.50	950.35	5.15	
01/02/13	30.0000	Various	1,910.99	1,993.66	-82.67	SALE
	11.0000	08/02/11	739.43	696.91	42.52	
	34.0000	09/12/11	2,285.53	1,924.18	361.35	
01/24/13	45.0000	Various	3,024.96	2,621.09	403.87	SALE
02/05/13	10.0000	09/12/11	652.29	565.93	86.36	SALE
						TOTAL 2 LOTS
ARCH COAL INC / 039380100						
	4.0000	05/20/11	18.92	117.61	-98.69	
	214.0000	08/08/11	1,012.60	4,227.68	-3,215.08	
	218.0000	09/26/11	1,031.54	3,301.15	-2,269.61	
04/30/13	436.0000	Various	2,063.06	7,646.44	-5,583.38	SALE
	52.0000	09/26/11	204.89	787.43	-582.54	
	143.0000	02/13/12	563.48	1,991.92	-1,428.44	
	43.0000	02/14/12	169.43	577.82	-408.39	
	23.0000	04/05/12	90.64	241.03	-150.39	
07/09/13	261.0000	Various	1,028.44	3,598.20	-2,569.76	SALE
11/26/13	288.0000	04/05/12	1,154.86	3,018.06	-1,863.20	SALE
11/26/13	282.0000	05/07/12	1,130.80	2,284.57	-1,153.77	SALE
11/26/13	197.0000	08/15/12	789.96	1,366.37	-576.41	SALE
						TOTAL 4 LOTS
BANRO CORPORATION / 066800103						
11/26/13	903.0000	02/18/11	575.53	2,913.07	-2,337.54	SALE



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					Gain or Loss Amount	Additional Information
BEST BUY CO INC / 086516101	107.0000	08/18/11	2,355.48	2,553.51	-198.03	
	32.0000	03/07/12	704.45	787.14	-82.69	
03/18/13	139.0000	Various	3,059.93	3,340.65	-280.72	SALE
04/04/13	15.0000	03/07/12	367.07	368.96	-1.89	SALE
TOTAL 2 LOTS						
CAMECO CORP / 13321L108	118.0000	02/18/11	2,505.81	5,057.57	-2,551.76	
	11.0000	03/15/11	233.60	350.38	-116.78	
01/16/13	129.0000	Various	2,739.41	5,407.95	-2,668.54	SALE
02/12/13	140.0000	03/15/11	2,959.59	4,459.34	-1,499.75	SALE
05/16/13	61.0000	03/15/11	1,301.01	1,942.99	-641.98	SALE
	9.0000	03/15/11	189.74	286.67	-96.93	
	40.0000	04/12/11	843.32	1,130.84	-287.52	
06/14/13	49.0000	Various	1,033.06	1,417.51	-384.45	SALE
	103.0000	04/12/11	2,114.43	2,911.90	-797.47	
	95.0000	08/25/11	1,950.21	2,122.32	-172.11	
	36.0000	11/14/11	739.03	708.43	30.60	
06/26/13	234.0000	Various	4,803.67	5,742.65	-938.98	SALE
TOTAL 3 LOTS						
CBIZ INC / 124805102						
07/18/13	160.0000	02/18/11	1,161.57	1,122.64	38.93	SALE
CENTRAIS ELEC BRAZ CL B / 15234Q108						
ELBRAS PNB ADR SPON SHRS						
11/26/13	18.0000	02/18/11	83.78	309.49	-225.71	SALE
11/26/13	75.0000	09/22/11	349.08	891.46	-542.38	SALE

2013 ENHANCED SUMMARY

Page 16 of 37

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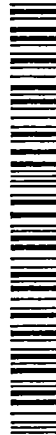
Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013

continued

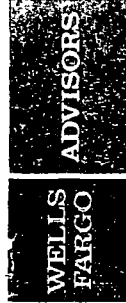
8-Description / CUSIP				Supplemental Information		
1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
11/26/13	138.0000	09/27/11	642.31	1,678.36	-1,036.05	SALE
11/26/13	105.0000	04/30/12	488.71	1,253.18	-764.47	SALE
11/26/13	110.0000	05/30/12	511.99	965.80	-453.81	SALE
11/26/13	122.0000	09/07/12	567.84	1,126.16	-558.32	SALE
CHESAPEAKE ENERGY CORP / 165167107						
	134.0000	02/18/11	2,689.81	4,079.82	-1,390.01	
	93.0000	12/19/11	1,866.81	2,106.18	-239.37	
	37.0000	01/12/12	742.71	823.02	-80.31	
01/30/13	264.0000	Various	5,299.33	7,009.02	-1,709.69	SALE
					TOTAL 3 LOTS	
CONSOL ENERGY INC / 20854P109						
05/07/13	88.0000	02/18/11	3,078.91	4,083.48	-1,004.57	SALE
	19.0000	02/18/11	614.62	881.65	-267.03	
	66.0000	08/08/11	2,134.99	2,627.30	-492.31	
	13.0000	02/10/12	420.54	469.37	-48.83	
08/27/13	98.0000	Various	3,170.15	3,978.32	-808.17	SALE
					TOTAL 3 LOTS	
CRESUD S.A. / 226406106						
11/26/13	138.0000	02/18/11	1,461.84	2,521.51	-1,059.67	SALE
11/26/13	255.0000	01/13/12	2,701.23	2,924.85	-223.62	SALE
DENDREON CORP / 24823Q107						
	225.0000	04/10/12	908.84	2,144.61	-1,235.77	
	238.0000	05/11/12	961.36	2,147.19	-1,185.83	
06/27/13	463.0000	Various	1,870.20	4,291.80	-2,421.60	SALE
					TOTAL 2 LOTS	



2013 ENHANCED SUMMARY

Page 17 of 37

As of Date: 2/07/14



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FLEMING FOUNDATION
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Account Number: 3249-9677

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

PROCEEDS FROM BROKER AND DEALER EXCHANGE TRANSACTIONS FOR 2013						
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information	
DOMTAR CORP NEW / 257559203						
	5 0000	06/22/12	388.50	396.81	-8.31	
	21.0000	06/25/12	1,631.70	1,615.51	16.19	
	9.0000	07/24/12	699.31	670.64	28.67	
09/18/13	35.0000	Various	2,719.51	2,682.96	36.55	SALE
10/14/13	18.0000	07/24/12	1,523.82	1,341.27	182.55	SALE
FINMECCANICA SPA-UNS ADR / 318027208						
	94.0000	08/26/11	262.02	324.90	-62.88	
	468.0000	11/09/11	1,304.57	1,393.42	-88.85	
	1,190.0000	05/11/12	3,317.18	2,189.60	1,127.58	
05/13/13	1,752.0000	Various	4,883.77	3,907.92	975.85	SALE
TOTAL 3 LOTS						
FOREST LABS INC / 345838106						
12/11/13	82.0000	02/18/11	4,502.02	2,818.38	1,683.64	SALE
FRESH DEL MONTE / G36738105						
07/30/13	83.0000	02/18/11	2,294.87	2,229.37	65.50	SALE
09/06/13	86.0000	02/18/11	2,524.38	2,309.94	214.44	SALE
GOLD FIELDS LTD NEW / 38059T106						
ADR RAND 03/14/13	570.0000	02/18/11	4,526.77	8,301.54	-3,774.77	SALE
IMPALA PLATINUM SPON ADR / 452553308						
11/26/13	189.0000	08/10/11	2,143.67	4,273.65	-2,129.98	SALE
11/26/13	86.0000	03/08/12	975.43	1,786.44	-811.01	SALE
11/26/13	53.0000	08/15/12	601.14	852.20	-251.06	SALE
TOTAL 3 LOTS						

2013 ENHANCED SUMMARY

Page 18 of 37

As of Date: 2/07/14

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Year-End Account Summary

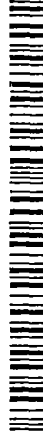
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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

continued

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
INGRAM MICRO INC / 457153104 CL A						
03/28/13	170.0000	02/18/11	3,302.56	3,486.70	-184.14	SALE
JAPAN STEEL WORKS UNSPON / 471100206 ADR						
	10.0000	04/18/11	663.89	778.93	-115.04	
	22.0000	04/19/11	1,460.56	1,720.71	-260.15	
	44.0000	05/07/12	2,921.15	2,596.19	324.96	
05/09/13	76.0000	Various	5,045.60	5,095.83	-50.23	SALE
						TOTAL 3 LOTS
JSC RUSHYDRO / 466294105 SPONSORED ADR						
11/26/13	952.0000	02/18/11	1,552.62	4,883.76	-3,331.14	SALE
11/26/13	105.0000	03/02/12	171.25	432.26	-261.01	SALE
11/26/13	106.0000	03/05/12	172.88	439.06	-266.18	SALE
11/26/13	694.0000	05/30/12	1,131.85	1,662.82	-530.97	SALE
KINROSS GOLD CORP / 496902404 (NEW) NO PAR						
06/12/13	254.0000	11/23/11	1,506.95	3,304.98	-1,798.03	SALE
	596.0000	11/23/11	3,064.16	7,754.96	-4,690.80	
	240.0000	12/30/11	1,233.89	2,767.18	-1,533.29	
	208.0000	01/18/12	1,069.37	2,181.52	-1,112.15	
	143.0000	04/10/12	735.19	1,333.48	-598.29	
09/25/13	1,187.0000	Various	6,102.61	14,037.14	-7,934.53	SALE
						TOTAL 4 LOTS
KROGER COMPANY COMMON / 501044101						
03/26/13	94.0000	02/18/11	3,084.90	2,155.92	928.98	SALE



As of Date: 2/07/14

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
08/02/13	103.0000	02/18/11	4,031.34	2,362.34	1,669.00	SALE
08/08/13	62.0000	02/18/11	2,439.87	1,421.99	1,017.88	SALE
11/18/13	122.0000	02/18/11	5,055.43	2,798.09	2,257.34	SALE
LAYNE CHRISTENSON CO / 521050104						
	10.0000	05/12/11	232.56	283.76	-51.20	
	87.0000	06/02/11	2,023.30	2,490.39	-467.09	
	2.0000	09/23/11	46.52	42.46	4.06	
01/07/13	99.0000	Various	2,302.38	2,816.61	-514.23	SALE
	120.0000	09/23/11	2,331.46	2,547.12	-215.66	
	- 30.0000	09/28/11	582.86	692.36	-109.50	
	40.0000	09/29/11	777.16	935.48	-158.32	
06/28/13	190.0000	Various	3,691.48	4,174.96	-483.48	SALE
MURRAY & ROBERTS HLDGS / 626805204						
LTD-SPONSORED ADR						
11/26/13	555.0000	07/27/11	1,537.32	2,578.97	-1,041.65	SALE
11/26/13	522.0000	08/03/11	1,445.91	2,343.31	-897.40	SALE
11/26/13	432.0000	08/15/12	1,196.62	1,226.88	-30.26	SALE
TOTAL 3 LOTS						
NII HLDGS INC CL B / 62913F201						
NEW						
11/26/13	6.0000	04/19/12	14.64	116.09	-101.45	SALE
11/26/13	166.0000	04/30/12	405.03	2,332.20	-1,927.17	SALE
11/26/13	109.0000	05/07/12	265.96	1,403.88	-1,137.92	SALE
11/26/13	235.0000	07/18/12	573.39	1,970.85	-1,397.46	SALE
11/26/13	310.0000	08/08/12	756.39	1,906.56	-1,150.17	SALE

2013 ENHANCED SUMMARY

Page 20 of 37

As of Date: 2/07/14

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Proceeds from Broker and Barter Exchange Transactions for 2013

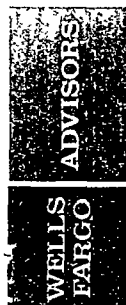
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/26/13	243.0000	11/07/12	592.91	1,555.69	-962.78	SALE
11/26/13	169.0000	11/19/12	412.35	869.27	-456.92	SALE
NOVAGOLD RES INC / 66987E206 NEW						
	65.0000	02/18/11	143.77	748.58	-604.81	Original Basis: 952.05
	316.0000	05/04/11	698.98	3,275.69	-2,576.71	Original Basis: 3767.10
	14.0000	05/10/11	30.97	155.46	-124.49	
05/16/13	395.0000	Various	873.72	4,179.73	-3,306.01	SALE
	238.0000	05/10/11	516.99	2,642.67	-2,125.68	
	191.0000	06/27/11	414.90	1,650.41	-1,235.51	
	145.0000	02/09/12	314.97	1,242.26	-927.29	
	223.0000	04/24/12	484.42	1,487.54	-1,003.12	
05/20/13	797.0000	Various	1,731.28	7,022.88	-5,291.60	SALE
TOTAL 3 LOTS						
TOTAL 4 LOTS						
OLD REPUBLIC INTL CORP / 680223104						
	151.0000	07/12/12	2,173.52	1,253.70	919.82	
	74.0000	07/23/12	1,065.18	600.61	464.57	
08/28/13	225.0000	Various	3,238.70	1,854.31	1,384.39	SALE
	76.0000	07/23/12	1,260.09	616.84	643.25	
	65.0000	07/24/12	1,077.72	524.01	553.71	
12/11/13	141.0000	Various	2,337.81	1,140.85	1,196.96	SALE
12/13/13	35.0000	07/24/12	562.49	282.15	280.34	SALE
TOTAL 2 LOTS						
TOTAL 2 LOTS						
PEABODY ENERGY CORP / 704549104						
11/26/13	7.0000	02/23/12	127.85	248.08	-120.23	SALE
11/26/13	83.0000	03/07/12	1,515.88	2,574.63	-1,058.75	SALE
11/26/13	48.0000	04/04/12	876.65	1,379.64	-502.99	SALE



2013 ENHANCED SUMMARY

Page 21 of 37

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)

Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/26/13	46.0000	06/05/12	840.13	1,089.04	-248.91	SALE
11/26/13	50.0000	07/31/12	913.18	1,050.88	-137.70	SALE
PETROBRAS ARGENTINA S A / 71646J109						
SPONSORED ADR						
09/20/13	65.0000	02/18/11	325.23	703.35	-378.12	SALE
	165.0000	02/18/11	825.87	1,785.40	-959.53	
	187.0000	04/20/12	936.00	1,113.46	-177.46	
09/23/13	352.0000	Various	1,761.87	2,898.86	-1,136.99	SALE
09/24/13	99.0000	04/20/12	497.95	589.48	-91.53	SALE
TOTAL 2 LOTS						
SAIC INC / 78390X101						
05/21/13	234.0000	02/18/11	3,627.52	3,878.90	-251.38	SALE
	222.0000	02/18/11	3,172.08	3,679.98	-507.90	
	31.0000	09/02/11	442.95	403.37	39.58	
09/06/13	253.0000	Various	3,615.03	4,083.35	-468.32	SALE
TOTAL 2 LOTS						
SCIENCE APPLICATIONS / 808625107						
INTERNATIONAL CORP						
09/27/13	0.0908	Various	3.10	2.53	0.57	CASH IN LIEU
SIBANYE GOLD LTD / 825724206						
SPONSORED ADR						
02/20/13	0.5000	02/18/11	2.99	5.37	-2.38	CASH IN LIEU
03/01/13	142.0000	02/18/11	873.42	1,523.91	-650.49	SALE
SILVER STANDARD RES / 82823L106						
INC						
11/26/13	22.0000	11/10/11	128.78	332.39	-203.61	SALE

2013 ENHANCED SUMMARY

Page 22 of 37

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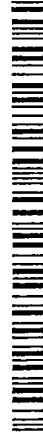
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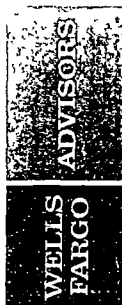
Proceeds from Broker and Barter Exchange Transactions for 2013

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					Gain or Loss Amount	Additional Information
11/26/13	215.0000	12/15/11	1,258.52	2,733.64	-1,475.12	SALE
11/26/13	85.0000	12/27/11	497.55	1,097.65	-600.10	SALE
11/26/13	83.0000	04/25/12	485.84	1,122.87	-637.03	SALE
11/26/13	35.0000	05/21/12	204.88	376.25	-171.37	SALE
11/26/13	50.0000	05/22/12	292.67	539.70	-247.03	SALE
SK TELECOMMUNICATIONS / 78440P108						
CO LMT SPON ADR						
02/05/13	211.0000	02/18/11	3,721.21	3,632.80	88.41	SALE
SKYWEST INC / 830879102						
01/03/13	149.0000	02/18/11	1,904.29	2,352.74	-448.45	SALE
03/08/13	104.0000	02/18/11	1,556.91	1,642.18	-85.27	SALE
	69.0000	02/18/11	1,104.66	1,089.51	15.15	
	26.0000	08/12/11	416.25	328.36	87.89	
11/12/13	95.0000	Various	1,520.91	1,417.87	103.04	SALE
11/14/13	6.0000	08/12/11	96.00	75.78	20.22	SALE
11/15/13	40.0000	08/12/11	640.46	505.17	135.29	SALE
SMITHFIELD FOODS INC / 832248108						
05/29/13	95.0000	05/24/12	3,088.89	1,885.20	1,203.69	SALE
SOUTHWEST AIRLINES CO / 844741108						
	95.0000	11/02/11	1,337.29	810.83	526.46	
	110.0000	03/16/12	1,548.45	918.55	629.90	
05/13/13	205.0000	Various	2,885.74	1,729.38	1,156.36	SALE
					TOTAL 2 LOTS	



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continued

Transactions for 2012						
8-Description / CUSIP	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
1a-Date of Sale or Exchange					Gain or Loss Amount	Additional Information
ST BARBARA LTD SPON ADR / 852278100						
1 RCPT= 5 ORD SHRS						
	120.0000	03/10/11	410.15	1,271.42	-861.27	
	50.0000	03/25/11	170.89	557.97	-387.08	
	45.0000	03/28/11	153.80	499.39	-345.59	
	98.0000	04/20/11	334.96	1,134.58	-799.62	
	65.0000	07/05/12	222.18	541.14	-318.96	
08/29/13	378.0000	Various	1,291.98	4,004.50	-2,712.52	SALE
11/26/13	20.0000	07/05/12	25.00	166.50	-141.50	SALE
TOTAL 5 LOTS						
TIM PARTICIPACOEES S A / 88706P205						
SPONSORED ADR						
	65.0000	09/06/12	1,448.01	1,271.90	176.11	
	27.0000	09/07/12	601.49	538.24	63.25	
09/10/13	92.0000	Various	2,049.50	1,810.14	239.36	SALE
	17.0000	09/07/12	405.37	338.88	66.49	
	49.0000	09/12/12	1,168.42	1,012.51	155.91	
09/25/13	66.0000	Various	1,573.79	1,351.39	222.40	SALE
10/09/13	57.0000	09/12/12	1,495.96	1,177.80	318.16	SALE
TOTAL 2 LOTS						
TRANSCOCEAN LTD / H8817H100						
ORDINARY SHARES						
	12.0000	12/15/11	706.10	481.79	224.31	
	59.0000	01/10/12	3,471.70	2,406.33	1,065.37	
02/14/13	71.0000	Various	4,177.80	2,888.12	1,289.68	SALE
TOTAL 2 LOTS						
TURQUOISE HILL RES LTD / 900435108						
11/26/13	61.0000	09/22/11	266.02	991.02	-725.00	SALE
11/26/13	138.0000	09/26/11	601.81	2,007.89	-1,406.08	SALE
TOTAL 2 LOTS						

2013 ENHANCED SUMMARY

Page 24 of 37

As of Date: 2/07/14

Your Financial Advisor :
 DEWEES INVESTMENT CONSULTING
 GROUP OF WELLS FARGO ADVISORS
 3801 KENNETT PIKE
 SUITE B 200
 GREENVILLE DE 19807
 (302) 428-8611

FLEMING FOUNDATION
 TRDW SMID
 7661 BERYL ROAD
 ZIONSVILLE PA 18092-2302

Account Number: 3249-9677

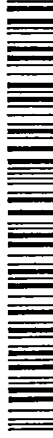
Year-End Account Summary

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continued

LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

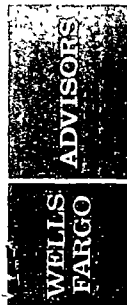
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
11/26/13	93.0000	02/09/12	405.56	1,541.27	-1,135.71	SALE
11/26/13	70.0000	04/23/12	305.26	843.84	-538.58	SALE
11/26/13	171.0000	07/13/12	745.72	1,360.72	-615.00	SALE
11/26/13	102.0000	08/16/12	444.81	877.68	-432.87	SALE
11/26/13	162.0000	09/28/12	706.47	1,353.01	-646.54	SALE
UPM-KYMMENE CORP / 915436109						
SPON ADR						
06/20/13	6.0000	09/09/11	59.75	70.67	-10.92	SALE
06/20/13	185.0000	09/09/11	1,866.06	2,179.21	-313.15	SALE
WEATHERFORD / H27013103						
INTERNATIONAL LTD REG						
05/07/13	282.0000	04/26/12	3,783.93	4,214.12	-430.19	SALE
	22.0000	04/26/12	301.80	328.76	-26.96	
	151.0000	05/22/12	2,071.48	1,967.47	104.01	
	173.0000	Various	2,373.28	2,296.23	77.05	SALE
06/11/13						TOTAL 2 LOTS
WESTERN DIGITAL CORP / 958102105						
	32.0000	09/28/12	2,639.51	1,240.64	1,398.87	
	25.0000	10/15/12	2,062.12	892.11	1,170.01	
12/23/13	57.0000	Various	4,701.63	2,132.75	2,568.88	SALE
						TOTAL 2 LOTS
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES						
			205,488.16	271,238.86	-65,750.70	



2013 ENHANCED SUMMARY

Page 25 of 37

As of Date: 2/07/14



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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
GOODRICH PETROLEUM CORP / 382410AC2 CONV SR UNSECURED LINKED TO GDP CPN 5.000% DUE 10/01/29					
03/27/13	2,000.0000	09/28/11	1,980.00	1,839.56	140.44
	2,000.0000	10/03/11	1,980.00	1,797.86	182.14
	4,000.0000	Various	3,960.00	3,637.42	322.58 SALE
	3,000.0000	10/03/11	2,966.25	2,696.43	269.82
	2,000.0000	12/16/11	1,977.50	1,840.00	137.50
04/22/13	5,000.0000	Various	4,943.75	4,536.43	407.32 SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			8,903.75	8,173.85	729.90

TOTAL 2 LOTS

TOTAL 2 LOTS

UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
POLYUS GOLD INTL LTD / 73180Y203 GDR LEVEL 1					
01/04/13	1,075.0000	07/26/11	3,429.17	N/A	N/A SALE
01/07/13	260.0000	07/26/11	831.98	N/A	N/A SALE
01/17/13	241.0000	07/26/11	735.99	N/A	N/A SALE
TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			4,997.14	0.00	0.00

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2013 ENHANCED SUMMARY

Page 26 of 37

As of Date: 2/07/14

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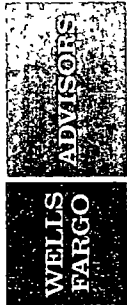
*Box 2a. Sales price less commissions and option premiums

For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss columns, or Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss.
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.



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For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

**SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
 Proceeds from Broker and Barter Exchange Transactions for 2013**

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
AGCO CORP / 001084102						
07/01/13	112.0000	12/13/12	5,587.73	5,493.33	94.40	SALE
ALEXION PHARMACEUTICALS / 015351109						
INC						
	32.0000	07/30/12	2,684.27	3,413.53	-729.26	
	46.0000	12/14/12	3,858.64	4,348.52	-489.88	
02/20/13	78.0000	Various	6,542.91	7,762.05	-1,219.14	SALE
						TOTAL 2 LOTS
AMGEN INC / 031162100						
01/31/13	82.0000	03/29/12	7,016.89	5,507.68	1,509.21	SALE
ANHEUSER BUSCH INBEV / 03524A108						
SA/NV-SPONSORED ADR						
07/05/13	66.0000	07/30/12	5,771.49	5,358.87	412.62	SALE
ARUBA NETWORKS INC / 043176106						
	179.0000	10/16/12	2,311.82	3,762.74	-1,450.92	
	9.0000	10/25/12	116.24	163.75	-47.51	
05/17/13	188.0000	Various	2,428.06	3,926.49	-1,498.43	SALE
						TOTAL 2 LOTS
AUTOZONE INC / 053332102						
08/27/13	10.0000	04/26/13	4,187.79	4,046.37	141.42	SALE
CAMERON INTERNATIONAL CRP / 13342B105						
11/26/13	118.0000	02/07/13	6,526.88	7,671.59	-1,144.71	SALE
11/26/13	95.0000	04/02/13	5,254.69	6,159.40	-904.71	SALE

2013 ENHANCED SUMMARY

Page 6 of 28

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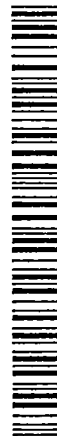
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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

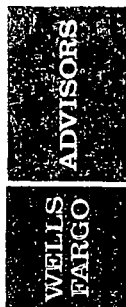
8-Description / CUSIP 1a-Date of Sale or Exchange	1b-Date of Acquisition	1e-Quantity Sold	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
CATERPILLAR INC / 149123101 06/11/13	08/10/12	61.0000	5,098.38	5,393.56	-295.18	SALE
CHICOS FAS INC / 168615102 03/27/13	09/04/12	288.0000	4,799.12	5,439.25	-640.13	SALE
CHIPOTLE MEXICAN GRILL / 169656105 CL A 10/16/13	07/15/13	16.0000	7,000.39	6,170.35	830.04	SALE
COGNIZANT TECHNOLOGY / 192446102 SOLUTIONS CORP CL A 05/23/13	08/10/12	85.0000	5,450.69	5,520.60	-69.91	SALE
COMPANHIA DE BEBIDAS / 20441W203 DAS AMERSAMBEV SPONS ADR REPSTG PFD SHS 08/09/13	01/28/13	128.0000	4,812.17	5,793.31	-981.14	SALE
CONN'S INC / 208242107	06/21/13	78.0000	4,606.26	3,894.19	712.07	TOTAL 2 LOTS
	09/11/13	78.0000	4,606.27	4,366.88	239.39	
	Various	156.0000	9,212.53	8,261.07	951.46	
COSTCO WHSL CORP NEW / 22160K105 COM 08/14/13	10/31/12	55.0000	6,256.75	5,392.81	863.94	SALE
CTRIIP COM INTERNATIONAL / 22943F100 LTD ADR 11/26/13	10/22/13	121.0000	5,575.16	6,920.50	-1,345.34	SALE



2013 ENHANCED SUMMARY

Page 7 of 28

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
DAVITA HEALTHCARE / 23918K108 PARTNERS I 08/21/13	50.0000	07/12/13	5,540.16	6,070.10	-529.94	SALE
DICKS SPORTING GOODS / 253393102 INC 03/11/13	70.0000	11/30/12	3,162.37	3,691.83	-529.46	SALE
09/27/13	90.0000	08/29/13	4,794.78	4,217.72	577.06	SALE
EDWARDS LIFESCIENCE CORP / 28176E108	40.0000	06/11/12	3,477.02	3,529.14	-52.12	TOTAL 2 LOTS
	9.0000	11/16/12	782.34	777.32	5.02	
02/08/13	49.0000	Various	4,259.36	4,306.46	-47.10	
EXPEDIA INC / 30212P303 05/08/13	107.0000	06/22/12	6,120.81	5,133.21	987.60	SALE
FLEETCOR TECHNOLOGIES / 339041105 INC 10/23/13	34.0000	11/27/12	3,741.27	1,783.10	1,958.17	SALE
FLOWERVE CORP / 34354P105 08/15/13	78.0000	12/17/12	4,397.82	3,689.21	708.61	SALE
FUSION-IO INC / 36112J107 02/01/13	124.0000	08/22/12	2,132.66	3,596.45	-1,463.79	SALE
GENESEE & WYOMING INC / 371559105 CL A 08/28/13	38.0000	06/13/13	3,297.29	3,431.68	-134.39	SALE
08/29/13	6.0000	06/13/13	520.48	541.84	-21.36	SALE

2013 ENHANCED SUMMARY

Page 8 of 28

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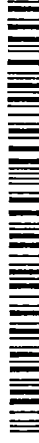
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continued

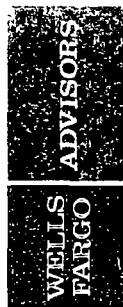
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					Gain or Loss Amount	Additional Information
GILEAD SCIENCES INC / 375558103						
04/30/13	50.0000	09/26/12	2,510.02	1,655.53	854.49	SALE
	120.0000	09/26/12	7,186.38	3,973.24	3,213.14	
	53.0000	10/08/12	3,173.99	1,852.83	1,321.16	
07/24/13	173.0000	Various	10,360.37	5,826.07	4,534.30	SALE
						TOTAL 2 LOTS
HAIN CELESTIAL GROUP INC / 405217100						
08/09/13	27.0000	02/21/13	1,999.92	1,545.89	454.03	SALE
08/12/13	73.0000	02/21/13	5,477.25	4,179.60	1,297.65	SALE
HARMAN INTL INDS INC NEW / 413086109						
	77.0000	02/17/12	3,300.81	3,927.45	-626.64	
	28.0000	02/21/12	1,200.30	1,433.03	-232.73	
01/31/13	105.0000	Various	4,501.11	5,360.48	-859.37	SALE
						TOTAL 2 LOTS
HERTZ GLOBAL HLDGS INC / 42805T105						
	169.0000	08/16/13	3,983.68	4,176.94	-193.26	
	227.0000	10/01/13	5,350.87	5,057.92	292.95	
11/13/13	396.0000	Various	9,334.55	9,234.86	99.69	SALE
						TOTAL 2 LOTS
IPG PHOTONICS CORP / 44980X109						
02/28/13	86.0000	08/08/12	5,108.12	5,271.32	-163.20	SALE
ISHARES ET / 464287671						
RUSSELL 3000 GROWTH 12/30/13	252.0000	11/26/13	17,690.09	17,304.84	385.25	SALE
JOHNSON & JOHNSON / 478160104						
01/23/13	89.0000	03/29/12	6,470.09	5,826.90	643.19	SALE



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continued

Proceeds from Broker and Barter Exchange Transactions for 2013

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					Gain or Loss Amount	Additional Information
KELLOGG COMPANY / 487836108						
08/21/13	62.0000	05/07/13	3,861.33	3,960.55	-99.22	SALE
KIRBY CORP / 497266106						
	44.0000	04/03/13	3,597.61	3,261.98	335.63	
	8.0000	04/04/13	654.12	592.09	62.03	
09/05/13	52.0000	Various	4,251.73	3,854.07	397.66	SALE
						TOTAL 2 LOTS
LULULEMON ATHLETICA INC / 550021109						
	50.0000	12/12/12	3,651.51	3,712.04	-60.53	
	83.0000	06/11/13	6,061.52	5,686.41	375.11	
09/30/13	133.0000	Various	9,713.03	9,398.45	314.58	SALE
						TOTAL 2 LOTS
MELLANOX TECHNOLOGY LTD / M51363113						
01/03/13	43.0000	11/13/12	2,268.79	3,716.49	-1,447.70	SALE
MSC INDUSTRIAL DIRECT CO / 553530106						
INC CLASS A						
	51.0000	12/19/12	4,028.79	3,809.91	218.88	
	47.0000	12/27/12	3,712.81	3,506.44	206.37	
09/05/13	98.0000	Various	7,741.60	7,316.35	425.25	SALE
						TOTAL 2 LOTS
MYRIAD GENETICS INC / 62855J104						
02/12/13	121.0000	11/19/12	2,948.74	3,706.46	-757.72	SALE
NATIONAL OILWELL VARCO / 637071101						
INC						
05/31/13	1.0000	10/25/12	70.53	75.24	-4.71	SALE
NVR INC / 62944T105						
	4.0000	12/11/12	3,404.43	3,623.01	-218.58	
	4.0000	12/12/12	3,404.44	3,724.80	-320.36	

2013 ENHANCED SUMMARY

Page 10 of 28

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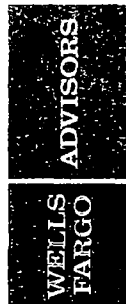
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					Gain or Loss Amount	Additional Information
09/03/13	8.0000	Various	6,808.87	7,347.81	-538.94	SALE
					TOTAL 2 LOTS	
OPENTABLE INC / 68372A104 08/06/13	59.0000	05/24/13	3,932.13	3,990.55	-58.42	SALE
PALO ALTO NETWORKS / 697435105	70.0000	01/31/13	3,758.30	3,867.66	-109.36	
	27.0000	09/19/13	1,449.64	1,308.36	141.28	
12/16/13	97.0000	Various	5,207.94	5,176.02	31.92	SALE
					TOTAL 2 LOTS	
PANERA BREAD COMPANY / 69840W108 CL A						
03/26/13	35.0000	06/21/12	5,766.33	5,185.95	580.38	SALE
PETSMART INC / 716768106						
03/07/13	52.0000	11/30/12	3,224.99	3,665.28	-440.29	SALE
PHILIP MORRIS / 718172109 INTERNATIONAL INC						
10/10/13	42.0000	03/01/13	3,610.24	3,856.78	-246.54	
	12.0000	05/03/13	1,031.51	1,135.77	-104.26	
	54.0000	Various	4,641.75	4,992.55	-350.80	SALE
					TOTAL 2 LOTS	
OLIK TECHNOLOGIES INC / 74733T105						
11/01/13	133.0000	05/30/13	3,325.62	4,060.84	-735.22	SALE
QUALCOMM INC / 747525103						
11/11/13	4.0000	03/01/13	269.56	263.47	6.09	SALE
RAYMOND JAMES FINANCIAL / 754730109 INC						
06/13/13	82.0000	03/21/13	3,410.82	3,833.56	-422.74	SALE



2013 ENHANCED SUMMARY

Page 11 of 28

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8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
RESMED INC / 761152107 04/17/13	95.0000	09/06/12	4,206.70	3,755.64	451.06	SALE
ROCK-TENN CO / 772739207 CL A 09/26/13	64.0000	03/28/13	6,874.56	5,858.57	1,015.99	SALE
ROWAN COMPANIES PLC / G7665A101 SHS CLASS - A -	150.0000	09/11/12	5,067.13	5,652.80	-585.67	TOTAL 2 LOTS
	2.0000	10/25/12	67.57	66.20	1.37	
04/02/13	152.0000	Various	5,134.70	5,719.00	-584.30	
SCRIPPS NETWORKS / 811065101 INTERACTIVE 09/13/13	59.0000	11/16/12	4,343.48	3,501.63	841.85	SALE
STARBUCKS CORP / 855244109 10/17/13	11.0000	12/07/12	858.57	589.71	268.86	SALE
THOR INDUSTRIES / 885160101 03/27/13	86.0000	11/26/12	3,113.22	3,723.31	-610.09	SALE
UNDER ARMOUR INC CLASS A / 904311107 11/06/13	65.0000	05/20/13	5,144.34	4,046.45	1,097.89	SALE
VANTIV INC / 92210H105 CLASS A	109.0000	07/16/13	2,861.04	3,061.08	-200.04	TOTAL 2 LOTS
	108.0000	07/17/13	2,834.81	3,059.47	-224.66	
10/24/13	217.0000	Various	5,695.85	6,120.55	-424.70	

2013 ENHANCED SUMMARY

Page 12 of 28

As of Date: 2/07/14

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 GREENVILLE DE 19807
 (302) 428-8611

FLEMING FOUNDATION
 (CAL GR)
 7661 BERYL RD
 ZIONSVILLE PA 18092-2302

Account Number: 3249-9683

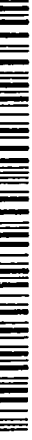
Year-End Account Summary

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SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

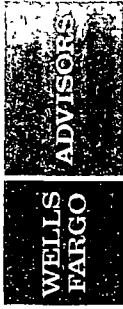
8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
VARIAN MEDICAL SYSTEMS / 92220P105 INC						
	52.0000	11/05/12	3,452.45	3,656.60	-204.15	
	50.0000	12/14/12	3,319.67	3,575.17	-255.50	
04/19/13	102.0000	Various	6,772.12	7,231.77	-459.65	SALE
						TOTAL 2 LOTS
VMWARE INC CLASS A / 928563402						
03/27/13	57.0000	07/18/12	4,389.94	5,124.75	-734.81	SALE
WAL-MART STORES INC / 931142103						
08/15/13	75.0000	05/07/13	5,564.03	5,928.12	-364.09	SALE
WISDOMTREE INVESTMENTS / 97717P104 INC						
11/04/13	12.0000	09/17/13	166.32	142.30	24.02	SALE
11/05/13	360.0000	09/17/13	4,995.95	4,268.73	727.22	SALE
YAMANA GOLD INC / 98462Y100						
	219.0000	05/18/12	3,285.03	2,997.82	287.21	
	2.0000	10/25/12	30.01	37.78	-7.77	
03/26/13	221.0000	Various	3,315.04	3,035.60	279.44	SALE
						TOTAL 2 LOTS
YELP INC / 985817105						
07/11/13	132.0000	05/29/13	4,927.44	4,007.59	919.85	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES			325,886.17	321,081.68	4,804.49	



2013 ENHANCED SUMMARY

Page 13 of 28

As of Date: 2/07/14



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7661 BERYL RD
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(302) 428-8611

Account Number: 3249-9683

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
ABB LTD - SPONS ADR / 000375204						
	141.0000	10/05/11	3,162.95	2,388.83	774.12	
	155.0000	10/06/11	3,477.01	2,736.93	740.08	
	68.0000	10/07/11	1,525.40	1,215.10	310.30	
06/18/13	364.0000	Various	8,165.36	6,340.86	1,824.50	SALE
					TOTAL 3 LOTS	
ACCENTURE PLC IRELAND / G1151C101 SHARES CLASS A						
	69.0000	05/17/11	5,446.07	3,874.66	1,571.41	
	31.0000	07/05/11	2,446.79	1,899.62	547.17	
05/06/13	100.0000	Various	7,892.86	5,774.28	2,118.58	SALE
	39.0000	07/05/11	2,886.76	2,389.84	496.92	
	33.0000	07/06/11	2,442.66	2,029.16	413.50	
12/17/13	72.0000	Various	5,329.42	4,419.00	910.42	SALE
					TOTAL 2 LOTS	
AGRIUM INC / 008916108						
03/04/13	47.0000	03/09/11	4,823.90	4,311.68	512.22	SALE
03/05/13	5.0000	03/09/11	518.36	458.68	59.68	SALE
CITRIX SYSTEMS INC / 177376100						
03/26/13	74.0000	12/16/11	5,237.22	4,781.25	455.97	SALE
COGNIZANT TECHNOLOGY / 192446102 SOLUTIONS CORP CL A						
	70.0000	10/17/11	4,349.71	4,987.52	-637.81	
	47.0000	12/05/11	2,920.52	3,288.66	-368.14	
05/14/13	117.0000	Various	7,270.23	8,276.18	-1,005.95	SALE
05/23/13	32.0000	12/05/11	2,052.02	2,239.08	-187.06	SALE
					TOTAL 2 LOTS	

2013 ENHANCED SUMMARY

Page 14 of 28

As of Date: 2/07/14

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
COMPANHIA DE BEBIDAS / 20441W203 DAS AMERSAMBEV SPONS ADR REPSTG PFD SHS 07/17/13	147.0000	01/27/11	5,393.88	4,149.45	1,244.43	SALE
08/09/13	39.0000	01/27/11	1,466.20	1,100.87	365.33	SALE
EOG RESOURCES INC / 26875P101 09/25/13	30.0000	08/28/12	5,134.10	3,267.56	1,866.54	SALE
GAP INC / 364760108 08/29/13	152.0000	08/20/12	6,191.64	5,457.21	734.43	SALE
INTUIT INC / 461202103 05/21/13	100.0000	12/14/11	5,897.73	5,221.74	675.99	SALE
INTUITIVE SURGICAL INC / 46120E602 COM NEW 04/22/13	7.0000	03/09/11	3,326.94	2,319.83	1,007.11	SALE
07/09/13	8.0000	03/09/11	3,304.48	2,651.23	653.25	SALE
MASTERCARD INC CL A / 57636Q104 10/18/13	5.0000	08/11/11	3,571.20	1,624.12	1,947.08	SALE
11/05/13	13.0000	08/11/11	9,568.67	4,222.70	5,345.97	SALE
MICHAEL KORS HOLDINGS / G60754101 LTD 09/17/13	99.0000	06/28/12	7,408.66	4,075.96	3,332.70	SALE



2013 ENHANCED SUMMARY

Page 15 of 28

As of Date: 2/07/14



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7661 BERYL RD
ZIONSVILLE PA 18092-2302

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
NATIONAL OILWELL VARCO / 637071101 INC						
05/31/13	66.0000	12/13/11	4,654.71	4,706.06	-51.35	SALE
ORACLE CORPORATION / 68389X105						
04/22/13	174.0000	08/11/11	5,662.05	4,718.37	943.68	SALE
05/02/13	174.0000	08/11/11	5,769.08	4,718.35	1,050.73	SALE
QUALCOMM INC / 747525103						
07/19/13	66.0000	02/01/11	4,041.28	3,621.37	419.91	SALE
08/26/13	48.0000	02/01/11	3,217.69	2,633.72	583.97	SALE
11/11/13	55.0000	02/01/11	3,706.37	3,017.79	688.58	SALE
SALESFORCE.COM / 79466L302						
08/14/13	92.0000	09/01/11	4,081.12	2,973.52	1,107.60	
	34.0000	10/03/11	1,508.24	972.14	536.10	
	126.0000	Various	5,589.36	3,945.66	1,643.70	SALE
						TOTAL 2 LOTS
SAP AG-SPONSORED ADR / 803054204						
06/04/13	74.0000	01/25/12	5,565.29	4,281.15	1,284.14	SALE
07/24/13	19.0000	01/25/12	1,390.91	1,099.22	291.69	SALE
	24.0000	01/25/12	1,760.50	1,388.47	372.03	
	62.0000	07/18/12	4,547.97	3,893.56	654.41	
07/25/13	86.0000	Various	6,308.47	5,282.03	1,026.44	SALE
						TOTAL 2 LOTS
SCRIPPS NETWORKS / 811065101 INTERACTIVE						
09/13/13	89.0000	08/14/12	6,552.02	5,343.50	1,208.52	SALE

2013 ENHANCED SUMMARY

Page 16 of 28

As of Date: 2/07/14

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Account Number: 3249-9683

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
SOLARWINDS INC / 83416B109						
03/27/13	63.0000	05/03/11	3,631.10	1,467.27	2,163.83	SALE
	115.0000	05/03/11	5,131.61	2,678.35	2,453.26	
	68.0000	05/04/11	3,034.35	1,586.61	1,447.74	
05/02/13	183.0000	Various	8,165.96	4,264.96	3,901.00	SALE
						TOTAL 2 LOTS
TERADATA CORP / 88076W103						
02/13/13	99.0000	06/20/11	6,054.35	5,622.32	432.03	SALE
TJX COS INC NEW / 872540109						
10/07/13	152.0000	12/30/11	8,447.98	4,920.46	3,527.52	SALE
TRIPADVISOR INC / 896945201						
10/07/13	70.0000	05/22/12	5,341.73	3,034.87	2,306.86	SALE
11/08/13	58.0000	05/22/12	4,873.35	2,514.60	2,358.75	SALE
VMWARE INC CLASS A / 928563402						
	26.0000	09/01/11	2,038.40	2,399.43	-361.03	
	72.0000	10/03/11	5,644.81	5,828.42	-183.61	
02/04/13	98.0000	Various	7,683.21	8,227.85	-544.64	SALE
03/27/13	12.0000	10/03/11	924.19	971.40	-47.21	SALE
						TOTAL 2 LOTS
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES			190,131.97	145,082.63	45,049.34	



2013 ENHANCED SUMMARY

Page 17 of 28

As of Date: 2/07/14



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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
FLUOR CORP (NEW) / 343412102 07/31/13	82.0000	07/29/10	5,107.56	3,969.97	1,137.59	SALE
GOOGLE INC CL A / 38259P508 06/27/13	4.0000	06/08/06	3,519.90	1,536.78	1,983.12	SALE
INTERCONTINENTAL / 45865V100 EXCHANGE INC 09/11/13	45.0000	02/25/09	8,137.51	2,620.05	5,517.46	SALE
NATIONAL OILWELL VARCO / 637071101 INC 02/07/13	111.0000	02/27/09	7,450.46	2,914.69	4,535.77	SALE
05/31/13	37.0000	02/27/09	2,609.46	971.56	1,637.90	SALE
NOVO NORDISK A S ADR / 670100205	5.0000	02/08/10	791.13	346.90	444.23	TOTAL 3 LOTS
	13.0000	02/09/10	2,056.95	899.23	1,157.72	
	67.0000	08/30/10	10,601.25	5,674.50	4,926.75	
07/01/13	85.0000	Various	13,449.33	6,920.63	6,528.70	
07/02/13	18.0000	08/30/10	2,842.67	1,524.49	1,318.18	SALE
ORACLE CORPORATION / 68389X105	79.0000	02/11/09	2,506.29	1,411.39	1,094.90	TOTAL 2 LOTS
	289.0000	12/27/10	9,168.62	9,094.89	73.73	
03/25/13	368.0000	Various	11,674.91	10,506.28	1,168.63	
04/22/13	17.0000	12/27/10	553.18	534.99	18.19	
QUALCOMM INC / 747525103 04/26/13	68.0000	06/11/10	4,222.81	2,397.60	1,825.21	SALE

2013 ENHANCED SUMMARY

Page 18 of 28

As of Date: 2/07/14

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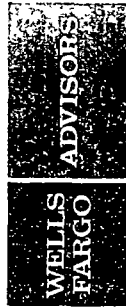
LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
	33.0000	06/11/10	2,109.65	1,163.53	946.12	
	58.0000	08/19/10	3,707.89	2,212.48	1,495.41	
05/07/13	91.0000	Various	5,817.54	3,376.01	2,441.53	SALE
07/19/13	69.0000	08/19/10	4,224.97	2,632.07	1,592.90	SALE
STARBUCKS CORP / 855244109						
07/18/13	61.0000	11/09/10	4,196.59	1,858.59	2,338.00	SALE
10/17/13	88.0000	11/09/10	6,868.53	2,681.23	4,187.30	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			80,675.42	44,444.94	36,230.48	

TOTAL 2 LOTS

*Box 2a. Sales price less commissions and option premiums





2013 ENHANCED SUMMARY

Page 5 of 21

As of Date: 2/07/14

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(WENTWORTH - INTL)
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ZIONSVILLE PA 18092-2302

Account Number: 3249-9685

Year-End Account Summary

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For noncovered transactions, we provide supplemental cost basis information, when it is available, to assist you with completing your tax return, however, THIS INFORMATION IS NOT PROVIDED TO THE INTERNAL REVENUE SERVICE.

SHORT TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
ALLEGION PLC / G0176J109 12/01/13	0.1643	09/20/13	6.94	6.64	0.30	CASH IN LIEU
EATON CORP PLC / G29183103 07/15/13	59.0000	12/03/12	4,031.11	3,046.53	984.58	SALE
ISHARES MSCI EAFE INDEX / 464287465 12/27/13	1,539.0000	11/26/13	102,607.28	101,383.16	1,224.12	SALE
TECK RESOURCES LTD / 878742204 CLASS B 11/26/13	195.0000	12/14/12	4,731.40	6,992.35	-2,260.95	SALE
TRANSOCEAN LTD / H8817H100 ORDINARY SHARES 10/28/13	81.0000	07/15/13	3,936.54	4,035.18	-98.64	SALE
VALE S A ADR / 91912E105 11/26/13	105.0000	12/26/12	1,562.59	2,159.25	-596.66	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					116,875.86	117,623.11
					-747.25	

2013 ENHANCED SUMMARY

Page 6 of 21

As of Date: 2/07/14

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LONG TERM GAINS OR LOSSES (Box 1c) FOR COVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
EATON CORP PLC / G29183103 12/27/13	19.0000	12/03/12	1,459.25	974.26	484.99 SALE

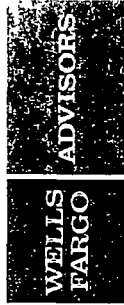
TOTAL LONG TERM GAINS OR LOSSES FOR COVERED SECURITIES

1,459.25 974.26 484.99

LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
ALLEGION PLC / G0176J109 12/01/13	0.5024	03/22/06	21.21	13.13	8.08 CASH IN LIEU
12/27/13	12.0000	03/22/06	535.19	303.63	231.56 SALE
AXA-ADR / 054536107	15.0000	03/16/05	315.90	415.59	-99.69
	5.0000	05/03/05	105.30	123.75	-18.45
	172.0000	03/22/06	3,622.36	6,028.60	-2,406.24
07/15/13	192.0000	Various	4,043.56	6,567.94	-2,524.38 SALE
	23.0000	03/22/06	635.01	806.15	-171.14
	39.0000	03/16/09	1,076.78	399.98	676.80
12/27/13	62.0000	Various	1,711.79	1,206.13	505.66 SALE
BASF SE SPONSORED ADR / 055262505 07/15/13	67.0000	03/22/06	6,179.30	2,594.24	3,585.06 SALE
12/27/13	10.0000	03/22/06	1,071.58	387.20	684.38 SALE
TOTAL 3 LOTS					
TOTAL 2 LOTS					





2013 ENHANCED SUMMARY

6 909

Page 7 of 21

As of Date: 2/07/14

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DEWEES INVESTMENT CONSULTING
GROUP OF WELLS FARGO ADVISORS
3801 KENNETT PIKE
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GREENVILLE DE 19807
(302) 428-8611

FLEMING FOUNDATION
(WENTWORTH - INTL)
7661 BERYL RD
ZIONSVILLE PA 18092-2302

Account Number: 3249-9685

Year-End Account Summary

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6) Proceeds from Broker and Barter Exchange Transactions for 2013

continued

1. Proceeds from Broker and Exchange Transactions for 2010						
8-Description / CUSIP	1e-Quantity Sold		1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information Gain or Loss Amount Additional Information
BROOKFIELD ASSET MANGMNT / 112585104 CLASS A						
	101.2500	01/22/04	3,773.57	968.56	2,805.01	
	22.7500	03/22/06	847.89	547.14	300.75	
	124.0000	Various	4,621.46	1,515.70	3,105.76	SALE
07/15/13						TOTAL 2 LOTS
CANADIAN NATL RY CO / 136375102						
	5.0000	11/22/05	507.13	194.27	312.86	
	6.0000	03/22/06	608.56	279.76	328.80	
07/15/13	11.0000	Various	1,115.69	474.03	641.66	SALE
12/27/13	14.0000	03/22/06	794.46	326.38	468.08	SALE
CANADIAN NATURAL / 136385101 RESOURCES LTD						
11/26/13	465.0000	12/28/10	15,228.96	20,306.60	-5,077.64	SALE
CANADIAN PACIFIC RAILWAY / 136451100 LTD						
07/15/13	195.0000	06/24/08	24,879.54	13,130.27	11,749.27	SALE
12/27/13	12.0000	06/24/08	1,821.23	808.02	1,013.21	SALE
CORE LABORATORIES INC / N22717107						
07/15/13	21.0000	03/22/06	3,213.15	462.53	2,750.62	SALE
12/27/13	7.0000	03/22/06	1,344.26	154.18	1,190.08	SALE
DIAGEO PLC / 25243Q205 SPONSORED ORD NEW						
07/15/13	40.0000	12/27/06	4,868.91	3,172.51	1,696.40	SALE

2013 ENHANCED SUMMARY

Page 8 of 21

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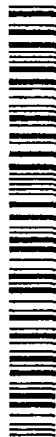
LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
FINNING INTL INC / 318071404 07/15/13	14.0000	12/23/10	324.25	382.07	-57.82	SALE
INGERSOLL-RAND PLC / G47791101 SHARES						
	150.0000	01/22/04	8,845.46	5,081.25	3,764.21	Original Basis 5283 75
	20.0000	05/03/05	1,179.39	743.40	435.99	Original Basis 770 40
	82.0000	03/22/06	4,835.53	3,382.50	1,453.03	Original Basis 3493 20
07/15/13	252.0000	Various	14,860.38	9,207.15	5,653.23	SALE
12/27/13	48.0000	03/22/06	2,935.05	1,575.09	1,359.96	SALE
MANULIFE FINL CORP / 56501R106						
	120.0000	11/18/05	2,090.33	3,398.81	-1,308.48	
	50.0000	03/22/06	870.98	1,596.23	-725.25	
07/15/13	170.0000	Various	2,961.31	4,995.04	-2,033.73	SALE
11/26/13	130.0000	03/22/06	2,497.78	4,150.18	-1,652.40	SALE
NABORS INDUSTRIES LTD / G6359F103						
07/12/13	190.0000	01/22/04	2,775.36	4,180.00	-1,404.64	SALE
07/15/13	15.0000	01/22/04	223.38	330.00	-106.62	SALE
11/26/13	245.0000	01/22/04	4,141.34	5,390.00	-1,248.66	SALE
11/26/13	20.0000	05/03/05	338.06	540.10	-202.04	SALE
11/26/13	1,000.0000	03/22/06	16,903.41	32,812.85	-15,909.44	SALE
NESTLE S A REG ADR / 641069406						
	73.0000	03/22/06	4,913.28	2,159.34	2,753.94	
	1.0000	09/25/07	67.31	44.03	23.28	
07/15/13	74.0000	Various	4,980.59	2,203.37	2,777.22	SALE
						TOTAL 2 LOTS

TOTAL 3 LOTS

TOTAL 2 LOTS

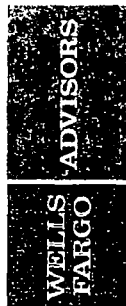


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2013 ENHANCED SUMMARY

Page 9 of 21

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
12/27/13	1.0000	09/25/07	73.55	44.03	29.52	SALE
NOBLE CORP BAAR / H5833N103						
NAMEN-AKT						
07/15/13	24.0000	01/22/04	960.77	438.24	522.53	SALE
NOVARTIS AG / 66987V109						
SPON ADR						
	20.0000	11/21/05	1,471.52	1,087.76	383.76	
	45.0000	03/22/06	3,310.95	2,531.70	779.25	
07/15/13	65.0000	Various	4,782.47	3,619.46	1,163.01	SALE
12/27/13	1.0000	03/22/06	80.32	56.26	24.06	SALE
PARTNERRE LTD / G6852T105						
07/15/13	19.0000	03/22/06	1,760.68	1,172.70	587.98	SALE
12/27/13	1.0000	03/22/06	103.20	61.73	41.47	SALE
RIO TINTO PLC / 767204100						
SPONSORED ADR						
	30.0000	01/22/04	1,667.31	808.27	859.04	
	40.0000	03/04/04	2,223.09	1,064.46	1,158.63	
	40.0000	05/05/04	2,223.09	934.20	1,288.89	
	35.0000	03/22/06	1,945.22	1,675.98	269.24	
12/27/13	145.0000	Various	8,058.71	4,482.91	3,575.80	SALE
SCHLUMBERGER LTD / 806857108						
	20.0000	01/22/04	1,531.66	556.00	975.66	
	10.0000	05/03/05	765.84	337.95	427.89	
	30.0000	Various	2,297.50	893.95	1,403.55	SALE
07/15/13	10.0000	05/03/05	895.37	337.95	557.42	
	22.0000	03/22/06	1,969.82	1,341.30	628.52	
					TOTAL 2 LOTS	
					TOTAL 4 LOTS	
					TOTAL 2 LOTS	

2013 ENHANCED SUMMARY

Page 10 of 21

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LONG TERM GAINS OR LOSSES (Box 1c) FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

continued

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
12/27/13	32.0000	Various	2,865.19	1,679.25	1,185.94	SALE
TOTAL 2 LOTS						
SUNCOR ENERGY INC NEW / 867224107						
12/27/13	35.0000	03/22/06	1,221.30	1,302.88	-81.58	SALE
TALISMAN ENERGY INC / 87425E103						
11/26/13	600.0000	03/22/06	7,122.45	10,589.98	-3,467.53	SALE
TENARIS S A / 88031M109						
SPONSORED ADR						
07/15/13	119.0000	03/30/04	5,130.67	756.36	4,374.31	SALE
TRANSCOCEAN LTD / H8817H100						
ORDINARY SHARES						
09/20/13	49.3700	01/22/04	2,235.65	1,272.81	962.84	
	178.1500	01/22/04	8,067.27	9,735.00	-1,667.73	
	93.4800	03/22/06	4,233.12	7,421.39	-3,188.27	
	321.0000	Various	14,536.04	18,429.20	-3,893.16	SALE
	116.1500	03/22/06	5,644.79	9,221.15	-3,576.36	
	237.8500	03/22/06	11,559.30	29,422.90	-17,863.60	
10/28/13	354.0000	03/22/06	17,204.09	38,644.05	-21,439.96	SALE
TOTAL 3 LOTS						
TOTAL 2 LOTS						
UBS AG-REG / H89231338						
11/26/13	105.0000	01/22/04	1,937.23	3,409.02	-1,471.79	SALE
11/26/13	21.0000	03/04/04	387.44	697.54	-310.10	SALE
11/26/13	189.0000	03/22/06	3,487.01	9,228.91	-5,741.90	SALE
UNILEVER N V / 904784709						
07/15/13	122.0000	12/21/07	5,059.05	4,339.24	719.81	SALE



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UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES (Box 6)
Proceeds from Broker and Barter Exchange Transactions for 2013

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information	
					Gain or Loss Amount	Additional Information
VALE S A 11/26/13	225.0000	06/07/06	3,348.41	17142.96		SALE
TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES					17142.96	(13794.45) LOSS

*Box 2a Sales price less commissions and option premiums
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss columns, or Cost column. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss.
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A



FLEMING FOUNDATION

STATEMENT ATTACHED TO FORM 990PF

PART VII-A - QUESTION 12

The Fleming Foundation donated \$256,074 to the Vanguard Charitable Endowment Program in 2013. Richard Fleming has advisory privileges with respect to the money donated to this donor advised fund. The foundation has treated this distribution to the donor advised fund as a qualifying distribution.

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